

APPROVED



## MCCPS Board of Trustees

### Minutes

#### Governance Committee By Laws Review

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##### **Date and Time**

Tuesday April 14, 2020 at 7:00 PM

##### **Location**

Zoom Meeting

Join Zoom Meeting

<https://us04web.zoom.us/j/3898394128?pwd=QndLYk9jVjcyNEJ5dXZGRWhnMDhSUT09>

Meeting ID: 389 839 4128

Password: MCCPS

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##### **Committee Members Present**

Christopher Riegler (remote), Cynthia Canavan (remote), Elizabeth Burns (remote), Jeanne Smith (remote), Karl Smith (remote), Kay O'Dwyer (remote), Paul Baker (remote), Peter Cohen (remote)

##### **Committee Members Absent**

None

##### **Guests Present**

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Artie Sullivan (remote)

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## I. Opening Items

### A. Record Attendance

### B. Call the Meeting to Order

Karl Smith called a meeting of the Governance Committee of MCCPS Board of Trustees to order on Tuesday Apr 14, 2020 at 7:03 PM.

Karl Smith made a motion to accept Governor Baker's Executive Order allowing for remote meetings. Note that in light of the ongoing COVID-19 coronavirus outbreak, Governor Baker issued an emergency Order on March 12, 2020, allowing public bodies greater flexibility in utilizing technology in the conduct of meetings under the Open Meeting Law. This committee makes a motion to accept this Executive Order for this meeting of the Governance Committee, on April 14, 2020.

Cynthia Canavan seconded the motion.

The committee **VOTED** to approve the motion.

#### Roll Call

Christopher Riegler	Aye
Paul Baker	Aye
Elizabeth Burns	Aye
Peter Cohen	Aye
Kay O'Dwyer	Aye
Jeanne Smith	Aye
Karl Smith	Aye
Cynthia Canavan	Aye
Stephen Veiga	Absent

### C. Approve Minutes

Not all members were able to review the minutes, therefore the vote to approve previous meetings' minutes has been deferred.

### D. Approve Minutes

Not all members were able to review the minutes, therefore the vote to approve previous meetings' minutes has been deferred.

## II. Review By Laws Draft

### A. Review draft of by laws

The group reviewed the draft By Laws in detail. After some 'housekeeping' items and minor wording updates, the committee focused their attention on the Governance

Committee section and whether the Chair of that sub-committee is required to be a member of the Board of Trustees.

The team is evenly divided between members that believe the Chair should be a member of the Board and those that feel being a board member should not be a requirement.

Karl Smith made a motion to Accept the re-worded section 2 - article 6 as proposed "The Chair of the Committee shall be chosen from among the current Trustees, or a Governance Committee Member approved by the board."

Paul Baker seconded the motion.

The motion did not carry.

#### **Roll Call**

Christopher Riegler	No
Peter Cohen	Aye
Elizabeth Burns	Absent
Stephen Veiga	Absent
Jeanne Smith	No
Kay O'Dwyer	No
Karl Smith	Aye
Cynthia Canavan	No
Paul Baker	Aye

Cynthia Canavan made a motion to Update the wording to have the governance committee elect its own chair.

Kay O'Dwyer seconded the motion.

Note: point of clarification was made that the Board of Trustees has ultimate authority to accept or update the wording. This is merely a proposal.

The committee **VOTED** to approve the motion.

#### **Roll Call**

Paul Baker	Aye
Cynthia Canavan	Aye
Elizabeth Burns	Absent
Peter Cohen	No
Jeanne Smith	Aye
Karl Smith	No
Kay O'Dwyer	Aye
Stephen Veiga	Absent
Christopher Riegler	Aye

Additional point of clarification discussed. It is unclear to the group as to whether the Head of School has the ability to vote or not on the Governance committee.

Unclear as to if Peter's vote should be included. This point to be included in next month's discussion.

Karl Smith made a motion to Send the most up to date version- By-laws working copy "BYLAWS Working Copy.2020-April 14" to school counsel for review.

Cynthia Canavan seconded the motion.

The committee **VOTED** to approve the motion.

**Roll Call**

Cynthia Canavan	Aye
Stephen Veiga	Absent
Karl Smith	Aye
Elizabeth Burns	Absent
Christopher Riegler	Aye
Paul Baker	Aye
Kay O'Dwyer	Aye
Jeanne Smith	Aye

**III. Closing Items**

**A. Adjourn Meeting**

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 9:30 PM.

Respectfully Submitted,

Karl Smith

Karl Smith made a motion to adjourn the meeting.

Cynthia Canavan seconded the motion.

The committee **VOTED** to approve the motion.

**Roll Call**

Christopher Riegler	Aye
Peter Cohen	Aye
Cynthia Canavan	Aye
Stephen Veiga	Absent
Paul Baker	Aye
Jeanne Smith	Aye
Karl Smith	Aye
Elizabeth Burns	Absent
Kay O'Dwyer	Aye

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**Documents used during the meeting**

*None*