

Merrimack Special Education Collaborative Board of Directors
General Session Meeting Minutes
October 5, 2011, 9:00 a.m.
40 Linnell Circle, Billerica, MA

Board Members Present:

Dr. Judith Klimkiewicz, Chairperson, Mr. William Ryan, Dr. Frank Tiano (10:23 a.m.), Dr. Stacy Scott, Dr. Maureen Marshall, Mr. Donald Ciampa, Mr. Joseph Mastrocola, Mr. Everett Olsen, Mr. William DeRosa

Board Members Absent:

Dr. John O'Connor

MSEC Representatives Present:

Mr. Robert McArdle, Interim Executive Director, Dr. Gerald Mazor, Mr. Edward Orenstein, Ms. Joia Mercurio, Executive Administrative Assistant

Also Present:

Thomas Lent, Lurie & Krupp, LLP; Jeff Wulfson, Deputy Commissioner Department of Elementary and Secondary Education

Call to Order:

Dr. Judith Klimkiewicz, Chairperson, convened MSEC Board Meeting at 9:21 AM

Welcome

I. Approval of Minutes

a.) Approval of the Board of Directors, General Session Minutes: August 24, 2011

Motion duly made by Dr. Maureen Marshall seconded by Mr. William Ryan, a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To approve the Board of Directors, General Session Minutes of August 24, 2011

Mr. William Ryan-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

b.) Approval of the Board of Directors, Executive Session Minutes: August 24, 2011

Motion duly made by Dr. Maureen Marshall seconded by Mr. William Ryan, a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To approve the Board of Directors, Executive Session Minutes of August 24, 2011

Mr. William Ryan-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

II. Presentation and update from Interim Executive Director and the Interim Advisory Team

Mr. Robert McArdle, Dr. Gerald Mazor, and Mr. Edward Orenstein, gave a detailed update to the MSEC Board of Directors. Mr. Robert McArdle referred to the one page summary in the Board Meeting booklets. Mr. Robert McArdle indicated that MSEC and its programs started the school year off strong. Mr. Edward Orenstein stated that he was impressed with the quality and exceptional programming offered by MSEC. Mr. Robert McArdle indicated that staff licensure is in very good shape with staff being appropriately licensed and/or in the process of seeking appropriate licensure.

Mr. Robert McArdle also stated that the Interim Advisory Team has been meeting regularly with Mr. Antony Walker, Interim Executive Director of the Merrimack Education Center, and that those meetings have been going extremely well. He also stated that MEC has been very cooperative and both organizations are working towards the common goal of establishing MSEC as an independent entity.

Dr. Stacy Scott asked the Interim Advisory Team how things have been going and what has it taken for the team to reach this point. Mr. Robert McArdle stated that his role as the Interim Executive Director has taken more time than is stated in his agreement. Dr. Judith Klimkiewicz stated that this should be addressed.

III. Transportation Agreement

Mr. Robert McArdle handed out a Transportation Cost Comparison for the Board Members present to review. Mr. Robert McArdle outlined the cost comparison indicating that MEC came in with a substantially lower cost than its competitors. Mr. Robert McArdle recommended that MSEC continue using MEC as its transportation provider through the end of the current school year.

Mr. Donald Ciampa recognized that because the school year has already begun, the population that MSEC serves tends to build strong relationships with their drivers, along with MEC's annual transportation cost being low, MSEC may wish to continue providing this stability through the end of the current school year. Mr. Jeff Wulfson also recognized that the recommendation to continue using MEC as a transportation provider through the end of the current school year is a reasonable recommendation.

Motion duly made by Dr. Maureen Marshall seconded by Dr. Stacy Scott, a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To authorize Mr. Robert McArdle to negotiate and execute a Transportation Agreement with the Merrimack Education Center based on the information presented to the MSEC Board of Directors.

Mr. William Ryan-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

IV. Retention of Fritz DeGuglielmo to conduct audit of fiscal year ending 2011

A discussion ensued regarding authorizing Fritz DeGuglielmo, LLC to conduct an audit of fiscal year ending 2011. Mr Joseph Mastrocola inquired what the cost would be. Dr. Klimkiewicz indicated that she believes the costs are relatively the same as last year with the exception of additional charges for their UFR work. Mr. Robert McArdle indicated that he had contacted a few other audit firms and they were uninterested. He also mentioned that with the UFR being due November 15, 2011, there was also a time constraint to take into consideration.

Mr. Robert McArdle indicated that moving forward with Fritz DeGuglielmo, LLC for the FY 11 financial audit makes sense. Mr Jeff Wulfson also stated that "for this year it makes sense" however, next year MSEC should go out for procurement.

Motion duly made by Mr. Everett Olsen seconded by Dr. Maureen Marshall, a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To authorize Mr. Robert McArdle to execute and deliver the engagement letter from Fritz DeGuglielmo, LLC as outlined by the Board of Directors

Mr. William Ryan-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

V. Review and ratification of authorized payments for August and September 2011

Mr. Robert McArdle handed out a list of authorized payments and/or purchases that have been made in August and September 2011. All Board Members present reviewed the list. A general discussion ensued.

Motion duly made by Dr. Maureen Marshall seconded by Mr. Everett Olsen, a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To ratify the payments and/or purchased made in the months of August and September 2011 as they were presented to the Board of Directors.

Mr. William Ryan-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

VI. Proposed Memorandum of Agreement from the Massachusetts Department of Elementary and Secondary Education

Mr. Thomas Lent stated that there had been changes to the Memorandum and handed out, to the Board Members present, a different version of the Memorandum than was printed in the Board booklets. A notable change to the Memorandum was its title, changing from a Memorandum of Agreement to a Memorandum of Understanding. All Board Members present reviewed the new version.

Mr. Jeff Wulfson presented the Memorandum of Understanding to the Board Members present. He stated that he was very appreciative of the time the Board of Directors was spending on this. He also reiterated that the Department does not and has not questioned the quality of programs that the Merrimack Special Education Collaborative provides. Mr. Jeff Wulfson stated that receivership of the Collaborative was not in the best interest of the Department, MSEC, or the sending School Districts. He agreed that the Board Members and their School Districts need to stay involved. Mr. Jeff Wulfson recommended that the Board of Directors authorize their chairperson, Dr. Judith Klimkiewicz to sign the Memorandum of Understanding.

Mr. Jeff Wulfson also stated that Collaboratives play a valuable role to their member towns. They provide a wide range of services efficiently and effectively.

Dr. Frank Tiano enters the Board Meeting at 10:23 a.m.

A general discussion ensued. Each Board Member present expressed their willingness to work with the Department as well as any concerns they had regarding certain language used in the Memorandum of Understanding. Mr. Jeff Wulfson answered several questions. He indicated that there needs to be trust on both sides and there would be a need for the Department to do something stronger if there is no decision to work with the Department on this today. Mr. William DeRosa stated that he could not vote on the Memorandum without the consent of legal counsel and the Interim Advisory Team. Mr. Thomas Lent stated that the alternatives to the Memorandum are grave and that he agrees that it needs to be addressed today. Mr. Robert McArdle addressed some concerns he had with a few portions of the Memorandum and its language. Dr. Judith Klimkiewicz stated that there has been an ongoing open line of communication with Mr. Jeff Wulfson and he has been easy to work with. Dr. Judith Klimkiewicz stated that she supports this Memorandum of Understanding in good faith.

Mr. Thomas Lent stated that with this Memorandum of Understanding there is a definite shift in governance. The Board of Directors will no longer be autonomous. He also stated

that it is difficult to recommend giving up power but enough power is retained and given the other options, he does echo Dr. Judith Klimkiewicz recommendation.

Motion duly made by Dr. Stacy Scott seconded by Mr. William Ryan a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To authorize Dr. Judith Klimkiewicz to sign the Memorandum of Understanding between the Massachusetts Department of Elementary and Secondary Education and the Merrimack Special Education Collaborative as it has been presented to the Board of Directors

Mr. William Ryan-yes, Dr. Frank Tiano-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

Mr. Robert McArdle indicated that the Merrimack Special Education Collaborative is an excellent and intact Collaborative and he invited anyone from the Department to come for site tours of its programs. Mr. Jeff Wulfson expressed his appreciation and stated that the Department's own Special Education Staff have echoed the same sentiments.

VII. General discussion of the letters received by the Operational Services Division

Mr. Thomas Lent handed out and summarized the letters received by the Operational Services Division. A general discussion ensued.

VIII. General discussion of the letter received by the Town of Tewksbury August 24, 2011

A general discussion of the letter received by the Town of Tewksbury dated August 24, 2011 ensued. Dr. Maureen Marshall suggested sending a letter to all sending towns from the Board of Directors. Dr. Stacy Scott reiterated this sentiment as well as added that the letter from the Board of Directors should preempt these letters from the towns. Mr. Joseph Mastrocola proposed an update briefing meeting be held where the Member School Districts could invite their School Committee Chair or his/her designee.

VIII. General discussion of the letter received by the Whittier Regional Vocational Technical High School

A general discussion of the letter received by the Whittier Regional Vocational Technical High School ensued. The letter stated its withdrawal from MSEC as soon as possible pursuant to Article IV of the Articles of Agreement.

Dr. Judith Klimkiewicz stated that the Articles of Agreement would need to be reviewed and revised.

Motion duly made by Dr. Maureen Marshall seconded by Dr. Frank Tiano a quorum of voters being present and voting, it was thereupon voted by roll call vote:

To appoint Dr. Maureen Marshall, Dr. Frank Tiano, Dr. Stacy Scott, and Dr. Judith Klimkiewicz to a subcommittee whose intention is to review and revise the MSEC Articles of Agreement pursuant to any legislative changes that may occur concerning Collaboratives

Mr. William Ryan-yes, Dr. Frank Tiano-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

Motion duly made by Dr. Maureen Marshall seconded by Dr. Frank Tiano, a quorum of voters being present and voting, it was thereupon unanimously voted by roll call vote:

To go into Executive Session:

1. To discuss the dismissal of officers, staff members, or individuals of the Merrimack Special Education Collaborative
2. To conduct strategy session and preparation for contract negotiations with Business Manager and Treasurer candidates
3. To conduct strategy session and preparation for contract negotiations with Interim Executive Director and Interim Advisory Team Members
4. To discuss legal strategy and litigation positions

To return into General Session to announce any votes

Dr. Judith Klimkiewicz-yes, Mr. William Ryan-yes, Dr. Frank Tiano-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

The Board entered into Executive Session at 11:36 a.m.

The Board came out of Executive Session at 12:41 p.m.

The following votes took place during Executive Session:

Motion duly made by Dr. Maureen Marshall seconded by Dr. Frank Tiano, a quorum of voters being present and voting, it was thereupon unanimously voted by roll call vote:

To authorize Dr. Judith Klimkiewicz to finalize and execute a Separation Agreement with Ms. Donna Goodell that is generally consistent with the terms summarized for the Board of Directors; if a Separation Agreement is not finalized and executed, the Board of Directors authorizes Dr. Judith Klimkiewicz to terminate Ms. Donna Goodell consistent with the terms of her employment agreement.

Mr. William Ryan-yes, Dr. Frank Tiano-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

Motion duly made by Dr. Maureen Marshall seconded by Dr. Frank Tiano, a quorum of voters being present and voting, it was thereupon unanimously voted by roll call vote:

To authorize Dr. Judith Klimkiewicz to finalize and execute a Separation Agreement with Mr. John Fletcher that is generally consistent with the terms summarized for the Board of Directors; if a Separation Agreement is not finalized and executed, the Board of Directors authorizes Dr. Judith Klimkiewicz to terminate Mr. John Fletcher consistent with the terms of his employment agreement

Mr. William Ryan-yes, Dr. Frank Tiano-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

Motion duly made by Mr. Donald Ciampa seconded by Mr. William Ryan, a quorum of voters being present and voting, it was thereupon unanimously voted by roll call vote:

To adjourn MSEC General Session Board of Directors Meeting

Dr. Judith Klimkiewicz-yes, Mr. William Ryan-yes, Dr. Frank Tiano-yes, Dr. Stacy Scott-yes, Mr. Joseph Mastrocola-yes, Mr. Donald Ciampa-yes, Mr. Everett Olsen-yes, Mr. William DeRosa, Dr. Maureen Marshall-yes

Meeting adjourned at 12:43 p.m.

Respectfully Submitted,



Dr. Judith Klimkiewicz, Chairperson 12/13/16