



**APPROVED 7/21/14**

**TECCA Commonwealth Virtual School  
MINUTES OF THE BOARD OF DIRECTORS MEETING**  
Wednesday, June 25, 2014 at 11:00 a.m. ET

**Held at the following location and via teleconference:**

Natick Town Hall, 3<sup>rd</sup> Floor  
13 East Central Street  
Natick, MA 01760

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**I. Call to Order**

Mr. Sanchioni called the meeting to order at 11:06 a.m. when all participants were present and able to hear each other.

**II. Roll Call**

Board Members Present: Peter Sanchioni, Liz Pape and Bob McGuire (all in person);

Board Members Absent: Jean Kenney and Kirby Salerno;

Guests Present: Tyler Page, Lead School Administrator; Grace Magley, Board member candidate; Liz McGonagle and Dan Shovack, TEC staff; Ed Lenox, Legal Counsel; David Schmidt and Allison Reaves, Connections staff (in person); Ed DeHoratius, Board member candidate; Ted Ochs, Shawn Soltz and Megann Arthur, Connections staff (via phone).

**III. Public Comment**

There were no comments at this time.

**IV. Routine Business**

a. Approval of Agenda

Mr. Sanchioni asked the Board if there were any changes to be made to the Agenda. The Board moved Action Item (b) Approval of Directors and (c) Approval of Officers up on the agenda to be considered immediately following the Approval of Agenda. There being no additional changes noted, a motion was made and seconded as follows:

RESOLVED, that the Agenda for the June 25, 2014 meeting of the TECCA Commonwealth Virtual School Board of Directors, as amended, is hereby approved.

The motion passed unanimously.

### Approval of Directors

Mr. Sanchioni reviewed with the Board the background and resumes of the Board member candidates before the Board for consideration, Grace Magley and Ed DeHoratius. He further advised that another candidate whose information was included in the Board materials, Dr. Sandra Einsel, had withdrawn her candidacy at this time. Board members briefly discussed the Board member candidates being presented. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the appointments of Grace Magley and Ed DeHoratius to the TECCA Commonwealth Virtual School Board of Directors, pending final review and approval by DESE, are hereby approved.

The motion was approved unanimously.

Board members briefly discussed the resignation letter of Kirby Salerno, as included in the Board materials. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the resignation of Kirby Salerno, is hereby accepted.

The motion was approved unanimously.

The Board had discussion on the renewal of terms of the four (4) existing Board members, Peter Sanchioni, Liz Pape, Jean Kenney and Robert McGuire, noting that the Board Bylaws, which are still in the process of being finalized, allow for staggered terms. Board members also discussed their understanding that DESE had established terms for those members when DESE approved their service on the TECCA Board, and further clarification of this would be established as soon as possible.

### Approval of Officers

Ms. Arthur presented this item to the Board. She reviewed with the Board each Officer position as set out in the Board's current draft of their Bylaws, and advised the Board that all positions would be for a term until the Annual Meeting 2015. Nominations were opened for each position. Following the closure of nominations, and there being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the appointment of:

Peter Sanchioni, Board President;  
Jean Kenney, Board Vice President;  
Liz Pape, Board Treasurer; and  
Bob Maguire, Board Secretary, as presented, is hereby approved.

The motion was approved unanimously.

## V. Oral Reports

### a. Update on DESE Meeting and Review of Board Documents

Mr. Sanchioni indicated that he would provide the Board with an update later in the meeting.

### b. Update on Educational Products and Services Agreement (EPSA) with Connections Academy of Massachusetts, LLC

At Mr. Sanchioni's request, Mr. Lenox provided the Board with an update. Mr. Lenox reviewed DESE feedback on the EPSA in detail. He highlighted specific questions asked by DESE, as well as the non-

substantive revisions recommended for the document. Mr. Lenox further advised the Board on the timeline expected for the finalization of the Agreement. Board members discussed the EPSA, and their desire to incorporate DESE feedback and finalize the Agreement. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that designating the Board President to work with Counsel to negotiate, finalize, and execute revisions to the Educational Products and Services Agreement (EPSA) with Connections Academy of Massachusetts, LLC that are necessary to resolve the concerns raised by DESE, as presented, is hereby approved.

The motion passed unanimously.

c. Update on DESE Review of Bylaws

Ms. Pape provided the Board with a thorough review of communications and feedback from DESE on the Board's current draft of Bylaws. She outlined all of the concerns raised by DESE involving the Board's independence from other entities, and detailed language proposed to reflect and confirm their independence. The Board had discussion with employees of TEC present at the meeting regarding the DESE recommendation that TECCA appoint all of its own Board of Directors members, pending DESE review and approval. Ms. Pape further advised the Board on discussions with DESE regarding the restrictions they require on the Board's ability to delegate responsibilities. The Board discussed the review and finalization process for the Bylaws.

[Mr. Schmidt left the meeting in person and re-joined via phone at 12:12 p.m.]

Update on DESE Meeting and Review of Board Documents

Mr. Sanchioni provided the Board with an update on his communications with DESE since the last meeting, including feedback received on the contract between TEC and TECCA. He advised the Board regarding the recommendation to remove language included in Section V regarding the handling of grant funds. Mr. Sanchioni advised that there will be further updates at the next meeting.

Board members discussed their legal representation and previous resolutions in that regard. After a brief discussion on TEC and TECCA representation by Murphy, Hesse, Toomey & Lehane, LLP, a motion was made and seconded as follows:

RESOLVED, that Ed Lenox to represent TECCA in all legal matters except those involving TEC and TECCA, at which time another attorney in the firm will be engaged, is hereby approved.

The motion was approved unanimously.

The Board expressed their intent to consider the State Relations Update and Consent Agenda at this time in the meeting.

State Relations Update

Mr. Schmidt provided the Board with an update on the recent legislative activities in Massachusetts, which may impact the school.

## Consent Agenda

Mr. Sanchioni asked the Board Members whether there were any items from the Consent Items that they wanted moved to Action Items for discussion, or tabled. The Board indicated their intent to consider each item on the Consent Agenda individually.

a. Approval of Minutes from the May 28, 2014 Board Meeting

The Board discussed a proposed revision to a term referenced in the May 28, 2014 minutes. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the Minutes from the May 28, 2014 Board Meeting, as amended at meeting, are hereby approved.

The motion passed unanimously.

b. Approval of Minutes from the June 4, 2014 Special Board Meeting

The Board clarified that all references to School Leader or Executive Director in the June 4, 2014 minutes should be changed to Lead School Administrator. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the Minutes from the June 4, 2014 Special Board Meeting, as amended at meeting, are hereby approved.

The motion passed unanimously.

c. Ratification of the TEC Connections Academy Commonwealth Virtual School Articles of Organization

The Board determined there was no need for discussion on this item. There being none, a motion was made and seconded as follows:

RESOLVED, that the TEC Connections Academy Commonwealth Virtual School Articles of Organization, as presented, are hereby ratified.

The motion passed unanimously.

d. Ratification of Final School Facility Sub-lease

The Board requested further discussion on this item after considering the last item on the Consent Agenda.

e. Approval of Board Meeting Schedule for the 2014-2015 School Year

Board members discussed the proposed Board meeting schedule for the 2014-2015 school year, as included in the Board materials. The Board requested that their next meeting date be changed to Monday, July 21, 2014, at 3:00 p.m. ET. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the Board Meeting Schedule for the 2014-2015 School Year, as amended to move the next meeting to July 21, 2014 at 3:00 p.m. ET, is hereby approved.

The motion passed unanimously.

### Ratification of Final School Facility Sub-lease

The Board had extensive discussion on the school facility sub-lease included in this Board package for ratification, including the revisions made since the last draft was included for review by the Board at their May meeting. Board members discussed the revisions to the sublease requested by TEC at the last meeting, and acknowledged the intent that any finalized sublease be agreed upon prior to execution by the Board, TEC and Connections. There being no additional discussion,

This item was tabled to the next meeting for final review and ratification.

#### d. Update on Enrollment Projections

Ms. Reaves provided the Board with an update on the school's current projection for enrollment for the first school year. The Board discussed the up-to-date projections, as well as student recruitment efforts and specific outreach activities. Board members further discussed the school's plans for testing, and thus a motion was made and seconded as follows:

RESOLVED, that Authorization for the Lead School Administrator to request an extension from DESE regarding the timeline for decision to use PARCC or MCAS for state testing, as discussed, is hereby approved.

The motion passed unanimously.

In preparation for Mr. McGuire's in person departure from the meeting, and at Counsel's recommendation, a motion was made and seconded as follows:

RESOLVED, that telephonic participation by all members of the Board, is hereby approved.

The motion passed unanimously.

[Mr. McGuire left the meeting in person and re-joined via phone at 1:03 p.m.]

The Board continued their discussion on the school's enrollment process, including the final review by DESE of the proposed enrollment policy for the school. There being no further discussion, a motion was made and seconded as follows:

RESOLVED, that the Enrollment Policy, as discussed, is hereby approved.

The motion passed unanimously.

#### e. Update on Administrative Hiring

Ms. Reaves provided the Board with an update on the training opportunities upcoming for Mr. Page, as well as the hiring timeline for additional leadership staff for the school.

### School Bank Account(s) Update

At the Board President's request, Ms. Pape provided the Board with an update on the establishment of the school's bank accounts. The Board also discussed those who would be authorized signors for the school, per the Bylaws, as well as how payments would be made for traditional school operating expenses.

f. Update on the 2014-2015 Budget Development Process

Mr. Ochs provided the Board with an update on the budget development process for the 2014-2015 school year. He advised the Board on how the recent enrollment projections affect the budgeting process and forecast. Mr. Ochs also introduced Mr. Soltz to the Board, and advised that he will also be working with the Board and school on behalf of Connections' Finance team.

**VI. Consent Agenda**

These items were considered earlier in the meeting.

**VII. Action Items**

- a. Approval of Designating the Board President to work with Counsel to negotiate, finalize, and execute revisions to the Educational Products and Services Agreement (EPSA) with Connections Academy of Massachusetts, LLC that are necessary to resolve the concerns raised by DESE

This item was considered earlier in the meeting.

- b. Approval of Directors

This item was considered earlier in the meeting.

- c. Approval of Officers

This item was considered earlier in the meeting.

**VIII. Information Items**

- a. State Relations Update

This update was provided earlier in the meeting.

- b. School Bank Account(s) Update

This update was provided earlier in the meeting.

- c. HR Services Update

There was no discussion of this item at this time.

**IX. Adjournment and Confirmation of Next Meeting on July 21, 2014 at 3:00 p.m. ET**

Mr. Sanchioni noted that the Board was at the end of its agenda and that the next meeting was scheduled for July 21, 2014 at 3:00 p.m. ET. The being no further business, at 1:47 p.m. the Board made and seconded the following motion:

RESOLVED, that the adjournment of the TECCA Commonwealth Virtual School, June 25, 2014 Board meeting, be approved.

The motion was approved unanimously.