

Elizabeth McGonagle
Executive Director

Dan Shovak
Dir. of Finance & Operations

— the education
— COOPERATIVE

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Susan Donelan
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To: The TEC Board of Directors
Subject: Minutes of the Board of Directors Meeting October 30, 2020

****Due to the Coronavirus Situation, the Attorney General modified certain requirements of the Open Meeting Law and allowed remote participation for all open meetings. Notice from the Attorney General is attached.**

<https://zoom.us/j/9074828948>

Meeting ID: 907 482 8948

Attendance via Zoom webinar:

Melissa Pearrow, Dedham	Nancy Gallivan, Walpole
Beverly Hugo, Framingham	Jeanne Downs, Wayland,
Susan Kustka, Holliston	Emily Parks, Westwood
Carol Cavanaugh, Hopkinton	Paulajo Gaines, DESE
Jeffrey Marsden, Medfield	Ruth Hersh, DESE
Armand Pires, Medway	Tim Harrison, Harrison Borgatti Co.
Nancy Gustafson, Millis	Brad Jackson, TEC Treasurer
Robert Mullaney, Millis	Liz McGonagle, TEC
Matt Brand, Natick	Susan Donelan, TEC
Matt Spengler, Needham	Dan Shovak, TEC
David Thomson, Norwood	Janet Griffin, TEC

The meeting was called to order at 8.17 am by Nancy Gallivan. Nancy Gallivan began with a roll call of TEC Voters:

Melissa Pearrow, Dedham	Present
Beverly Hugo, Framingham	Present
Susan Kustka, Holliston	Present
Carol Cavanaugh, Hopkinton	Present
Jeff Marsden, Medfield	Present
Armand Pires, Medway	Present
Matt Brand, Natick	Present
Matt Spengler, Needham	Present
David Thomson, Norwood	Present
Nancy Gallivan, Walpole	Present
Jeanne Downs, Wayland	Present
Emily Parks, Westwood	Present

Nancy Gallivan also welcomed Brad Jackson as TEC Treasurer to the meeting.

1. Review of TEC Annual Audit FY20

Liz McGonagle welcomed Tim Harrison, of Borgatti Harrison & Company, to the meeting. Tim Harrison presented the Annual TEC Audit to the Board. Tim Harrison recognized Dan Shovak and his staff for another great year of preparation and cooperation by the finance team. Government Audit Standards were used to evaluate TEC’s internal controls during the audit and the result was no findings. The audit also had a clear opinion. Tim Harrison noted that TEC received a payroll protection loan in FY20. Tim stated that TEC has a healthy fund balance and is in a strong financial position.

Matt Spengler asked what happens to the payroll protection loan once it is forgiven? Tim Harrison replied that the loan then would be recorded as non taxed income which could affect the cumulative surplus balance. Tim Harrison also stated DESE needs to make a ruling if the forgiveness of the loan will be excluded from the excess cumulative surplus. Dan Shovak stated he was aware of discussions indicating loan forgiveness would be considered deferred income once forgiven but it is still unclear if that will be the appropriate way to record it.

Nancy Gallivan asked for a motion to approve the TEC Annual Audit. David Thomson made a motion to approve the TEC Annual Audit. Matt Brand seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of TEC Annual Audit FY20:

Melissa Pearrow, Dedham	Abstained
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

2. Approval of the Cumulative Surplus

Dan Shovak and Tim Harrison presented the cumulative surplus to the Board of Directors. The cumulative surplus is noted on page 39 of the annual audit and is noted at \$1,854,878.

Nancy Gallivan asked for a motion to approve the Cumulative Surplus. Jeffrey Marsden made a motion to approve the Cumulative Surplus. Beverly Hugo seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Cumulative Surplus

Melissa Pearrow, Dedham	Abstained
Beverly Hugo, Framingham	Yes

Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

Tim Harrison left the meeting at 8:38am. Liz McGonagle thanked Dan Shovak and his staff for their work on the audit.

3. 1st Quarter 2021 Financial Report

Treasurer Brad Jackson presented the 1st Quarter Financial Report. Brad Jackson thanked the Board for appointing him as Treasurer. Q1 began July 1. Summer and Covid issues impact TEC positively and negatively. On-line learning expenses and revenue were both up due to the increased usage of services due to Covid. Professional Learning was down significantly. Teachers who normally would take TEC PD classes in the summer were instead focused on preparation for transitioning their classrooms to remote learning. Unfortunately, the college fair had to be cancelled. However, health insurance is less than budgeted due to a credit received in July 2020.

TEC opened fully with program enrollments just below budget. Referrals are continuing to be received. Q1 finished as expected. Optimistic the rest of the year will be successful.

Nancy Gallivan thanked Brad Jackson for his report on the financials and explained to the Board that due to Brad Jackson's experience as a TEC Board Member for many years, he has expertise with the budgets of an educational cooperative.

Nancy Gallivan asked for a motion to approve the 1st Quarter Financial Report. David Thomson made a motion to approve the 1st Quarter Financial Report. Emily Parks seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of 1st Quarter 2021 Financial Report

Melissa Pearrow, Dedham	Abstained
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

4. Approval of Minutes of September 25, 2020

Nancy Gallivan asked for a motion to approve the Minutes from September 25, 2020.

Matt Brand made a motion to approve the Minutes from September 25, 2020. Jeff Marsden seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Minutes from September 25, 2020

Melissa Pearrow, Dedham	Abstained
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes

Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

Beverly Hugo left the meeting at 8:45am.

5. 2019 Mansion Drive CAM (Common Area Maintenance) Charges

Liz McGonagle and Dan Shovak reported that they had met with the landlord regarding the CAM charges. The landlord and TEC each had legal representation present during the meeting. The landlord asked TEC to pay 5 years of previous CAM charges but the invoices provided by the landlord to TEC did not justify the amount requested. Dan Shovak had analyzed the costs and presented a resolution.

In 2019 TEC made payments of \$156,000 towards CAM charges. The landlord presented evidence of an additional \$24,103 in expenses which TEC paid for a total of \$181,703 in 2019. The landlord then asked for an additional \$83,000 payment. The request and supporting documentation were reviewed and TEC proposed paying an additional \$57,064. The landlord agreed to the \$57,064 payment. The agreement of accepting this additional payment also prohibits the landlord from requesting any additional CAM charges prior to January 1, 2020.

Nancy Gallivan explained to the Board that payment for these CAM charges has been an ongoing issue with the landlord causing frustration on both sides.

Jeffrey Marsden asked what would prohibit the landlord from asking for more money in the future. Liz McGonagle and Dan Shovak explained that the landlord has asked them for money previously and they never paid any additional monies without reviewing the documentation provided by the landlord.

Jeanne Downs asked if going forward CAM charges will be based on invoices provided to TEC. Dan Shovak explained that TEC is currently in negotiations with the landlord to modify the lease and assume the costs and responsibility for plowing and landscaping. TEC maintains that to come to an agreement, the lease will need to be amended to reflect lower amounts of CAM changes if TEC manages these functions.

Emily Parks asked if TEC was nervous about dealing with the landlord in the future? Liz McGonagle explained that the landlord was trying to go back as far as 2014 for

these charges and now that has been resolved. Liz McGonagle and Dan Shovak do not believe this will be an issue going forward but noted that the amended lease will need to be extremely clear about CAM charges to avoid future conflicts.

Nancy Gallivan asked for a motion to approve the 2019 CAM Charges.

David Thomson made a motion to approve 2019 CAM Charges. Matt Brand seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of CAM Charges:

Melissa Pearrow, Dedham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

6. Treasurer’s Contract

Liz McGonagle asked the Board to approve the contract that was extended to Brad Jackson for the position of Treasurer. Liz McGonagle explained the range for a treasurer is \$6k to \$10K. In the past TEC has paid \$6K. TEC would like the Board to approve \$8K as compensation. Nancy Gallivan explained the Treasurer’s role is becoming more complex and the compensation increase is justified.

Nancy Gallivan asked for a motion to approve the Treasurer’s Contract. Dave Thomson made a motion to approve the Treasurer’s Contract. Jeff Marsden seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Treasurer’s Contract

Melissa Pearrow, Dedham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

7. Personnel Update

Liz McGonagle presented the Personnel Update. Only 1 position was filled in October and the position was School Support Assistant at TEC Phoenix.

Nancy Gallivan asked for a motion to approve the Personnel Update. Emily Parks made a motion to approve the Personnel Update. Jeff Marsden seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Personnel Update

Melissa Pearrow, Dedham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes

Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

8. Executive Director’s Update

Liz McGonagle presented her update to the Board. On October 8th a microburst knocked out power and trees came down on Mansion Drive. TEC was able to go remote for 2 days while the power was out.

TEC hosted a MOEC Virtual Open House. Susan Donelan and Program Directors Deborah Caligaris, Sheila Thomas, and Meridith Faletra presented to over 30 participants from across the state.

All the students are happy to be back in school. On picture day this year, a parent who is a photographer took photos of our students outside. This worked well for the children and the pictures were beautiful.

The culinary school has been working on a smaller scale. Andrew Bevilacqua and Diane Hollway Carnes worked all summer at the Norwood Senior Center, service to-go meals to seniors in the community.

TEC has been supporting TECCA. TECCA enrolled 988 member students and over 8,300 non member students. Our online learning coordinator, Antoinette LeShore has done a great job supporting the new districts.

TEC will be redesigning its Twitter, Facebook and LinkedIn to have the same appearance and feel as the website.

Liz wished everyone a Happy Halloween. TEC will be having the annual Halloween Parade via Zoom this year in order to keep the families, students and TEC Staff safe and connected.

Liz thanked the Board of Directors for their time and support.

Nancy Gallivan asked for a motion to adjourn the meeting at 9:10am. Jeff Marsden made a motion to adjourn the meeting. David Thomson seconded the motion to adjourn the meeting and the meeting was adjourned at 9:10 am.

Approval to Adjourn the Meeting

Melissa Pearrow, Dedham	Yes
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Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
Matt Spengler, Needham	Yes
David Thomson, Norwood	Yes
Nancy Gallivan, Walpole	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

Documents Distributed:

- TEC Audit Report FY20
- 1st Quarter FY2021 Financial Report
- Draft Minutes of September 25, 2020
- CAM Charge Slide
- Personnel Update
- Professional Standards of Borgatti Harrison

Update on the Open Meeting Law and COVID-19

2 messages

Attorney General's Division of Open Government

Thu, Mar 12, 2020 at

<OpenMeeting@state.ma.us>

9:54 PM

Reply-To: Attorney General's Division of Open Government <OpenMeeting@state.ma.us>

To: jgriffin@tec-coop.org

[View this email in your browser](#)



Update from the Division of Open Government

On March 12, 2020, Governor Baker issued an Executive Order modifying certain requirements of the Open Meeting Law, to enable public bodies to carry out their responsibilities while adhering to public health recommendations regarding social distancing.

The Executive Order relieves public bodies from the requirement in the Open Meeting Law that meetings be conducted in a public place that is open and physically accessible to the public, provided that the public body makes provision to ensure public access to the deliberations of the public body through adequate, alternative means. "Adequate, alternative means" may include, without limitation, providing public access through telephone, internet, or satellite enabled audio or video conferencing or any other technology that enables the public to clearly follow the proceedings of the public body in real

time. A municipal public body that for reasons of economic hardship and despite best efforts is unable to provide alternative means of public access in real time may instead post on its municipal website a full and complete transcript, recording, or other comprehensive record of the proceedings as soon as practicable afterwards.

In addition, all members of a public body may participate in a meeting remotely; the Open Meeting Law's requirement that a quorum of the body and the chair be physically present at the meeting location is suspended.

All other provisions of the Open Meeting Law, such as the requirements regarding posting notice of meetings and creating and maintaining accurate meeting minutes, as well as the limited, enumerated purposes for holding an executive session, remain in effect.

The full text of the Executive Order is available [here](#).

In partnership,
The Attorney General's Division of Open Government



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