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Executive Director

Dan Shovak
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the education
COOPERATIVE

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To: The TEC Board of Directors
Subject: Minutes of the Board of Directors Meeting September 25, 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:

Andrew Keough, Dover-Sherborn	Liz McGonagle, TEC
Beverly Hugo, Framingham	Dan Shovak, TEC
Robert Tremblay, Framingham	Susan Donelan, TEC
Carol Cavanaugh, Hopkinton	Robert Hilliard, TEC Treasurer retiring
Susan Kustka, Holliston	Brad Jackson, TEC newly appointed treasurer
Armand Pires, Medway	Janet Griffin, TEC
Jeff Marsden, Medfield	
Matt Brand, Natick	
David Thomson, Norwood	
Emily Parks, Westwood	
Jeanne Downs, Wayland	

The meeting was called to order at 8:19am by Jeanne Downs. Nancy Gallivan could not be in attendance. Jeanne Downs conducted the meeting and began with a roll call of TEC Voters:

Andrew Keough, Dover-Sherborn	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
David Thomson, Norwood	Present
Jeanne Downs, Wayland	Present
Emily Parks, Westwood	Present

Robert Hilliard, Treasurer of TEC joined the Board Meeting to announce his retirement. The Board thank Robert for his 38 years of service to TEC and for his dedication and passion to the organization.

1&2. Approval of May 15 and August 20, 2020 Minutes

Jeanne Downs asked for a motion to approve the minutes from May 15, 2020 and August 4, 2020. Beverly Hugo made a motion to approve the Minutes of May 15, 2020 and August 4, 2020. Matt Brand seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of May 15 and August 4, 2020 Minutes:

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes

Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

3. Year End Financial Report

Dan Shovak informed the Board the Annual Audit was completed the previous day and went well. Although Covid-19 had an impact on TEC financials, TEC had a relatively successful year. Net revenue was down by 0.02%, and enrollment was down from 101 to 92 but this was planned for in the budget. Professional Development income was down by \$20K from previous years but was offset by increases in the Student Data Privacy Alliance (SDPA). Expenses were down from prior years. Salary and Benefits decreased by \$205K partially the result of an unexpected health insurance credit for Covid-19. There was a net loss of \$114K. Overall, given the unexpected challenges surrounding Covid-19 and remote learning the year was successful and the organization remains in stable financial condition.

Jeanne Downs asked for a motion to approve the Year End Financial Report. David Thomson made a motion to approve the Year End Financial Report. Matt Brand seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Year End Financial Report

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes

David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

4. Budget Amendment FY21

Dan Shovak presented the budget amendment for FY21. The budget amendment is due to the estimated costs PPE and remote learning supplies. The additional cost is approximately \$46K. Capital expense of adding Chromebooks for remote learning is a total change of \$71,351. Funds received from the healthcare insurer as a credit and an error in calculations on rent results in \$69K less in estimated rental expenses. Actual budget is not increasing, there will be a reallocation of funds.

Jeanne Downs asked for a motion to approve the Budget Adjustment FY21.

Matt Brand made a motion to approve the Budget Adjustment FY21. David Thomson seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Budget Adjustment FY21

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

5. Payroll Protection Loan Update

Dan Shovak gave an update to the Board on the status of the payroll protection loan granted to TEC. \$953K was received by TEC in April 2020. If the loan is not forgiven the loan converts to a notes payable. TEC has applied for forgiveness and the processing time for forgiveness applications with Bank of America is 5 months. All the documentation has been submitted. Liz thanked Dan for all of his work on this matter.

6. Appointment of Treasurer

Robert Hilliard had decided to retire. Liz McGonagle asked the Board to approve the appointment of Dr. Bradford Jackson as the new Treasurer of TEC.

Jeanne Downs asked for a motion to approve the Treasurer.

Jeff Marsden made a motion to approve the Treasurer. David Thomson seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Treasurer

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

7. Title IX Policy

Liz McGonagle presented the updated Title IX (Sexual Harassment) Policy. Liz McGonagle explained the policy has been drafted by TEC’s attorneys and details the handling of a sexual harassment complaint.

Jeanne Downs asked for a motion to approve the Title IX Policy.

Jeff Marsden made a motion to approve the Title IX Policy. Matt Brand seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Title IX Policy

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

8. Appointment of Members to the Budget and Personnel Subcommittees

Liz McGonagle asked the Board if there were any volunteers for the Budget or Personnel Subcommittees.

Jeanne Downs, Andrew Keough and Jeff Marsden volunteered to continue on the Personnel Subcommittee.

Susan Kustka volunteered to be on the Budget Subcommittee along with Nancy Gallivan.

Jeanne Downs asked for a motion to approve the New Members of the Budget and Personnel Subcommittees.

Andrew Keough made a motion to approve the Budget and Personnel Subcommittees new members. Matt Brand seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of New Members of the Budget and Personnel Subcommittees

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

9. Personnel Update

Liz McGonagle presented the personnel update to the Board. Liz McGonagle informed the Board that after 12 years of working at TEC and working closely with TECCA for the past few years, Rose Bragdon has decided to take a position with TECCA. Janet Maragus has been hired as the Human Resources Manager and started the week of September 21st.

The additional appointments are for replacing turnover at TEC Campus School and TEC High School. TEC Phoenix Academy welcomed back a former student as an intern in technical support through December 2020.

Jeanne Downs asked for a motion to approve the Personnel Update.

Matt Brand made a motion to approve the Personnel Update. Emily Parks seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Personnel Update

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

10. Approval of Stipends

Liz McGonagle asked the Board to approve stipends for the TEC Principals/Program Directors. During the shutdown they worked tirelessly to convert to a remote model, check in on students, provide graduation memories and worked many hours above and beyond their contracts.

Jeanne Downs asked for a motion to approve the stipends for TEC Staff Members. Matt Brand made a motion to approve the Stipends for TEC Staff Members Emily Parks seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Stipends for TEC Staff Members

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes

David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

11. Donations

Liz McGonagle asked the Board to approve the Donations.

Liz McGonagle announced TEC had received a donation of \$14.49 from Amazon Smile. TEC is also the charity of the month at Shaw’s Norwood for the month of October. Anytime a purchase of a community reusable bag is made TEC will receive \$1. TEC is hopeful this will be a successful fundraiser.

Jeanne Downs asked for a motion to approve the donation. Armand Pires made a motion to approve the donations. Andrew Keough seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval of Donations

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

12. Executive Directors Update

Liz McGonagle presented her update to the Board of Directors. Liz McGonagle informed the Board that legal counsel has been retained to assist with a disagreement with the landlord. The landlord stopped providing services such as the services of the property manager, landscaping and HVAC maintenance. The landlord

has asked for an additional \$111K for CAM (Common Area Maintenance) charges from TEC. TEC has asked for documentation of this amount numerous times and has only been provided with documentation that supports \$31K in CAM charges according to TEC. TEC would be amenable to taking over the Common Area Maintenance. We are working with our attorney to propose to settle on an amount of CAM charges to be paid, amend the lease and to detail the financial responsibility of each party for all CAM charges to allow everyone to move forward. Liz McGonagle would like the Board to vote to allow Liz McGonagle and Dan Shovak to move forward with working towards a settlement and hope to bring the settlement amount to the Board in October for approval.

The Board asked what is the length of the lease. The term of the lease is 20 years and 6 months. TEC has occupied the space for 6 years.

The Board also asked if the building is sold, is TEC protected under the lease and will not be evicted by the new owner. Liz McGonagle replied that TEC’s attorney has let us know we are protected under the current lease. Liz McGonagle stated it our intent to make every effort to establish a better relationship with the landlord.

Jeanne Downs asked for a motion to approve TEC working with the landlord to find a settlement amount. David Thomson made a motion to approve the negotiations. Armand Pires seconded the motion and the Board voted in favor during the roll call vote as noted below:

Approval TEC Working with Landlord to Settle the Amount of the CAM Charges

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

Jeanne Downs thanked the Board Members for their time and attention to the items on the agenda.

Jeanne Downs asked for a motion to adjourn the meeting at 9:05am. David Thomson made a motion to adjourn the meeting. Matt Brand seconded the motion to adjourn the meeting and the meeting was adjourned at 9:05 am.

Approval to Adjourn the Meeting

Andrew Keough, Dover-Sherborn	Yes
Beverly Hugo, Framingham	Yes
Susan Kustka, Holliston	Yes
Carol Cavanaugh, Hopkinton	Yes
Jeff Marsden, Medfield	Yes
Armand Pires, Medway	Yes
Matt Brand, Natick	Yes
David Thomson, Norwood	Yes
Jeanne Downs, Wayland	Yes
Emily Parks, Westwood	Yes

Documents Distributed:
 Draft Minutes May 15, 2020
 Draft Minutes August 4, 2020
 Year End Financial Report
 Budget Amendment
 Title IX Policy
 Personnel Update
 Donations

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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