

Elizabeth McGonagle  
Executive Director

*the* education  
COOPERATIVE

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Dan Shovak  
Dir. of Finance & Operations

Dr. Zachary Abrams  
Dir. of Student Services

Dr. Jean Kenney  
Dir. Prof. Development and Leadership

To: The TEC Board of Directors  
Subject: Minutes of the Board of Directors Meeting - December 16, 2022

**\*\*Due to the Coronavirus Situation, the Governor of Massachusetts 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**

The meeting was called to order at 8:15 am by Nancy Gallivan. Nancy Gallivan took a roll call of TEC Voters present:

Derek Folan, Canton	Not Present
Ian Kelly, Dedham	Present Remotely
Beverly Hugo, Framingham	Present Remotely
Dr. Susan Kustka, Holliston	Present Remotely
Dr. Carol Cavanaugh, Hopkinton	Present Remotely
Dr. Jeffrey Marsden, Medfield	Present Remotely
Dr. Armand Pires, Medway	Present Remotely
Robert Mullaney, Millis	Present Remotely
Elizabeth McCoy, Dover Sherborn	Present Remotely
Hayley Sonneborn, Natick	Present Remotely
Matt Spengler, Needham	Not Present
Dr. David Thomson, Norwood	Present Remotely
Nancy Gallivan, Chair, Walpole	Present Remotely
Jeanne Downs, Vice Chair, Wayland	Present Remotely
Dori Parmelee, Westwood	Present Remotely

**Executive Session**

Upon a motion made by Jeanne Downs and seconded by Bob Mullaney, the Board voted unanimously (12-0) to enter into executive session for the purpose of discussing strategy in preparation for negotiations with non-union personnel, TEC Executive Director and interim TEC Executive Director, pursuant to M.G.L. c.30A, §21(a)(2) and approval of minutes, pursuant to M.G.L. c.30A, §22: November 9, 2022, November 17,2022 & December 5, 2022. A roll call vote was taken as follows:

Ian Kelly, Dedham	Yes
Beverly Hugo, Framingham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Hayley Sonneborn, Natick	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Jeanne Downs, Vice Chair, Wayland	Yes
Dori Parmelee, Westwood	Yes

The Board returned from Executive Session at 8:38 AM.

Also present were: Liz McGonagle, Executive Director, Dan Shovak, Director of Finance and Operations, Michelle Fusco, Director of Human Resources, Brad Jackson, Treasurer and Timothy Harrison, from the auditing firm of Borgatti Harrison & Company.

Nancy Gallivan opened the meeting and announced the meeting is remote due to an extension of the Governor’s orders related to COVID.

**FY22 Annual Audit Report:**

Timothy Harrison discussed the following from the FY22 Annual Audit:

- TEC had a good year and finished in the black
- Contributions to OPEB

- OPEB Liability
- New lease standard
- Lease liability
- Required Disclosures - Chapter 43
- Cumulative Surplus calculation

Nancy Gallivan thanked Timothy, Brad, Dan and TEC for a job well done.

Nancy Gallivan asked for a motion to approve the FY22 Annual Audit Report. Jeff Marsden made a motion to approve the FY22 Annual Audit Report. David Thomson seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Ian Kelly, Dedham	Yes
Beverly Hugo, Framingham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Hayley Sonneborn, Natick	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Jeanne Downs, Vice Chair, Wayland	Yes
Dori Parmelee, Westwood	Yes

**Cumulative Surplus:**

Nancy Gallivan acknowledged the Cumulative Surplus as being 34.24%. Nancy explained that TEC needs a surplus for its ESY programs that run during the summer and that there is a cap of what TEC can accumulate.

Nancy Gallivan asked for a motion to approve the Cumulative Surplus as presented. David Thomson made the motion to approve the Cumulative Surplus as presented. Armand Pires seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Ian Kelly, Dedham	Yes
Beverly Hugo, Framingham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Hayley Sonneborn, Natick	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Jeanne Downs, Vice Chair, Wayland	Yes
Dori Parmelee, Westwood	Yes

**2023 Budget Amendment:**

Dan Shovak explained that the use of excess surplus corresponds with TEC’s salary step increase. Dan reviewed the proposed Budget Amendment and discussed that the budget has changed. Dan continued that using the surplus to fund the salary increases will help to keep the tuition increases to a manageable level. Nancy Gallivan added that this was discussed at a previous Board Meeting as well as with the Budget Subcommittee.

Nancy Gallivan asked for a motion to approve the FY2023 Budget Amendment. Jeanne Downs made the motion to approve the FY2023 Budget Amendment. Beverly Hugo seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Ian Kelly, Dedham	Yes
Beverly Hugo, Framingham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes

Elizabeth McCoy, Dover Sherborn	Yes
Hayley Sonneborn, Natick	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Jeanne Downs, Vice Chair, Wayland	Yes
Dori Parmelee, Westwood	Yes

**Consent Agenda:**

**Meeting Minutes of November 4th, November 17th & December 5th:**

Nancy Gallivan stated that they will be approving the Meeting Minutes from November 4th, November 17th and December 5th.

**Personnel Appointments:**

Liz McGonagle reviewed all new personnel appointments.

**FY22 TEC Annual Report:**

Liz McGonagle stated that the FY22 Annual Report was dedicated to Susan Donelan and Sheila Thomas who had both retired in June 2022.

Nancy Gallivan asked for a motion to approve the Consent Agenda. David Thomson made the motion to accept the Consent Agenda. Jeffrey Marsden seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Ian Kelly, Dedham	Abstained
Beverly Hugo, Framingham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Hayley Sonneborn, Natick	Yes

Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Jeanne Downs, Vice Chair, Wayland	Yes
Dori Parmelee, Westwood	Abstained

**Board Chair's Update:**

Nancy Gallivan stated that the Board is pleased to announce (pending legal review of her contract) the new TEC Executive Director will be Emily Parks as of July 1, 2023. Nancy continued that Emily will be visiting TEC 2 days per month, January through June to assist in a smooth transition.

Nancy Gallivan stated that the Board needs to appoint an Interim Executive Director and they have received 4 applicants for the position. Nancy continued that Dan Shovak is available as an Acting Executive Director until the Interim Director has been selected. Dan Shovak stated that he would be happy to fill the position of Acting Executive Director. Nancy stated that she would need to discuss the potential of Dan Shovak covering for the month of January and she will meet with Dan to discuss the details.

Nancy Gallivan asked for a motion to approve Dan Shovak as the Acting Executive Director for the month of January. Jeffrey Marsden motioned to approve Dan Shovak being elected as the Acting Executive Director. David Thomson seconded the motion and the Board voted to approve in a roll call vote as recorded below:

Ian Kelly, Dedham	Yes
Beverly Hugo, Framingham	Yes
Dr. Susan Kustka, Holliston	Yes
Dr. Carol Cavanaugh, Hopkinton	Yes
Dr. Jeffrey Marsden, Medfield	Yes
Dr. Armand Pires, Medway	Yes
Robert Mullaney, Millis	Yes
Elizabeth McCoy, Dover Sherborn	Yes
Hayley Sonneborn, Natick	Yes
Dr. David Thomson, Norwood	Yes
Nancy Gallivan, Chair, Walpole	Yes
Jeanne Downs, Vice Chair, Wayland	Yes
Dori Parmelee, Westwood	Yes

**Executive Director's Update:**

Liz McGonagle thanked all and stated it has been an incredible honor to serve as the Executive Director of TEC. Liz stated that she is excited for Dan Shovak and Emily Parks. Liz thanked the Board of Directors.

Nancy Gallivan requested a motion to adjourn the meeting. Jeff Marsden made a motion to dismiss and adjourn the meeting. Armand Pires seconded the motion. The meeting adjourns at 9:18 a.m..

## 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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