



EDCO COLLABORATIVE
 BOARD OF DIRECTORS' MEETING MINUTES
 REMOTE MEETING
 Thursday, November 12, 2020 @ 9:30 AM
 36 Middlesex Turnpike, Bedford, MA 01730

Present BOARD MEMBERS

X	Peter Light	Superintendent	Acton-Boxborough Reg. School District
X	Kathleen Bodie	Superintendent	Arlington Public Schools
X	Philip Conrad	Superintendent	Bedford Public Schools
X	Amy Checkoway	School Committee	Belmont Public Schools
X	Helen Charlupski	School Committee	Brookline Public Schools
X	James O'Shea	Superintendent	Carlisle Public Schools
X	Laurie Hunter	Superintendent	Concord Public Schools, CC Regional
	Julie Hackett	Superintendent	Lexington Public Schools
X	Rebecca McFall	Superintendent	Lincoln Public Schools
X	Bella Wong	Superintendent	Lincoln-Sudbury Reg. School District
X	Tamika Olszewski	School Committee	Newton Public Schools
X	Brad Crozier	Superintendent	Sudbury Public Schools
X	Brian Reagan	Superintendent	Waltham Public Schools
X	Deanne Galdston	Superintendent	Watertown Public Schools
X	Marguerite Connelly	Superintendent	Weston Public Schools

Present ADVISORY MEMBERS

	Tessa McKinley	School Committee	Acton-Boxborough Reg. School District
X	Kathleen Bodie	Superintendent	Arlington Public Schools
X	Ann Guay	School Committee	Bedford Public Schools
	John Phelan	Superintendent	Belmont Public Schools
	James Marini	Superintendent	Brookline Public Schools
X	Sara Wilson	Superintendent	Carlisle Public Schools
X	Sara Wilson	School Committee	Concord Public Schools, CC Regional
	Kathleen Lenihan	School Committee	Lexington Public Schools
X	Trintje Gnazzo	School Committee	Lincoln Public Schools
	Ellen Joachim	School Committee	Lincoln-Sudbury Reg. School District
	David Fleishman	Superintendent	Newton Public Schools
	Lisa Kouchakdjian	School Committee	Sudbury Public Schools
	Margaret Donnelly	School Committee	Waltham Public Schools
	John Portz	School Committee	Watertown Public Schools
	Dr. J. Kimo Carter	Assistant Superintendent	Weston Public Schools

Also Present

EDCO Staff: Cyndy Taymore, Courtney Dunne, Eileen Hogan, Ann Knapp, Mike LeMay, Mary O'Regan, John Pelletier, Megan Ronzio, Karen Thomsen, Ajay Trivedi, Will Verbits, and Nicole Wood

TMS Staff: Marc Richard and Allen Himmelberg

Fritz DeGuglielmo, LLC Staff: Daniel Schaffner, CPA

Consultant: Dorsey Yearly

1.0 CALL TO ORDER:

1.1 Public Participation: The meeting was called to order at 9:35 a.m. Cyndy Taymore read a statement regarding public board meetings being held remotely during the pandemic as per Governor Baker's order of March 12, 2020.

2.0 REORGANIZATION:

2.1 Policy regarding process for nomination and vote for Chairperson and Vice-chairperson was read by Ms. Taymore.

Appointment of Chairperson

A **motion** to reappoint Kathleen Bodie as Chairperson was made by Ms. McFall and seconded by Ms. Charlupski.

Appointment of Vice Chair

A **motion** to reappoint Bella Wong as Vice Chair was made by Ms. McFall and seconded by Ms. Charlupski.

Roll Call Vote: Peter Light, Kathleen Bodie, Philip Conrad, Amy Checkoway, Helen Charlupski, James O'Shea, Laurie Hunter, Rebecca McFall, Bella Wong, Tamika Olszewski, Brad Crozier, Brian Reagan, Deanne Galdston, Marguerite Connolly

The motion passed.

It was noted that David King was reappointed as Treasurer during the September Board Meeting. Ms. Bodie thanked the board for their support during this challenging time for EDCO.

3.0 STRATEGIC PLAN UPDATE:

Ms. Taymore introduced Dorey Yearly and Justin Martin who were hired to work on a 3-5 year strategic plan for EDCO Collaborative. Ms. Yearly is very familiar with EDCO and its history having worked as the Executive Director for several years. Mr. Martin is from The Management Solution (TMS) and has 20 years of experience working with school districts in the areas of media/crisis relations, organizational efficiencies, and strategic planning.

As stated in the memo submitted to the board, Ms. Yearly and Mr. Martin recommended not moving forward with the creation of a 3-5 year strategic plan but instead focusing on the short term goal of financial stability for the collaborative. In their preliminary work, they found professional development to be a strength of EDCO and declining enrollment to be a challenge. In working with the leadership team at EDCO, it was clear that they are invested and want to see the collaborative succeed. It was suggested to shift time and resources to create an Operational Plan for EDCO and once the financial issues are resolved move on to the creation of a strategic plan.

Ms. Taymore noted that critical and difficult decisions need to be made and suggested setting up a working group. Ms. Bodie asked for clarification regarding the working group noting that EDCO has a long history and some have emotional ties. Ms. Bodie went on to point out that the special education is ever changing as well as the needs of the member districts. According to Ms. Taymore, the goal of the working group would be to assist navigating the current financial issues facing EDCO and to make recommendations for future changes to the organization to best support the member districts.

Mr. Light thanked everyone for their work to stabilize the organization.

Ms. Charlupski asked about the number of districts who have given notice to terminate membership with EDCO. It was noted that Lexington, Belmont, Concord, and Concord-Carlie have provided written notice of intent to withdraw from the collaborative.

Ms. Bodie also thanked members for their work done to date and indicated that communication will go out to board members, advisory board members, and staff regarding the creation of a working group.

4.0 APPROVAL OF INTERIM EXECUTIVE DIRECTOR CONTRACT:

A **motion** to approve the contract of Interim Executive Director, retroactive to November 1, 2020, made by Ms. Wong and seconded by Mr. Light.

Roll Call Vote: Peter Light, Kathleen Bodie, Philip Conrad, Amy Checkoway, Helen Charlupski, James O'Shea, Laurie Hunter, Rebecca McFall, Bella Wong, Tamika Olszewski, Brad Crozier, Brian Reagan, Deanne Galdston, Marguerite Connolly

The motion passed unanimously.

Ms. Bodie thanked Ms. Taymore for her willingness to serve as Interim Executive Director.

5.0 CONSENT AGENDA ITEMS

5.1 Board Meeting Minutes 10.5.20

5.2 EFC Meeting Minutes 2.27.20, 4.14.20 and 9.10.20

A **motion** to accept the Board minutes from 10.5.20 as well as EFC minutes 2.27.20, 4.14.20 and 9.10.20 was made by Ms. Wong and seconded by Mr. Light.

Mr. Conrad noted that the spelling of his name was incorrect in some minutes and requested it be corrected.

Roll Call Vote: Peter Light, Kathleen Bodie, Philip Conrad, Amy Checkoway, Helen Charlupski, James O'Shea, Laurie Hunter, Rebecca McFall, Bella Wong, Tamika Olszewski, Brad Crozier, Brian Reagan, Deanne Galdston, Marguerite Connolly

The motion passed unanimously.

6.0 NEW BUSINESS:

6.1 Business Office Update

The EFC met last week to review EDCO's current financial situation. Financial reports submitted to the board by TMS are marked draft as the complete picture continues to evolve. Marc Richard of TMS indicated that the FY20 audit will be addressed later in the meeting, but the GASB 75 OPED report is in progress in order to complete the audit. There was a review of the charts and graphs in the submitted report which illustrate that the decline in enrollment and loss of grants have both impacted the budget. Financials are not based on audited figures, but the auditor has been involved in the conversation regarding financial figures included in this report. FY21 projected revenues have been reduced significantly and now show a loss.

Ms. Charlupski questioned why audited figures were not used and why there was a discrepancy between what was reported earlier in the year for FY21 and what is being presented now. Mr. Richard assured the board the auditor worked with TMS to get the figures included in the report. Factors such as a decline in tuition revenue, loss of the MMEP program, and proposed initiatives not coming to fruition factor into the lowering of FY21 projected revenues. Due to COVID there are no facility rental revenues included. The loss of a current tenant, NuPath, will also impact EDCO revenue.

Ms. Bodie asked why EDCO lost the MMEP grant. Ms. Taymore stated that the MMEP grant was awarded to another collaborative located in Western Massachusetts. Many of the MMEP clients are from Western Massachusetts and this collaborative has a more direct link to that area.

Mr. Light asked Mr. Richard if the lease and the line of credit were included in the budget. It was confirmed that both are in the budget.

Ms. Hunter inquired as to the staffing levels at EDCO programs. Ms. Taymore assured the board that all programs are currently in compliance and we could add up to 12 additional students and remain in compliance.

6.2 FY20 Audit Status

Daniel Schaffner, CPA from Fritz DeGuglielmo, LLC addressed the board regarding the FY20 audit. Mr. Schaffner indicated the conversation regarding the FY20 audit will be similar to the conversation last year at this time with the exception that the board is now aware of EDCO's financial challenges. The audit is not complete as some items are still outstanding. The transition in staffing at EDCO has caused a bit of a delay but the audit should be completed in time to meet submission deadlines. There has been open dialogue between Mr. Schaffner and Mr. Richard regarding financial reporting. There will be a few areas of concern that will be noted in the audit including monies due to the VEBA trust account, delays in submitting funds to the MSERS and MTRS accounts, and the lack of bid documentation for construction projects. Overall there has been improvement in the deficit as compared to last year. Work will continue to finalize the FY20 audit.

Board members were asked if they had any questions. Ms. Charlupski asked if the line of credit was included in the deficit. Mr. Schaffner explained that the line of credit was not included in the deficit for FY20 as it was reflected in past years. Ms. Wong wanted to know if we could address unpaid invoices. Due to the number of outstanding receivables, EDCO does not have the cash flow to address unpaid invoices at this time. Mr. Richard noted that cash flow is a problem. Payments are being made as quickly as possible. The Business Office tried to bill quarterly but unfortunately it had a negative impact on cash flow so we will be moving back to monthly billing. A request to speak to district business managers to address outstanding bills was made by Ms. Bodie. Based on our current contracts, EDCO is unable to charge interest to districts on overdue invoices. Ms. Taymore went on to explain that moving forward contracts could be amended to allow for interest to be charged. Mr. Richard indicated that receiving outstanding payables will help pay the aging invoices, but it will not change the overall financial picture for EDCO. When asked if EDCO will be able to meet payroll over the next few months, Mr. Richard indicated that meeting payroll is a concern. If necessary, monies from the Seefurth funds could be used.

A complete list of liabilities is being compiled to be shared with the board. Ms. Taymore asked board members what sort of reporting they would like to see moving forward. Discussion included receiving monthly reports with a narrative of the current financial status.

6.3 Vote on Signatory for EDCO Accounts

A **motion** was made to add Cyndy Taymore as a signatory on all EDCO accounts by Ms. Wong and seconded by Ms. Charlupski.

Roll Call Vote: Peter Light, Kathleen Bodie, Philip Conrad, Amy Checkoway, Helen Charlupski, James O'Shea, Laurie Hunter, Rebecca McFall, Bella Wong, Tamika Olszewski, Brad Crozier, Brian Reagan, Deanne Galdston, Marguerite Connolly

The motion passed.

It was noted that the Business Office is in the process of cancelling the four credit cards EDCO staff currently have and will secure one credit card, held by the executive director, moving forward.

6.4 Building Lease Options

Three leasing agencies were contacted regarding subleasing office space in Bedford. One company was not interested in working with EDCO, the other two submitted proposals. Agencies would only be paid only if the space was subleased. Current tenant NuPath will be leaving on December 31, 2020. EDCO could potentially move into the current NuPath space to free up a larger space to sublease to an outside organization. Mr. Light questioned if there would be any costs related to EDCO moving office spaces. Ms. Taymore indicated that there would be no significant costs incurred for a move within the building. Ms. Bodie stated that it was not necessary for a vote to move office space, but it would be nice to have board support if a move were to take place.

A **motion** was made to allow the Executive Director to negotiate with leasing agencies to sublet office space in Bedford by Ms. Charlupski and seconded by Mr. Crozier.

Discussion followed and a friendly amendment was made to add that no upfront costs should be incurred during the subleasing process and that any organizations subleasing space from EDCO should be in alignment with EDCO's mission.

Roll Call Vote: Peter Light, Kathleen Bodie, Philip Conrad, Amy Checkoway, Helen Charlupski, James O'Shea, Laurie Hunter, Rebecca McFall, Bella Wong, Tamika Olszewski, Brad Crozier, Brian Reagan, Deanne Galdston, Marguerite Connolly

The **motion passed**.

6.5 EDCO Updates

IT Director James Sullivan has given his notice. A Search Committee has been formed and the goal is to hire someone to fill the position for January 1, 2021. Ms. Bodie thanked Mr. Sullivan for his many years of service.

6.6 December Board Meeting Date

Guest Speaker Pia Durkin was scheduled to speak at the December board meeting. Due to the number of issues the board needs to address, it was suggested that Ms. Durkin present at the January Superintendents Roundtable. A Doodle poll will be sent out to board members regarding availability for a December meeting. Ms. Charlupski noted that the EFC generally reviews the audit prior to being presented to the entire board. Scheduling of a December EFC meeting will be addressed as well.

7.0 EXECUTIVE SESSION: There was no Executive Session held at this meeting.

8.0 ADJOURNMENT:

A **motion** to adjourn was made by Ms. Charlupski and seconded by Ms. Galston.

The **motion passed** and the meeting was adjourned at 11:15 a.m.

Respectfully Submitted,
Mary O'Regan, Executive Administrative Assistant
EDCO Collaborative
November 12, 2020