



**Meeting Minutes**

July 19 2021 6:00 PM - 8:00 PM

Remote Meeting via Zoom video conference.

***Attendees***

Trustees in attendance at MC<sup>2</sup>: Chris O'Reilly, Jodi Adams

Trustees in attendance by phone: Amanda MacLellan, Katie Hamon, Cindy Gallagher

Administration:

Apologies:

Guests: Irina Donato (student), Sheenagh Donato (mom), Frank Donato (dad - and part of site council); Elizabeth Cardine (joined at 6:19 pm);

***Agenda***

Topics	Discussion	Decision
Call to Order	Called to order at 6:05 PM	
Approval of agenda	Additions: Amanda: New Business - Board Officer Positions Jodi: Reopening Plan Katie: Investigation Letter Chris: Request to continue enrollment for student who has reached age 21 - added to public time since student was present	
Public Time	Amanda reviewed norms for public comment.  Sheenagh & Frank spoke on behalf of their daughter and their request for her to finish at MC2, citing COVID as part of her inability to finish this past year before she turned 21.	

Board members asked the following (with noted answers):

How long is it anticipated that it will take her to finish?

- As soon as a few months, but within the school year.

Are there any implications of this decision?

- Adequacy aid money isn't received from the state of NH for students that age out, but some of this might be recouped through ESSER funds.

Would this be for in-person or remote learning?

- The student would be returning in person.

Would IEP services be part of this?

- MC2 is not responsible for special ed funds and they are not relevant at this time for this situation.

The situation was summarized as:

Aged 21 student won't get same funding. MC2 has commitment regarding opportunities for student to complete schooling. Part of this lack of completion is due to COVID and thus recommended handling this as an exception under that versus setting precedent, with the note that adult education programs more from 600 to 700 rules.

Questions were raised about options for the board regarding this decision: whether it could be delegated to Chris, whether policy was being set so the governance committee would need to draft a policy (with the note that for other covid situations emergency policies were adopted with expiration dates), whether the board could vote on this as an exception at this time given school restarting in a week, and whether there were any questions of procedure that needed to be addressed - since Board doesn't typically act on something raised in a public session and parents would have to make request for the board to act regarding decisions about a student.

Amanda proposed that we move out of public comment and add this as general discussion (not specific to student) under New Business. If specific to student will enter non-public session. Cindy seconded that motion.

Jodi/Chris explained to parents that we need permission to discuss this in a public meeting.

Jodi requested non-public session entered into now to give parents decision now.

	Motion to move out of public comment made and passed.	
Follow Up from Public Time/Non-Public Session	<p>Proposal: Board will authorize the Executive Director to allow for non-traditional over-age enrollments in the school year directly following the COVID-19 pandemic, within what is allowable under state regulations.</p> <p>Amanda moved to accept the above proposal. Katie seconded it. Unanimously approved.</p> <p>Member of Board recommends that Executive Director &amp; Interim CEO seek council from DOE and potentially legal council before making the final decision.</p>	<p>Decision: Proposal Unanimously approved.</p> <p>Recommendation: Seek council from DOE and potentially legal before making final decision.</p>
Consent Agenda	<p>Approval of Minutes - June 14, 2021 &amp; July 12, 2021 School leader Reports Monadnock Campus / Interim CEO &amp; School Leader Report from Manchester Campus.</p> <p>No questions from the board.</p>	
Consolidation and Restructuring	<p>Amanda: Interim CEO can report on this. Because members were able to review the report prior to the meeting, asked Jodi if there was anything to consider?</p> <p>Jodi noted that she &amp; Chris are working together to finish up tasks. Jodi working to pack up campus and get it ready to close. Bank authorizations taken care of.</p> <p>Amanda noted Jodi will be exiting at the end of this month with the aim of Chris as Executive in August, asking him how he was feeling about this. His reply noted great board, great staff, and the ability to work through any issues that arise, along with the fact that Jodi did a wonderful job and will still be around.</p>	
Board Recruitment	Amanda spoke with gentleman from Boys and Girls Club of Greater Nashua. Chris reached out with him to do a site visit and connect with Chris. Priority - anyone we bring on board has a good sense of our approach and our leadership. If that aligns, will share resume with the Board. Man has fundraising experience, which we have been looking for.	

	<p>Jodi: Elizabeth has been working with Bank of Walpole. On Chris' list to reach back out to them within next week. Hoping to find someone within their team.</p> <p>Amanda noted if there's anything she can do as board chair to help in this process, have Chris let her know.</p>	
<p>Bridge Loan</p>	<p>Jodi: Reported Bridge Loan is \$80,000. Sent paperwork for signature to Amanda, Adam &amp; Chris. Amanda has signed via DocuSign.</p> <p>Once done, Chris will be able to go and sign for that Bridge Loan.</p> <p>Amanda noted this was taken into consideration in the financial reports. Chris can sign if just 2 signature slots. Jodi will check to see if Adam should have space to sign.</p> <p>Jodi sent out notes giving authorization - Donna said Chris should be able to go with ID and board notes.</p>	<p>Jodi &amp; Chris will follow up on this to finalize paperwork and submit it.</p>
<p>ESSER Funds</p>	<p>Spend down check in - ESSER 1 &amp; ESSER 2.</p> <p>Activity balance shows what we have left in that activity fund. Encumbered funds noted in blue.</p> <p>The following questions/comments were raised: Have all of the funds been allocated?</p> <ul style="list-style-type: none"> <li>● There is an unspent balance that we haven't allocated. Approximately \$5,000.</li> </ul> <p>Do we have intentions for those funds?</p> <ul style="list-style-type: none"> <li>● We have a lot of activities that we have discussed and are starting to flesh out. Chris is working with Kim/Elizabeth, meeting weekly to discuss grant funds and activities, such as developing outdoor education classes, but they haven't worked out specifics yet.</li> </ul> <p>Jodi: Some of the funds in yellow could change as we close Manchester campus.</p> <p>Chris; Some of the funds that were encumbered but we know we aren't going to use are being moved around to different accounts.</p>	

	<p>Kim is carefully going over what to report out with Chris/Elizabeth.</p> <p>Amanda noted it sounds like these funds are being allocated wisely and with expertise.</p>	
Financial Report	<p>Amanda noted when reviewed financial reports - adequacy payments are unknown. Requested reminder on why - Chris noted potentially based on numbers that we came up with for end of year report.</p> <p>Amanda: Closing out FY 20-21. Did we make a conservative estimate and it may be higher or are we concerned that it may be lower?</p> <p>Chris: We did complete the EOI report and it was 100 students combined Manchester and Keene. We did have the data but not before this report was completed.</p> <p>Jodi: Question about whether this year the adequacy aid will be based on last year's enrollment numbers - due to Covid.</p> <p>Amanda - General sense is that we're not in the red, which is good. When see note that aid is up in the air, want to make sure that we're making estimates on the conservative side versus finding out that we're getting less than what we based our projections on.</p> <p>Jodi: Did Adam mention closing costs for Manchester campus on where this falls within the financial report. We had a gap of 3 months - we paid rent during that time while they were outfitting the new space - still charging us 3 more months or rent. Will be talking to landlord tomorrow to try to negotiate that down.</p> <p>Amanda requested clarification around where we factored the closing cost of Manchester into these projections. Want to feel confident as we look at new site in Keene.</p>	<p>Action Item: Get clarification around where we factored the closing cost of Manchester into these projections. Requested financial report and breakdown update, specifically regarding closing costs and adequacy aid.</p>
Bonus/Hazard Pay Policy:	<p>Status of Bonus/Hazard Pay previously authorized.</p> <p>Jodi: Approved bonuses at previous board meeting.</p> <p>Kim submitted amounts for approval. Gone through review (appropriate and allowable) but ESSER funds budget as a whole has yet to be approved. Have OK by DOE to give out these bonuses. Donna told her that we don't have the money to give out</p>	

	<p>those bonuses until Bridge Loan goes through. First payroll is next Thursday. Would go out as separate checks for those who are done.</p> <p>Bookkeeping plan in place to address this.</p>	
<p>New Keene Space</p>	<p>There was a meeting today with City Officials, Planning Boards, Building Department, New Owner, Architect &amp; Jodi &amp; Chris.</p> <p>Still have yet to determine who is responsible for what in fit-out costs. Lack of clarity in letter of intent done with previous owner. Now trying to figure out who is going to pay for what.</p> <p>Several options:  Minimalist approach - least amount to set up shop and start school. Costs associated with fit-out. Architect drew up plans that would be costly if we follow what is put on paper. 6 figures for fit out at the high end. Low end is yet to be determined. Owner might work with us on potentially financing some of that cost with increased rent. Don't know yet what that will be.</p> <p>Attempted to get more clarity by pulling in realtors. Getting back to the LOI and original intent. Not sure made a lot of progress. Negotiations will come down to the Board and Chris negotiating directly with the owner. Owner is ready to call people and have them start doing the work.</p> <p>Chris is aiming to meet with the architect tomorrow to get a better sense and finalized list of what's involved in the fitout - regardless of who is paying for it. Once done, can go to owner's subcontractors to deal with directly to help limit costs - can then get estimates on the work that needs to be done. Timeline is going to take at least a couple of weeks to get through that.</p> <p>Current lease ended a year ago next month. At will at this point for current Emerald Street Lease - either party could tell us to leave/choose to leave at any time.</p> <p>If financing for fit-out through higher rent comes in comparable to rent at current site, Amanda noted she can wrap her head around that. Chris replied that, based on current rent per sq. foot and what</p>	

	<p>is included for utilities, year's savings would probably pay for fit out (about \$70,000) at new space.</p> <p>Phone meeting tomorrow with realtor from Colliers, with lawyer John Griffin, Adam, and Jodi. John will be calling current owner to work out lease terms tomorrow.</p>	
Board Officers	<p>Adam Johnston has resigned. No longer have a treasurer. Our current Katie is interim secretary. Amanda is interim board chair. Amanda is happy to remain Board Chair. Given the size of the board, it is acceptable for people to hold more than one role. Amanda is willing to take on Treasurer and remain Chair through August and we can return to Jodi's role after she has had time to step back. Idea to instate Katie as Secretary.</p> <p>Proposed Roles: Chair: Amanda Secretary: Katie Treasurer: Amanda Cindy: QED Liason Board Retreat - will talk committees then. Cindy motioned, Jodi seconded. Unanimously approved. Amanda will let QED know she is the treasurer - will talk to Chris at some point since stepping into this role.</p>	<p>Updated Board Roles: Chair: Amanda Secretary: Katie Treasurer: Amanda Cindy: QED Liason</p>
Reopening Plan	<p>Any questions/thoughts? Chris - looking for guidance - keeping a close eye on numbers, what DHS has to say, what CDC has to say. Prepare staff so can turn on a dime.</p> <p>Do we have a designated person for contact tracing? Chris - no - we follow state guidelines - will be able to give them all of the information necessary to do their work.</p> <p>If it's not Chris as executive director, make sure there is a designee. Identifying anyone who has been within 3 ft for more than 15 minutes to individual. Interviewing that person. Identifying</p>	

	<p>those folks and then following state and CDC on whether those close contacts need to quarantine</p> <p>Recommendation - put together and/or find checklist to understand standardized process was set up in advance. Vaccination status exempts people for quarantine. Flow chart to distribute to the community in case there is a case and we need to go through the process. Collecting vaccination status - option to share status and proof of it or do the quarantine.</p> <p>Katie requested clarification on what part of the docs were based on open, hybrid, remote learning.</p> <p>Chris noted that vast majority are vaccinated and reported this voluntarily.</p>	
ESSER	<p>Jodi raised question regarding work with Dean, educational consultant. Working with him as a board. Finetuning Chris' new role and what that entails and working relationship between board and executive director. Needs to submit how many hours and prospective dates. Do we want one member (Jodi/Amanda) to work with Dean or whole board? Kim needs to know to submit for approval.</p> <p>Transparent and well done goal setting and evaluation process for executive director. If Dean is involved in that, Board Chair or someone on Governance committee should be involved with that. If not in Dean's warehouse, less pressing.</p> <p>Amanda willing to put in some time with Dean in August. Wants to learn from blind spots in the past and if Dean is a good resource.</p> <p>Next Step: Ask Dean what that could look like and what the time commitment would be. Amanda requested what Dean has to say regarding vision for goal setting for Executive that is aligned with MC2 frameworks.</p> <p>Jodi noted Dean is coming up with new proposal as current expires in September</p>	Jodi & Amanda to discuss further.
Committee	<p>Academic Excellence and Development have not met. Adam and Jerry not present to report on other committees.</p>	

<p>Non-Public Session</p>	<p>Cindy made motion to move into non-public session to discuss investigation report based on consideration of reputation of an individual. Seconded by Katie. Unanimously approved. 7:45 pm moved into non-public session</p> <p>Draft of letter to community was reviewed by Board. Question regarding confidentiality and what was agreed to regarding reference checks (such as confirmation of work/x amount of time) was raised. Concerns were raised over level of detail in current draft.</p> <p>Amanda and others proposed new language. She and Jodi will rewrite the letter.</p> <p>Non-public session ended at 7:55 pm.</p>	<p>Amanda &amp; Jodi to rewrite letter tomorrow.</p>
<p>Other business</p>	<p>None</p>	
	<p>Meeting adjourned at 7:55 pm.</p>	