

**CHARMS Collaborative**  
**Open Session Meeting Minutes, February 24, 2016**

**Members Present:** Mr. Farmer (Sharon), Mr. Zinni (Avon), Dr. Lally (Holbrook), Ms. Henderson (Canton), Dr. Rizzi (Stoughton)

**Members Absent:** Mrs. Gormley (Milton)

**Also Present:** Rosalie O'Connell (Executive Director), Christina Farrington (Business Office Assistant), Paulajo Gaines (DESE Representative), Andrew Paquette (TMSolutions, Business Management), Crystal Fairman (TMSolutions, Business Management), Sarah Catignani (Murphy Hesse Toomey & Lehane LLP)

Board Meeting commenced at 9:10am with a quorum of 4 at that time.

### **Board Minutes**

Board meeting minutes for January 20, 2016 were presented for approval.

Dr. Lally made a motion to approve board meeting minutes for January 20, 2016; Ms. Henderson seconded. Motion to approve board meeting minutes for January 20, 2016 passed unanimously by a vote of 4 to 0.

### **COLLABORATIVE AGREEMENT UPDATE**

Dr. Lally informed the Board that her district (Holbrook) will not sign the amended Charms Collaborative Agreement at this time as they would like more time to review. Ms. Gaines informed the Board that a majority of the districts need to sign in order to move forward. Failure to do so will result in Milton not being able to end their membership with Charms. Charms has received signed amended agreements from Stoughton, Avon, Canton and Sharon. We are waiting meeting minutes from Stoughton, Canton and Sharon.

### **BUDGET UPDATE**

Mr. Paquette presented an updated budget showing the addition of a student who started in January. In addition, a student from Boston will be starting within a few weeks. Mr. Paquette discussed the overhead review as well as the overview of the time study completed by Mrs. O'Connell and Mrs. Farrington. Upon completion, Mr. Paquette can assemble a more accurate overhead number.

Mr. Zinni is looking for the bigger picture of the budget. Mr. Zinni would like to see the status of the current budget, the expected surplus for FY16 and how this can be used to revitalize Charms. Mr. Paquette is confident with the current budget projections and indicated that the operational surplus has increased from the last meeting and revenues are coming in to cover all expenses. An actuarial study needs to be completed. Mr. Zinni inquired as to how long that process will take. Mr. Paquette estimated a months' time. Mr. Zinni asked if Mr. Paquette thinks the study would be completed by the next board meeting on March 23, 2016. Mr. Paquette replied that he cannot predict as it depends on the quality of the records, etc. Dr. Lally inquired if Mr. Paquette has confidence in the quality of the records and who kept those records. According to Mr. Paquette, human resources are the keepers of those records.

Mr. Farmer inquired who will be completing the FY17 budget. Mrs. O'Connell answered that it will be herself with Mr. Paquette and Mrs. Fairman. A draft budget will be presented to the board at the March meeting for review.

Mr. Zinni motioned to accept the revised revenue report with the addition of the new student; Dr. Lally seconded. Motion to approve the revised revenue report with the addition of the new student passed unanimously by a vote of 5 to 0.

## **EXECUTIVE DIRECTOR UPDATES**

Mrs. O'Connell updated the Board with the highlights for the month including a fundraiser at Bertucci's in Canton that will be taking place on March 16, 2016. All proceeds will go towards community outings and the Special Olympics in May.

Mrs. O'Connell met with a representative from the Department of Mental Health which has 2 offices that service the Charms communities. They discussed setting up an afterschool program for students needing social-emotional supports. This program will be open to students in neighboring districts as well as Charms students.. Mrs. O'Connell also discussed the possibility of another program that would focus on the mental health/social/emotional needs for students in the 18 to 22 year old range who need vocational and community supports to be successful. Mrs. O'Connell is hoping to partner with the Department of Mental Health for this program.

The programs are working on updating brochures. Patty Mason, from SSEC, will be coming to review the multi skills program. The professional development day on November 8, 2016 will include Dr. Robert Brooks and the Department of Mental Health as speakers.

## **ATTORNEY**

Attorney Sarah Catignani joined the meeting to answer some questions the Board had regarding the feasibility study from 2012 as well as the future plans for Charms.

Attorney Catignani explained dissolution first. Dissolution is governed by law and is a yearlong process. There needs to be a notice of dissolution 12 months before the fiscal year ends. There also needs to be 2/3 majority vote to dissolve. If the collaborative agreement is not amended in time, Milton would need to be a part of the vote. The actions necessary for dissolution are laid out in the collaborative agreement. There would need to be a final audit completed. DESE would be involved in the process. Fair market value of assets would need to be determined. Someone would need to be assigned to maintain fiscal and employee records after dissolution. Any liabilities would be assigned to the member districts. Monies for unemployment insurance would need to be set aside. The current health care provider GIC would take over the COBRA responsibility. All multi-year contracts would need to be accounted for. Any fundraising accounts would need to be closed. Mr. Zinni inquired if the individual districts would utilize this account. Could this be a benefit to the districts? Ms. Gaines will look into this. Charms currently does not have this type of account. Benefits such as retirement (MTRS and MA State) and health insurance would no longer be an obligation for Charms if dissolution is chosen. Retiree health insurance would also no longer be an obligation. If there are any contracts that guarantee health insurance after retirement, those would need to be looked at. Any surplus funds would be distributed to the districts pro-rata.

Another option is to dissolve and merge into another collaborative. This is a much cleaner option. The Board would remain and an agreement would be created between the 2 collaboratives. This process can be tailored to meet the individual collaborative needs.

A third option is the member districts entering into an inter-municipality agreement within the districts. These types of agreements have a 25 year expiration and contain very specific terms including a limited scope of programming. There are currently programs housed in the member districts of Canton and Sharon. Each town could absorb Charms' employees and obligations.

Mr. Zinni asked how many students are from outside districts. Mrs. O'Connell answered 23 of the 34 students are from nonmember districts, 10 students are from member districts. Dr. Rizzi asked how many students will be aging out this year from Stoughton. Mrs. O'Connell answered 3 Stoughton students will be aging out this year.

Attorney Catignani explained that Milton would need to meet any obligations before withdrawing. Dr. Rizzi asked what a liability would entail. Attorney Catignani answered contracts, unemployment, health insurance – any debts that would be attributed to that district. This would need to be separated out before and after liabilities. Attorney Catignani suggested reentering into any agreements/contracts without Milton (as long as there aren't any penalties for opting out). Mr. Zinni agreed and suggested that Charms should look at any multi-year contracts and re-enter into them without Milton and this should be done before July 1, 2016.

Dr. Rizzi asked if the districts should pull out or dissolve. Would there be less liability to dissolve? If the collaborative goes bankrupt then the districts would have no liabilities. Ms. Henderson asked if Milton would need to be accessed and owe the collaborative money. Attorney Catignani answered yes. Mr. Zinni then asked why would Milton need to pay. Attorney Catignani explained that Milton would need to make the collaborative whole by withdrawing. Mr. Zinni asked Mr. Paquette if he would assess the multi-year contracts. Mr. Paquette answered yes. Attorney Catignani explained that if the dissolution was foreseeable, liabilities would still be assessed to each district. She suggested looking at old employee contracts for obligations promised. The Board only recalls one employee this applies to.

Mr. Zinni explained there is currently no dues so therefore there are no liabilities to the districts as the district's volunteer their time.

Attorney Catignani explained that there are benefits for keeping the collaborative running as it is difficult to establish a new collaborative. District's benefit from collaboratives that are currently established. Smaller collaboratives have more flexibility with new programs.

Mr. Zinni inquired if Attorney Catignani could provide the Board with a memo that summarizes the discussion.

*Ms. Henderson had to leave to attend another meeting.*

## **ADMINISTRATION**

Mrs. O'Connell asked the Board for approval to hire temporary office help at 10 hours a week maximum (\$3,500 a year maximum) to assist with tasks that need to be completed that are unable to be done by the current staff. Mrs. O'Connell was asked to list these tasks. Tasks include: scanning past employee records onto a hard drive and shredding the paper copies, assisting with filing and previous student record keeping, assisting with organizing the boxes of files that have been moved from one location to the next over the years. Mr. Farmer asked if this requires a vote by the Board. Dr. Rizzi asked where the money for this is coming from. Mr. Paquette answered the left over money from the transition of the prior

business manager and TMS. Mr. Zinni would like to see a time log for Mrs. O'Connell and Mrs. Farrington. Mr. Paquette will have the information from the time study for the next meeting. Mr. Zinni would like to vote to authorize this temporary position.

Dr. Rizzi motioned to move money for temporary help with a time study used by current staff and temporary employee; Dr. Lally seconded. Motion to hire temporary help with a time study used by current staff and temporary employee was passed unanimously by a vote of 4 to 0.

### **NEXT MEETING**

Mr. Zinni would like to discuss strategic planning and programming at the next board meeting on March 23, 2016. The time has been changed from 9:00 am to 9:30 am. He also requested that the next meeting date and time be listed on the agenda going forward.

The FY17 budget draft will also be reviewed at the March 23, 2016 meeting.

### **Adjournment**

Mr. Farmer made a motion to adjourn open session; Dr. Lally seconded. Motion to adjourn passed unanimously by a vote of 4 to 0.

### **Executive Session**

With there being no further business, an executive session was not held.