

**MeANS Board of Directors Meeting Minutes
February 28, 2020, 3:30 p.m.
Maine Academy of Natural Sciences, Room M201**

Board members present: Cheryl Bulmer, Stephanie Johnson, Cheryl Mercier, Scott Cyrway, Scott Byrd, Sally Beaulieu, Troy Frost, David Cyr (by phone), Kimberly Patnode (by phone), Dana Doran (by phone).

Staff members present: Matt Newberg, Danni Best, Becky Dennison, Nadya Plante, Jeanna Holt, Donna Ferenc McGorty (Good Will-Hinckley).

Cheryl Bulmer called the meeting to order at 3:40 p.m.

Additions/Adjustments to the Agenda:

Donna announced that the Finance Committee minutes for 1/14/2020 in the Board Packet on page 5, need to be replaced with those that were provided during the meeting. Minutes from the 2/12/2020 finance committee meeting were also attached.

The Human Resources Committee Basic Responsibilities notes on page 9 of the packet were removed from the agenda. This will be discussed at the next meeting.

Public comment to the Agenda Items:

Scott B. introduced David Chase, who is being considered as a consultant in the Strategic Planning Process that kicked-off with an all-staff meeting-and-listening session this afternoon.

Danni B. shared information about the YAM (Youth Art Month) exhibition that will take place at Common Street Arts in Waterville from March 2nd through March 28, 2020. The exhibition honors art teachers by celebrating the work of young artists. MeANS students will present their art work at the exhibition.

There was a motion by Scott B. to approve the consent agenda, with the following changes: HR Committee Basic Responsibilities were removed, 1/14/2020 finance minutes were revised, and 2/12/2020 finance minutes were added, seconded by Scott C. Unanimous approval; motion carried at 3:50 p.m.

Van/Transportation proposal:

Matt N. presented a proposal that detailed projected changes in transportation for the 2020-21 academic year.

The proposal addressed current transportation trends, pros and cons of moving to a new transportation system, the number and type of the vehicles planned for purchase, current and anticipated ridership of students, staffing needs, scheduling issues, and current and projected costs. Matt N. predicts that new transportation arrangements will increase efficiency in routing and safety, reduce behavior issues such as bullying, fighting or the use of tobacco or drugs, and provide \$88,712 in savings. The proposed transportation plan will also offer MeANS the flexibility to adjust the length of the school day and provide flexibility for field trips, etc. In addition, this could serve as a great marketing opportunity since the MeANS logo will be displayed on the sides of the buses. Cons of the proposed changes include driver staffing and management, initial debt increase, and leaving the cooperative transportation contract with MEAA.

Matt N. provided quotes from three dealerships: W.C. Cressey & Son in Kennebunk, O'Connor in Augusta, and Patsy's in Concord, NH. The quotes from W.C. Cressey & Son and Patsy's were both competitive. Matt recommended that we go with the W.C. Cressey & Son since they are local (in state), prompt, and professional based on his interactions with them. They also offer multiple service locations, have on-the-road technicians, and vehicle pick-up/drop-off services. The quote from O'Connor in Augusta was higher.

Sally B. asked if fuel and maintenance were included in the proposal. Donna F. replied that the projected cost of \$139,625 includes purchase of the buses, fuel, insurance and depreciation. Depreciation for the buses is 10 - 15 years. A six-year loan with 5% interest is also reflected in \$139,625 figure. The plan is that, if approved, financing will be done through the dealer.

Scott C. inquired if CB radios can be installed to allow drivers to communicate with each other. Jeanna P. said that presently all buses are equipped with cameras that easily can be transferred to new buses. Stephanie J. suggested that GPS trackers should be installed for additional monitoring. This is a free service offered through most insurance companies.

Dana D. said that local public schools, including RSU 18 and Waterville, belong to a purchasing consortium and suggested that be explored. Matt indicated that he believes charter schools are not eligible to be a part of this.

Cheryl B. checked with the Charter Commission and their approval is not needed to incur debt in the case of purchasing vans as the vans are collateral against the debt.

There was a motion by Scott Cyrway to support the proposal for Matt N. to negotiate the purchase of buses from W. C. Cressey & Son, and authorize Matt N. to secure any

necessary loans, seconded by Cheryl Mercier. All but one voted in favor, David Cyr abstained. Motion carried at 4:25 p.m.

Member discussion and recommended bylaw changes:

A discussion began about potential bylaw changes. Cheryl B. shared questions that were brought forward to legal counsels regarding the Articles of Incorporation and bylaws and their responses.

- 1) There was a question whether Noncommercial Registered Agent should be changed from Charles F. Dingham from Preti Flaherty to Drummond & Woodsum. Donna F. had already filed a Registered Agent Statement of Appointment form to reflect that change. A new version exists.
- 2) A second question raised was whether a conflict of interest exists between the Articles of Incorporation, specifically in Exhibit C, which talks about what members' responsibilities are and what is said in the bylaws. There are wording differences, and there was a question if they should say exactly the same thing. The lawyers said that there is no need for any clarification, because the way the bylaws are written, they refer to the voting rights set forth to the Articles of Incorporation. If there was a question, they will go to the bylaws for more detail, as that is where the details lie. The lawyer's recommendation was not to make any changes to the Articles of Incorporation.
- 3) A third question raised was, "What does it mean to have a member?" Do we need one? How do we go about changing the membership if we need to?

The Goodwill Home Association is the only member listed in the Articles of Incorporation. Stephanie J. indicated that we need clarity between Goodwill-Hinckley and the Goodwill Home Association. The member is Goodwill Home Association - not Goodwill-Hinckley. Goodwill Home Association is a membership which consists of alumni, staff and other members. The Goodwill Home Association meets annually and takes on matters that Goodwill-Hinckley brings to them. Goodwill Home Association is the member, not the Goodwill-Hinckley Board.

Donna F. replied that Goodwill Home Association assigns all the duties and responsibilities concerning management to Goodwill-Hinckley. Members of the Goodwill Home Association own Goodwill-Hinckley and MeANS. The Goodwill Home Association is the formal name of Goodwill-Hinckley. The Goodwill-Hinckley Board does represent them, so if we want to change bylaws, we need to consult with Goodwill-Hinckley.

Cheryl B. said that the original intent was to have one Board. In order to satisfy the Charter requirements for independence, separate Articles of Incorporation, bylaws, and the MeANS Board

were set up. A conversation with counsel from Drummond & Woodsum clarified that the MeANS Board can consist of a maximum of 49% of members appointed by the Goodwill Home Association, while the remaining 51% of Board members are elected by the MeANS board. .

Troy F. said that the Goodwill Home Association usually supports whatever Goodwill-Hinckley recommends. Cheryl B. reiterated that there is not a recommendation that membership be changed. The recommended changes were primarily to the bylaws. This discussion will be continued at the next meeting. Troy F. suggested that Rob Moody should be invited to this meeting, so he can provide clarification between Goodwill-Hinckley and the Goodwill Home Association, and what the authorities granted to each are.

New whistle blower policy:

At its February 10, 2020, meeting, the MeANS Human Resources Committee recommended that the Whistleblower Policy be adopted. Counsel indicated that there is not a requirement for a second reading prior to adoption. We need to adopt a practice that we utilize and follow regularly.

There was a motion by Stephanie Johnson to accept Whistle Blower Policy as written, seconded by Scott Cyrway. Unanimous approval; motion carried at 4:53 p.m.

Updates from Head of School:

Matt N. reported that MeANS received a Corrective Action Plan from the Maine Charter Commission, following the recently submitted annual report. This is a Level 1 intervention that requires MeANS to prepare a plan to outline how data will be collected and reported. This plan must be submitted by April 30, 2020.

A new logo and website were recently launched.

All students began new intensives in the third quarter. They include maple sugaring, forestry, and post-education preparation.

2nd Quarter Financials and Estimates for the 19/20 Year:

The financials were presented by Donna F. There were several questions that Donna answered and she presented a forecast of how the year would end which showed MeANS to be slightly favorable by \$7,000.

Board matrix/recruiting and new board member evaluation process:

The Board matrix for recruiting was shared with Goodwill Hinckley. The goal is to increase the number of Board members to 15. The executive committee needs to meet to look into the

nomination of potential candidates. The committee also needs to think about officers. If you are interested, let Cheryl B. know.

The Development Committee devised a process for nominating and recruiting new Board members. A draft of this process is included in the packet on page 93. Discussion of this proposal will be an agenda item for the meeting next month.

Strategic planning:

The Joint Council consisting of board members from both MeANS and Goodwill-Hinckley met and discussed what their roles and responsibilities are. The consensus was that the Council should exist, but does not need to have regular meetings. Rather, Matt N. and Rob M., who represent both constituencies, should actively coordinate strategic planning efforts. Goodwill-Hinckley needs to finalize theirs by June.

MeANS strategic planning kicked off with staff today. Many good ideas around mission and core values were brought forward. On March 30, we will have a longer meeting between the faculty/staff and the Board. A faculty/staff group should be developed to own that process and act as the liaison between the Board and the rest of faculty/staff.

The next Board meeting is scheduled for March 20, 2020 and will include a discussion about the budget for 2020-21 and bylaws.

Scott Cyrway made a motion to adjourn; seconded by Cheryl Mercier. Meeting adjourned at 5:23 pm.