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**APPROVED**

**Minutes of CASE Board of Directors Meeting of December 3, 2021**

Board Members in attendance (Virtual meeting):

Peter Light, Acton-Boxborough	Kelly Clenchy, Littleton
James O'Shea, Carlisle	Brian Haas, Maynard
Laurie Hunter, Concord, Concord-Carlisle, Chairperson	Brad Crozier, Sudbury
Linda Dwight, Harvard	

Also in attendance:

Sanchita Banerjee	Zackary Fentross
George McCormack	Members of the CASE Community

**MINUTES:**

At 12:32 p.m., Laurie Hunter called the meeting to order by roll call: Clenchy, Crozier, Dwight, Haas, Hunter, Light, O'Shea.

The Board reviewed the minutes of September 24, 2021 and October 1, 2021. A motion was made by Kelly Clenchy to approve the minutes as presented. The motion was seconded by Brad Crozier. The Board minutes were approved by roll call vote: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; O'Shea, aye. Peter Light abstained.

Public Comments: Karen Levy spoke on behalf of the Professional Association. The Association is happy to see the capital plan and the proposal for a playground buildout and the multipurpose room. The staff and the Association are excited about the prospect.

Laurie Hunter welcomed George McCormack to the Board meeting.

The Personnel Report was presented by George McCormack. A motion was made by Peter Light to accept the Personnel Report as presented. The motion was seconded by Brad Crozier. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

The Treasurer's Report was presented by George McCormack. Kelly Clenchy asked if there were any concerns or if we were on target. George indicated that there are no concerns and we were on target to manage our operations.

Zachary Fentross, representative from Melanson Heath and Company, PC., joined the meeting to review and present the financial statement report for the year ending June 30, 2021. The collaborative is in a good financial position. There were positive results on the budget versus actual. In the independent audit report, the collaborative received a clean opinion which means there are no exceptions, and the collaborative has received the same opinion in prior years. This is the best opinion you can receive from any auditing firm.

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The collaborative has a well funded OPEB trust fund. The collaborative OPEB trust fund is 61% funded, which is a good financial position for the collaborative to be in.

The collaborative did exceed the maximum allowable cumulative surplus of 25% for FY21. The cumulative surplus, as of June 30, 2021, currently at 37%. Mr. Fentross indicated that the collaborative did not do anything wrong and they would be unable to determine any excess of the cumulative surplus until the Board meeting today, but they will need to do something in the future. The Massachusetts General Law requires that an audit be conducted before a cumulative surplus is determined. Primarily due to the impact of COVID, the collaborative was not able to transport students to programs for the first half of the year which is the primary driving source why the collaborative had a cumulative surplus this year. There were no questions on the financial statements.

In the Management Letter, the auditors looked at the internal controls of the collaborative and if there were any areas of improvements, these items would be included as part of the management letter. The collaborative did not have any material weaknesses or did not identify any deficiencies during the audit. Mr. Fentross reviewed the four (4) items in the Management Letter, and indicated that the collaborative did not do anything wrong. Two of the items were recommendations and two items were information only. Mr. Fentross indicated that CASE does not have a policy on returning excess funds to the districts. In past practice, the collaborative has given funds back in the subsequent fiscal year. In the auditors' reading of the Massachusetts General Laws, this is fine and allowable, but that the collaborative should have a policy and adhere to the policy in returning excess funds. The other items in the management letter were housekeeping items and administration is on board with these recommendations. There were no questions, concerns or comments.

Mr. Fentross thanked the staff at the collaborative. He indicated that the records were well prepared in working with the auditors with their requests.

Laurie Hunter thanked Mr. Fentross for his presentation of the audit.

Linda Dwight commented that despite the transition of business managers, she wanted to commend Sanchita for her work in leading up to another great report. Laurie Hunter agreed with Linda.

Kelly Clenchy echoed what Linda said - great job despite the change in personnel during the last two years and that Sanchita has done a wonderful job and everything is in great shape. He thanked Mr. Fentross for his presentation.

A motion was made by Kelly Clenchy to approve the CASE Annual Financial Statements Report and the Management Letter for the year ended June 30, 2021 as presented. Brad Crozier seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

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DESE requires the Board to accept the cumulative surplus from the completed fiscal year. CASE closed out FY21 with a cumulative surplus of 37%. The amount over the 25% threshold set by DESE is \$1,521,225.75. There were no questions.

A motion was made by Peter Light to move that the Board approve the cumulative surplus for FY21 of \$1,521,225.75 as presented. Kelly Clenchy seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

Sanchita Banerjee presented information on the establishment of a Capital Reserve Account. The purpose is to support costs associated with maintenance and improvement of fixed assets that the Collaborative is unable to accomplish out of the operating budget. The first step is that the Board will need to agree to set up an account. The Board members will need to bring this to member school committees and will require a  $\frac{2}{3}$  vote from the school committees.

Kelly Clenchy noted that there have been many conversations last year and the year before about establishing a capital reserve account. There are things that need to be done to be in compliant and for the programs to be successful. It is great to establish the account and to be able to fund it.

George McCormack indicated that the first part is to establish the fund, but that requires a  $\frac{2}{3}$  vote of the member school committees in each of the towns. You will need to bring it to your towns and present what it will be used for. The funds can only be used for what they are earmarked for. George recommended that Agenda Items #V.C. and #V.D. be tabled to a future meeting.

All Board members indicated that they were in agreement with the establishment of the Capital Reserve Account and would bring this item to their respective school committees before December 20, 2021.

The Board agreed that the Establishment of a Capital Reserve Account (Agenda Item #V.C.) and the FY21 Cumulative Surplus Resolution Proposal (Agenda Item #V.D.), should be tabled for a future meeting. The Board agreed to set up a separate Board meeting the week of December 20, 2021.

Sanchita Banerjee presented the FY21 Annual Report. The report meets guidelines established by regulation and summarizes the programmatic activities of the collaborative in FY21.

Brad Crozier indicated that he likes the cost effectiveness charts in the Annual Report and wanted to know if it can be done for transportation. Sanchita indicated that it can be done and we can put it together.

Laurie Hunter asked if the transportation ridership has increased. Marty Finnegan indicated that he has 320 students today. In the last good year, we had about 100+ more students than today. The reason being that, due to COVID, parents are driving their own children and that more and more districts are keeping the students within the districts.

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Kelly Clenchy noted that he has been with the collaborative for a number of years, and he has watched transportation in action. Never in his entire career has he seen transportation so reliable and professional. As a district, he doesn't have one concern about CASE and their drivers.

A motion was made by Kelly Clenchy to move that the Board approve the FY21 Annual Report as presented. Linda Dwight seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

CASE belongs to the health insurance joint purchasing group, Minuteman Nashoba Health Group (MNHG). Per prior practice, CASE's finance manager has served as CASE's representative on the MNHG Board. A motion was made by Linda Dwight to appoint George McCormack, CASE's Finance and HR Director as representative to the MNHG Board of Representatives effective December 3, 2021. Brad Crozier seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

By participating in E-Rate, CASE Collaborative would be eligible for discounts on telecommunication services, internet access, and hardware. Discounts range from 20-90%. CASE expects a discount of 40% based on preliminary student information. The file deadline for FY23 is January 2022. O'Neil Consulting is in agreements with over 25 school districts and five collaboratives in the State of Massachusetts. The firm retains 3% of total reimbursement. If there is no reimbursement, O'Neil Consulting does not receive a fee.

A motion was made by Peter Light to enter into an agreement with O'Neil Consulting Group operating out of Cicero, New York to assist in filing for E-Rate reimbursement. James O'Shea seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

George McCormack presented information on Procurement Cards (P-Card). The wide variety of curriculum engaged annually by CASE Collaborative students and staff creates operational challenges specific to payment processing of irregular transactions. The primary use of the card will be for technology subscriptions and applications. Currently, the mode of payment is through reimbursement to employees which is burdensome to the employees. Employees are not subject to reimbursement for taxes. The Massachusetts Association of School Business Officials (MASBO) has awarded a contract to the Illinois Association of Business Officials (IASBO) for the implementation of a p-card program throughout the Commonwealth. The MASBO/IASBO p-card program has been implemented in Towns and Districts throughout the State. Program fees are minimal. The Collaborative would be eligible for cash reimbursements for purchases made on p-cards, similar to personal credit card "cash back" programs. There will be no more than three cards issued to the Collaborative. Each card will have a set maximum outstanding balance of \$1,500.

James O'Shea stated he supports the P-Card, and would like to make sure that checks and balances for the p-cards are in place.

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Kelly Clenchy suggested that we develop a policy for the use of P-Card. Laurie Hunter indicated that she sees all the expenses through the p-card

A motion was made by Kelly Clenchy to accept the P-Card policy as written and give authority to CASE Collaborative to enter into an agreement with the Bank of Montreal Purchasing Card division. Brad Crozier seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

George McCormack presented information on bonuses and finders fee incentive for the CASE van drivers. The Commonwealth is experiencing an extraordinary shortage of school bus drives. CASE is very fortunate to have a dedicated, committed team of drivers who serve our students and families very well. Other local districts and vendors have begun to offer incentives and bonuses to attract drivers given their own shortages. It is important that CASE remains competitive in such an unusual environment. We recommend consideration of a \$500 bonus for CASE drivers to be funded by COVID relief funds. We also recommend that any existing driver that brings on a new driver will receive \$250 after the new hire has been employed by CASE for a period of no less than three (3) months. This incentive will cease when the Collaborative has hired five (5) more drivers or June 30, 2022 whichever comes first.

A motion was made by Kelly Clenchy to approve a \$500 bonus for each school van driver and \$250 to any existing employee who brings on a new driver. To be eligible for the \$250 incentive, the new driver must be employed for a period of three (3) months and the incentive expires when CASE Collaborative has employed five (5) additional drivers or on June 30, 2022 whichever comes first. Peter Light seconded the motion. The motion was unanimously approved by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.

Sanchita Banerjee presented and reviewed her FY22 goals to the Board.

The Proposed FY23 CASE Collaborative Budget Timeline was presented to the Board. There were no questions.

At 2:00 p.m., a motion was made by James O'Shea to adjourn the meeting. Kelly Clenchy seconded the motion. The meeting adjourned by roll call vote as follows: Clenchy, aye; Crozier, aye; Dwight, aye; Haas, aye; Hunter, aye; Light, aye; O'Shea, aye.