BOARD OF DIRECTORS MEETING
March 31, 2020

MINUTES

On March 31, 2020, the EdAdvance Board of Directors held an online conference call meeting during which a quorum was present. President Michelle Ku called the meeting to order at 2:33 PM and recorded the following members in attendance:

1. Roll Call:

Name (District):  Deb Bell, Region 7
Kate Conetta, Danbury
John Kissko, Torrington
Michelle Ku, Newtown
Jennifer Pote, Region 12
Lynn Stone, Litchfield
Janelle Wilk, Watertown

EdAdvance Personnel:  Jeffrey Kitching, Executive Director
Jonathan P. Costa, Sr., Assistant Executive Director
Richard Carmelich, III, Chief Operations Officer
Mary Bevan, Chief Grants & Development Officer
Tracey Lay, Chief Talent & Collaboration Officer

1. New Business:

a) Action Item: Transfer of Litchfield Office mortgage from Union Savings Bank to Thomaston Savings Bank

Upon a motion by John Kissko, duly seconded by Jennifer Pote, the Board of Directors approved of this motion to authorize and empower to accept the loan from the lender and to borrow up to $1,015,000 from the lender, substantially upon the terms and conditions set forth in the commitment letter, as the same may be amended and to authorize, empower and direct the Executive Director to execute, negotiate, enter into, administer and deliver any and all instruments, documents, certificates, affidavits and agreements required by the Lender in connection with the closing of the Loan. Motion was approved unanimously.

b) Action Item: Transfer of ACCESS School mortgage from Union Savings Bank to Thomaston Savings Bank
Upon a motion by John Kissko, duly seconded by Deb Bell, the Board of Directors approved of this motion to authorize and empower to accept the loan from the lender and to borrow up to $500,000 from the lender, substantially upon the terms and conditions set forth in the commitment letter, as the same may be amended and to authorize, empower and direct, the Executive Director to execute, negotiate, enter into, administer and deliver any and all instruments, documents, certificates, affidavits and agreements required by the Lender in connection with the closing of the Loan. Motion was approved unanimously.

c) Appoint: Nominating Committee for Officers for FY 2020-2021

Anyone interested in serving to develop the slate of Board officers or interested in becoming a candidate is asked to contact Jeff. A motion was made by John Kissko to empower the Executive Director to perform the function of the Nominating Committee for the Executive Board Motion. The motion was seconded by Deb Bell and was approved unanimously.

d) Coronavirus Update:

- Our commitment is to keep everyone safe, healthy and employed.
- We have been trying to keep everyone as updated as possible.
- We have about 33% to 50% working from home – we are trying to get more involved (like drivers) when it’s appropriate.
- Continuing to service our 80 special education program students as well, through distance learning.
- Food Service is handing out 400-500 meals every day in Winchester and Torrington.
- Group homes and special needs services still functioning as well.
- Doing Birth to Three services online, to greatest extent possible.
- Remote learning for Adult Education mandated services.
- Transportation is doing some instructional courier services for our special education students.
- More and more districts are stepping up to pay invoices in special education and transportation despite the interruption – this has helped us to maintain our employee status.
- Our budget is different as we depend on fee for service to run the shop – so we are taking a hit.
- We are seeking every possible relief pathway that is available to us.
- We want to commit to our employees so that when we need them for our districts they are there.
- Reduced expenses – basically not spending anything but salary, benefits, and pass through expenses.
- Will keep the Board up to date on our ongoing budget mitigation strategies – our new bank has been terrific – but our focus is on forgivable relief.

e) Facilities Update:

- We got out of our Danbury office lease – and it all occurred directly during the shutdown – but we moved forward anyway – we did not want to risk not having the capacity to serve these populations.
f) Planning for 2020-2021 Fiscal Year:

- We have the data but we have delayed the budget process for obvious reasons.
- Hope to have a preliminary budget ready for your review in late April and for review and voting in May.
- We are very confident in next year’s projections regardless of what happens between now and July 1.

g) Personnel Matter – Executive Director’s Evaluation and Contract

- Jeff will send the self-assessment to the board in the next few days so they can review it.
- Over the next month, the Board can comment and ask questions about the contents of the self-assessment, then Michelle can gather feedback from the Board and craft a memo that summarizes it and will serve as an evaluation.
- Then by the end of the year, there will be an Executive Session to review that and act on a renewal of Jeff’s contract.

2. Adjournment

John Kissko motioned to adjourn, Janelle Wilk seconded it, and the vote to adjourn was unanimous.

Minutes recorded by: Jonathan Costa

Deb Bell, Secretary