



**Assabet Valley Collaborative Board of Directors Meeting  
October 29, 2021**

**In-Person:** 28 Lord Road, Suite 125; Marlborough, MA 01752; Conference Room C

**MINUTES**

**Present:** Michael Bergeron, Kirk Downing, Gregory Martineau, Gregory Myers, Joseph Sawyer and Jeffrey Zanghi.

**Also Present:** Cathy Cummins, Nicki Goncalves, Suzanne Pomerleau, Jenn Medina, Aldo Tortorelli, and Ina Williams

**Absent:** Amber Bock, Jay Cummings, Brian Haas, Casey Handfield, Ernie Houle, and Marco Rodrigues.

**CALL TO ORDER**

Michael Bergeron, Vice Chair, called the meeting to order at 9:03.

**APPROVAL OF MINUTES**

Kirk Downing motioned to approve the minutes of September 24, 2021. Jeffrey Zanghi seconded the motion. The Board voted (6-0) to unanimously approve the minutes of September 24, 2021.

**SHARED LEADERSHIP AND EDUCATIONAL EQUITY AT AVC**

Cathy introduced this month's shared leadership update topic of Mission & Vision. She noted that the central office team has joined the SLT team on a weekly basis. She shared excerpts from the [slide deck](#) used with the leadership team to initiate revisions to AVC mission and vision statements - with equity by design at the center. One slide displayed the elements of human-centered design thinking (notice, empathize, define, ideate, prototype, test, reflect) alongside the methods and mindsets needed throughout the iterative process. Greg Myers expressed that this is very inspirational and hard work. Joseph Sawyer shared that he appreciates the nesting of SLT as it moves down to the next level. Kirk Downing asked Cathy to explain one of the slides - which Cathy explained highlighted a range of identities that can yield advantages or face barriers within an environment. Greg Myers stated that he appreciated the addition of accountability and adaptability in the language of the mission statement.

Cathy shared that the School Committee Update will include an update on the transportation contract with Van Pool. She had hoped to have it ready for today's meeting, but AVC and Van Pool have not yet reached an agreement. The School Committee update will be shared once an agreement with the company has been reached. She explained that each Board Member is required to present a school committee update about AVC at least four times during the year. AVC usually produces a general update in the fall, an audit update in the winter, an annual report update in the winter, and a budget/tuition update in the winter/spring - though some timelines and topics will vary from year to year.

**TRANSPORTATION**

Cathy updated the Board on the ongoing efforts to reconcile FY21 Transportation billing discrepancies/disputes with Van Pool and to negotiate a new contract with the company. Ina Williams, Transportation/Accounts Payable Specialist and Jenn Medina, HR/Finance Coordinator, described their efforts to scrutinize all FY21 payables and receivables. The team has met with Van Pool several times (10/15, 10/26, upcoming 11/5) but the

final reconciliation is not yet complete. Most of the disputed amounts relate to \$265,000 in “non-running routes' ' fees; AVC and Van Pool disagree about the methodology used and most districts refused to pay most of these charges. AVC has identified VanPool billing errors - missed credits back to AVC following revisions to district charges, double-billing for the same student, continued billing for routes that should have been canceled, etc. While the team has made significant progress in finalizing, the reconciliation is not yet complete. So far it does appear that Van Pool owes AVC a considerable amount of money for FY21.

In addition to reconciling FY21 disputes, AVC and VanPool are currently engaged in negotiations for FY22-FY24 contract renewal. Cathy stated that AVC's key interests in the negotiation process are to return to pre-pandemic pricing methodology, to streamline billing processes and accuracy, and to hold VanPool accountable for improvements in quality of services and accuracy of billing/communication. Ina Williams described that AVC would resume control of preparing district invoices, would withhold payment to VanPool when billing errors are not resolved, would add more partners within AVC to routinely review VP bills/district invoices. In addition, more frequent review meetings with Van Pool will help with quality control and process improvements. Mike Bergeron noted that the volume of errors in billing has AVC and district staff doing the company's accounting work. Greg Martineau asked if any of AVC's transportation shortfall was because districts owed AVC money. Cathy noted that there were a couple of districts that had short paid invoices but that for the most part the preponderance of the shortfall was between AVC and Van Pool.

Cathy summarized the FY22+ negotiation with Vanpool. She noted that the significant concerns with driver conduct, incidents, CORI/Fingerprinting compliance, and billing accuracy had influenced AVC's approach to negotiation. The new contract will need to include provisions for quality improvements as well as pricing and other terms that will return AVC's transportation to a positive net position and restored credibility.

The company has consistently proposed a 3 year contract with 6% increases in FY23 and FY24. AVC has been concerned about a 3-year contract due to the significant quality concerns in the last two years and has not received any data from VanPool warranting the 12% increase in the final two years. Van Pool has requested to remove or significantly reduce the amount of the performance bond. AVC has proposed penalties for poor service and billing errors. The Board discussed various options - if quality improves (billing and service) board members were comfortable with a 3-year term but were opposed to accepting two consecutive 6% increases. Based on performance in the last two years, Board members were adamant that the contract retain the full \$4 million performance bond and clear penalty language. Some various ideas for penalties were brainstormed; in the end Cathy noted that the more complicated the language of penalties the harder it is to enforce. She noted that withholding payment was likely the most impactful penalty for billing errors and the easiest to enact. Cathy noted that Van Pool's current proposal for FY22 rates include a \$5/day increase to monitors.

After deliberation the Board took the following 3 actions:

Joseph Sawyer motioned to authorize AVC's Executive Director to negotiate and execute a contract with Van Pool for FY22 through FY23 (with two one-year extensions at collaborative's sole discretion); increases in FY23 not to exceed 6%, and increases in FY24/FY25 if extended not to exceed 3% with performance expectations as illustrated in the proposed contract. Greg Martineu seconded the motions. The Board voted unanimously (6-0) to authorize AVC's Executive Director to negotiate and execute a contract with VanPool for FY22 through FY23 (with two one-year extensions at the collaborative's sole discretion); increases in FY23 not to exceed 6%, and increases in FY24/FY25 if extended not to exceed 3% with performance expectations as illustrated in the proposed contract.

Joseph Sawyer motioned to authorize AVC's Executive Director to negotiate and execute a contract with Van Pool for FY22 through FY24 (with two one-year extensions at collaborative's sole discretion); increases in FY23 and FY24 not to exceed 4%, and increases in FY25/FY26 if extended not to exceed 4% with performance

expectations as illustrated in the proposed contract. Kirk Downing seconded the motion. The Board voted unanimously (6-0) to authorize AVC's Executive Director to negotiate and execute a contract with VanPool for FY22 through FY24 (with two one-year extensions at collaborative's sole discretion); increases in FY23 and FY24 not to exceed 4%, and increases in FY25/FY26 if extended not to exceed 4% with performance expectations as illustrated in the proposed contract

Gregory Martineau motioned to approve the FY22 increase to Monitor rate of \$95/day effective November 1, 2021. Gregory Miers seconded the motion. The Board voted unanimously (6-0) to approve the FY22 increase to Monitor rate of \$95/day effective November 1, 2021.

FY21 Finance Update (update to Sept memo) and FY22 Budget Update and Future Amendment: tabled until November meeting.

**Allow the Executive Director to pay FY21 invoices out of FY22 funds.** (see list below)

<b><u>Vendor</u></b>	<b><u>Date of Invoice</u></b>	<b><u>Amount</u></b>	
New England Center	4/30/2021	\$44.95	left on PD invoice
New England School Services	5/13/2021	\$6,864.00	removal/replacement doors OSA
School Messenger Renewal	1/1/2021-12/31/2021	\$1,512.00	Website hosting
Olivia Overton	6/15/2021	\$800.00	Tuition Reimbursement
Hollen Mitchum	6/15/2021	\$800.00	Tuition Reimbursement
Learnwell - 43182	November 2019	\$184.00	

Joe Sawyer motioned to allow the Executive Director to pay the FY21 invoices (listed above) out of FY22 funds. Kirk Downing seconded the motion. The Board voted unanimously (6-0) to allow the Executive Director to pay the FY21 invoices (listed above) out of FY22 funds..

**Equipment Donation from Hudson Public Schools**

The Hudson public schools donated physical therapy equipment to AVC. This included 2 pacers, 2 adaptive toilets, 2 wheelchairs, and 2 pediatric posterior walkers.

Kirk Downing motioned to accept the physical therapy equipment with gratitude. Jeffrey Zanghi seconded the motion. The Board voted unanimously (6-0) to accept the physical therapy equipment with gratitude.

Facilities Update - Aldo Tortorelli: tabled until November meeting.

Update on filling Finance position at AVC: tabled until November meeting

**ADJOURNMENT** - Joe Sawyer motioned to adjourn the meeting and enter into Executive Session (without returning to public session) to discuss strategy with respect to pending litigation; Kirk Downing seconded the motion. The Board voted unanimously (6-0) to adjourn the meeting and enter into Executive session, with a roll call vote at 10:35 am.

Respectfully submitted,

Suzanne Pomerleau  
Administrative Assistant