

**IPSWICH SCHOOL COMMITTEE
WEDNESDAY, JULY 1, 2009
MIDDLE/HIGH SCHOOL ENSEMBLE ROOM**

OPEN SESSION

CALL TO ORDER

Mr. J. Loeb, Chair, called the meeting to order at 7:10 p.m. with the following people present: School Committee – E. Traverso, L. Dietz, B. Hopping, J. Arsenault, H. O’Flynn
Finance Committee – R. Howard, W. Craft, J. Fay
School Personnel – Supt. R. Korb, Fin. Dir. J. Cuff
Attorney – R. Allen

ANNOUNCEMENTS

CITIZENS’ COMMENTS

FEOFFEES TRUST ADMINISTRATION ORDER, VERSION 20

Mr. Loeb announced that there is one agenda item: to review Draft #20 of the Trust Order and he asked that the Board focus on the red-lined version (revision by the Feoffees made in late March before Town Meeting). Following this meeting, Version 21 draft goes back to the Feoffees and is forwarded to the Finance Committee and Board of Selectmen for a review and further comments.

The Board of Selectmen are filing a home-rule petition based on the vote at Town Meeting and this will run in tandem with the process of filing a final version of the Trust to the Atty. General and the Probate Court.

Mr. Traverso was concerned that a new Board of Feoffees be made aware of the financial statement of 2008 just released including the repairs from the storm of 2007 to protect them in the takeover without surprises. Mrs. Arsenault was very concerned about cost risk and process. Without acceptance, Mr. Allen felt that the Feoffees would go to the Attorney General/Probate Court alone.

Mr. Loeb asked for focus on the three carry-over Feoffees who are choosing to continue for one year. It was explained by Mr. Loeb that, with conversation with Attorney Sheehan (Feoffees) and Attorney Allen (School Committee), the current three Feoffees want to follow the process of the development/sale through to the end as they are defendants in litigation.

Page 2, 4b. Number and Appointment of Feoffees. Dr. O’Flynn moved to strike the language in red that Private Feoffees would be automatically appointed and all corollary language on Page 2 through Page 3 with the exception of the bullet under Private Feoffees as follows:
“Nothing herein shall prevent a person who served as a Private Feoffee from being

appointed a Feoffee by a public body so long as all eligibility requirements herein are met". This quoted section remains under 4b as does Appointments which will revert to 2 appointed by the School Committee, 2 appointed by the Board of Selectmen, 2 appointed by the Finance Committee, and 1 appointed by Town Meeting. Mr. Hopping seconded. In further discussion, Mrs. Arsenault pursued her concerns for process, timing, and cost. Attorney Allen said that it would be a long case. Senator Tarr and Representative Hill say the procedure with the legislature will continue until January with the Governor's signature effecting the change. Members want to have a three-Board discussion and Mr. Fay and Mr. Howard felt that all three Boards are agreed on the issues. Vote on Dr. O'Flynn's motion: UNANIMOUS.

Page 2, 4a3. Mr. Traverso moved, seconded by Mrs. Arsenault, that the red-lined language remain. There was discussion regarding Feoffees controlling cash (from sale of cottages) vs. real estate. An investment manager would be appointed by a public body. Vote: 3/3. Motion failed. Mr. Loeb explained that the School Committee did not accept the proposed change as there was not a majority accepting the change. Attorney Allen offered language and Mr. Loeb moved, seconded by Mrs. Arsenault, that if, as, and when the Trust's sole assets are cash and cash equivalents, the Little Neck eligibility restrictions will not apply. UNANIMOUS.

Page 8, 6x. There was discussion regarding current litigation involving current Feoffees who fall under a general liability policy. Attorney Allen stated that litigation would, by and large, transfer to newly appointed Feoffees when the change comes. New Feoffees would not be sued individually. Mrs. Arsenault moved, seconded by Mr. Traverso (with the understanding that this would apply only to new Feoffees) to accept Page 8, 6 x, red-lined language amended to include the words "Feoffees appointed pursuant to the terms of this document". UNANIMOUS.

Page 1, Paragraph 3. Mrs. Arsenault moved, seconded by Mr. Traverso, to reject the red-lined addition/deletion and to retain the original language. UNANIMOUS.

Page 4, 4c. Term of Service. "Private Feoffee..." was deemed irrelevant by consensus.

Page 4, 4d. Mrs. Dietz moved, seconded by Mr. Hopping, to reject the red-lined language. UNANIMOUS.

Page 5, 4g. Mr. Hopping moved, seconded by Mrs. Arsenault, to reject the red-lined language. UNANIMOUS.

Page 5, 5e. After discussion with Finance Committee members, the risks involved, and the ability for Feoffees to obtain a mortgage before sales, Mrs. Arsenault moved, seconded by Mr. Hopping, to amend 5e to read "with the approval of the School Committee". IN FAVOR- O'Flynn, Loeb, Hopping, Arsenault; OPPOSED- 0; PRESENT- Traverso.

Page 5, 5a. Dr. O’Flynn moved, seconded by Mr. Loeb, to accept language as written. IN FAVOR - O’Flynn, Loeb, Arsenault, OPPOSED - Traverso, Dietz, Hopping. Motion failed. Mrs. Dietz moved, seconded by Mr. Hopping, “to sell, lease, rent, improve and manage the Trust real estate”, removing the red-lined mortgage portion. Vote: 5 IN FAVOR, 1 OPPOSED.

Page 5, 6. With Attorney Allen’s recommendation for clarity, Mrs. Arsenault moved, seconded by Mr. Hopping, to accept the language of Page 5, 6a, and add as follows: “The amount of said net sale proceeds, after payment of debts *in an amount approved by the School Committee*, owed by the Feoffees at the time of this Order ...” IN FAVOR - O’Flynn, Loeb, Arsenault, Hopping, Dietz; OPPOSED - Traverso.

Page 6, 6b. Mrs. Arsenault moved, seconded by Dr. O’Flynn, to accept red-lined language. UNANIMOUS.

Page 7, 6g. Dr. O’Flynn moved, seconded by Mr. Hopping, to reject the red-lined language. UNANIMOUS.

Page 7, 6o. Mrs. Arsenault moved, seconded by Mr. Loeb, to reject the red-lined language. UNANIMOUS.

Page 7, 6q. Mr. Hopping moved, seconded by Mrs. Arsenault, to approve the red-lined language and accept the language “and any affiliated entities” recommended by Attorney Allen. UNANIMOUS.

As recommended by Mr. Loeb, Mrs. Arsenault moved, seconded by Mr. Hopping, to authorize the attorney to add the phrase “and any affiliated entities” where he deems it appropriate. UNANIMOUS.

Page 8, 6r. Mrs. Arsenault moved, seconded by Mrs. Dietz, to reject the red-lined language. UNANIMOUS.

Page 8, 6s & u. After discussion, Mrs. Arsenault moved, seconded by Mr. Hopping, to accept the red-lined language included in “s” and “u”. UNANIMOUS.

Page 8, 6v. Mrs. Arsenault moved, seconded by Mr. Hopping, to accept the red-lined language. UNANIMOUS.

Page 8, 6w. Mrs. Arsenault moved, seconded by Dr. O’Flynn, to accept the red-lined language. UNANIMOUS.

Page 9, 6z. Dr. O’Flynn moved, seconded by Mr. Traverso, to accept the red-lined language. IN FAVOR - O’Flynn, Traverso; OPPOSED - Loeb, Arsenault, Dietz, Hopping.

Page 9, 7a. Dr. O’Flynn moved, seconded by Mr. Hopping, to accept the red-lined language with the amendment to take out the word “reasonably”. UNANIMOUS.

Page 10, 7c. Mrs. Arsenault moved, seconded by Mr. Hopping, to strike the red-lined word “may” and insert “shall”. UNANIMOUS.

Mr. Loeb moved, seconded by Mr. Hopping, to return the deleted language about “24 lots available for year-round rental”. IN FAVOR - Loeb, Traverso, Hopping, Dietz; OPPOSED - O’Flynn, Arsenault.

Page 10, 7d. Mrs. Arsenault moved, seconded by Dr. O’Flynn, to approve the red-lined language. UNANIMOUS.

Page 10, 8a. After discussion, the decision was made to hold off on a vote regarding “The Trust shall be a *governmental body*.” for a discussion with Town Counsel. Mr. Howard felt that, while Attorney Sheehan (Feoffees) had advised the “governmental body” terminology as a better way to avoid minutia of Town ordinances, there is a whole host of minutia which do apply.

OTHER

Members briefly reviewed the need to evaluate the Superintendent; hence, an Operations Committee meeting is scheduled for July 8 following completion of evaluation forms.

Mr. Korb commented on cuts in State budget areas and grants which will be discussed and budget vote taken on July 16.

ADJOURNMENT

Mr. Hopping moved, seconded by Mr. Traverso, to adjourn at 10:12 p.m.