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OF COUNSEL

October 5, 2015

Elizabeth Sorrell, Superintendent  
Carver Public Schools  
3 Carver Square Boulevard  
Carver, MA 02330

Dear Superintendent Sorrell:

This responds to your request for a legal opinion regarding whether a superintendent is legally authorized to sign contracts on behalf of the school department. It is my understanding that there has been some suggestion that the school committee chair should instead sign such contracts. As described below, the superintendent generally has authority to enter and sign contracts for the school department, so long as the school committee has allocated funds for the types of goods and services involved.

As an initial matter, it should be noted that neither the chair nor any individual school committee member has authority to act on behalf of the school department. Thus, the question must be whether a quorum of the school committee must vote to enter each contract or whether the superintendent may legally enter and execute such contracts.

Prior to the Education Reform Act of 1993, M.G.L. c. 71, §37 provided school committees with "general charge" of the public schools. The Reform Act altered school governance by eliminating this "general charge" and instead providing enumerated powers and duties to school committees, including review and approval of the budget for public education in the district. Consistent with this change, the Reform Act amended MGL c. 71, §59 to eliminate the school committee's "general direction" of the superintendent and to instead provide that the "Superintendent shall manage the system in a fashion consistent with state law and the policy of the district."

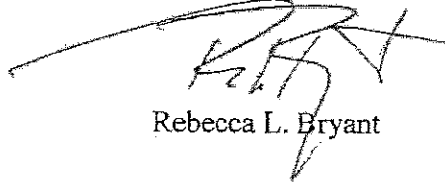
Under these provisions, the school committee remains responsible for developing the budget, including allocating amounts to be expended within various cost centers. Once the school committee has allocated funds for a particular type of service or supply (e.g., classroom teachers, textbooks, or office supplies), superintendents and, in some cases, principals are generally authorized to enter contracts for such services and supplies. See, e.g., M.G.L. c 71, §§48, 59, 59B and DOR Opinion #96-1121 (1/6/97).

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Please note that in preparing this opinion I have reviewed the general laws and consulted with representatives of the Massachusetts Department of Revenue, Division of Local Services ("DOR") and the Massachusetts Department of Elementary and Secondary Education ("DESE"). Please contact me if you require additional information regarding the above.

Sincerely,

A handwritten signature in black ink, appearing to read 'Rebecca L. Bryant', with a long horizontal flourish extending to the left.

Rebecca L. Bryant

RB:th

cc: Gina Hanlon-Cavicchi, Chair of Carver School Committee

## Sorrell, Liz

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**From:** Milanoski, Michael <michael.milanoski@carverma.org>  
**Sent:** Monday, September 21, 2015 11:36 AM  
**To:** Sorrell, Liz  
**Cc:** ronaldclarke@comcast.net  
**Subject:** RE: LAB-AIDS documentation.docx

Liz,

This is a simple question, it appears you do not have the legal authority under MGL, nor can school committee delegate that to you to sign contracts as you say you have been doing for 10 years. I may be wrong and if so I have no problem admitting that. I'm just requesting legal opinion confirmation you have that authority, if you do you should be able to get a legal opinion to say so. If not, then going forward we will just need the chair to sign off rather than you. This should not be a big deal – so let's not make it one.

Further, everything regarding the school operations has to do with building a new school building, so that people learn to trust government by example as that was one of the reasons it was voted down last year and given per my position, I'm am and will require all t's to be crossed and l's dotted.

Michael

Michael R. Milanoski  
Town Administrator  
Town of Carver  
108 Main Street  
Carver, MA 02330  
[www.carverma.org](http://www.carverma.org)  
508.866.3401

**From:** Sorrell, Liz [mailto:Sorrell@carver.org]  
**Sent:** Monday, September 21, 2015 11:26 AM  
**To:** Milanoski, Michael <michael.milanoski@carverma.org>  
**Cc:** ronaldclarke@comcast.net  
**Subject:** RE: LAB-AIDS documentation.docx

I have been signing all contracts for 10 years in Carver and our audits show no reflection of that being illegal. I plan to continue until June 30. Then Scott will be signing all contracts.

This is ridiculous and has nothing to do with a school building.

Liz Sorrell

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**From:** Milanoski, Michael [mailto:michael.milanoski@carverma.org]  
**Sent:** Monday, September 21, 2015 11:17 AM  
**To:** Sorrell, Liz  
**Cc:** Gina Marie Hanlon  
**Subject:** RE: LAB-AIDS documentation.docx

I have no problem with that as long as it is legal. Can you check with your attorney and get a legal opinion you can legally bind the School Committee. Once you do I'm fine with it but it appears under state law they have to sign and cannot delegate. Given the school building vote – we just need to cross our t's and dot our l's.

Michael R. Milanoski  
Town Administrator  
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[www.carverma.org](http://www.carverma.org)  
508.866.3401

**From:** Sorrell, Liz [<mailto:Sorrell@carver.org>]  
**Sent:** Monday, September 21, 2015 10:51 AM  
**To:** Milanoski, Michael <[michael.milanoski@carverma.org](mailto:michael.milanoski@carverma.org)>  
**Cc:** Gina Marie Hanlon <[ginamariehanlon@verizon.net](mailto:ginamariehanlon@verizon.net)>  
**Subject:** RE: LAB-AIDS documentation.docx

The school committee assigns the superintendent to sign all contracts. The Superintendent will be signing all contracts per school committee policy.

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**From:** Milanoski, Michael [<mailto:michael.milanoski@carverma.org>]  
**Sent:** Monday, September 21, 2015 10:45 AM  
**To:** Sorrell, Liz  
**Cc:** LaMay, Meg; Gray, Peter  
**Subject:** FW: LAB-AIDS documentation.docx

Liz,

I have reviewed the package you sent to Meg requesting approval for sole source.

As the Town CPO, I am making a determination that this is a sole source procurement and Lab Aids is the only retail option given that all three steps in the town procurement process has now been followed after the fact. The release of payment in the amount of \$42,300.95 has now been authorized. As you are aware under state law, the procurement responsibility is solely the responsibility of the Town CPO which is the Town Administrator. As a department of the Town of Carver, the School Department must follow the town procedure for purchasing of goods and services. I'm sure your attorney has told you this and has shared with you're the appropriate case law that requires schools to follow state and town procurement policy and final decision rest with town CPO.

The school has the authority to purchase anything it wants within its budget PROVIDED it follow the town procurement policy. In addition the School Committee can assign any title it wants to you but that title under MGL has no legal authority as the School Committee does not have that authority to give you powers that have not been promulgated under MGL. However, I encourage the school committee to have additional checks and balances internally if that was the intent.

That being said as the Town of Carver CPO, I did assign responsibilities to both the Assistant Superintendent and you, the Superintendent that were filed and recorded with the state inspector general in August under MGL 30B section 19 as I am legally authorized to do, following our last meeting – see attached. However, as the Town CPO I'm the only one authorized to sign off on "sole source" in the Town of Carver per mass general laws and that authority has not been delegated.

Going forward for purchases over \$10,000 you will need to use the new contract form and have the Chairman of the School Committee sign off on the contract as it is my understanding that the chair is the only one legally authorized to sign off on contracts and that authority cannot be delegated within the school department.

Kindly note that if proper procurement including sole source approval is not signed off prior to ordering goods and services, including following all applicable laws and regulations the town is not responsible for illegal actions. Again, anything over \$10,000 (annually if known or anticipated) must follow this process as has been stated for the last few months and will be strictly enforced in FY2016.

Feel free to contact me with any questions.

Michael

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Town Administrator  
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**From:** LaMay, Meg  
**Sent:** Thursday, September 17, 2015 11:50 AM  
**To:** Milanoski, Michael <[michael.milanoski@carverma.org](mailto:michael.milanoski@carverma.org)>  
**Subject:** FW: LAB-AIDS documentation.docx

Here's Liz's e-mail....

Meg LaMay  
Town Accountant  
Town of Carver  
108 Main Street  
Carver, MA 02330  
(508) 866-3446

**From:** Sorrell, Liz [<mailto:Sorrell@carver.org>]  
**Sent:** Wednesday, September 09, 2015 12:32 PM  
**To:** LaMay, Meg <[meg.lamay@carverma.org](mailto:meg.lamay@carverma.org)>  
**Subject:** LAB-AIDS documentation.docx

Hi Meg,

I hope you are keeping cool during this heat wave!

I have attached the documentation you requested regarding the LAB-AIDS purchase order 151008.

I have also requested a sole source letter from Barbara Nagle, Director of SEPUP at the Lawrence Hall of Science at the University of California at Berkeley. She will be sending it to me in a bit (California time difference).

See you soon, Liz

Elizabeth A. Sorrell  
Superintendent  
Carver Public Schools  
508-866-6150