

**UNIVERSITY OF MASSACHUSETTS
AMHERST•BOSTON•DARTMOUTH•LOWELL•MEDICAL•LAW•ONLINE**

**MINUTES OF THE MEETING OF THE
BOARD OF TRUSTEES**

Thursday, December 10, 2020; 10:00 a.m.

Remote Meeting

**Pursuant to the Governor's Order Suspending Certain Provisions of the
Open Meeting Law, G.L. c.30A, s.20 dated March 12, 2020**

Trustees Present: Chairman Manning; Trustees Burns, Callahan, Cruz-Gordillo, Devaughn-Johnson, Epstein, Karam, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Patel, Peyser, Ramos Gagliardi, Scalona, Scheibel, Tolman, Woolridge and Wu

Trustees Absent: Vice Chair Peters; Trustees Kelleher and Okwara

University Administration: President Meehan; Senior Vice President Calise; General Counsel Leone; Chancellors Subbaswamy, Suárez-Orozco, Preble, Moloney and Collins

Faculty Representatives: Professor Hoagland, UMass Amherst; Professor O'Rielly, UMass Dartmouth; Professor Koren, UMass Lowell

Documents Used:

- September 22, 2020 (Open & Executive Session)
- Budget Update

Chairman Manning convened the meeting at 10:04 a.m. and stated that as a public body, the UMass Board of Trustees could meet remotely under the Governor of Massachusetts' executive order issued on March 12, 2020, which was effective immediately, and will remain in place until it is rescinded or the state of emergency that was declared is terminated.

General Counsel Leone stated that per M.G.L.; CMR, the January 2018 Open Meeting Law Guide and educational materials of the Massachusetts Attorney General; and the UMass Board of Trustees By-Laws, any member of the public may make an audio recording of the open session of the UMass Board meeting if a request is made at least 24 hours or in timely fashion before the start of the meeting, and granted by the Chair, and the Chair or his designee must inform all attendees at the beginning of the meeting of any recordings, including an UMass recording. The Chair has granted requests to record the meeting.

Additionally, per M.G.L.; CMR; the January 2018 Open Meeting Law Guide and educational materials of the Massachusetts Attorney General; and the UMass Board of Trustees By-Laws, any member of the public can request to speak at a Board of Trustees Committee meeting. It is entirely within the discretion of the Chair whether to allow the person to speak. The person needs to make the request at least 24 hours or in timely fashion in advance of the meeting to/through the Trustees Office and the Secretary of the Board of Trustees, and indicate a reason related to an agenda item.

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The Chair selects the amount of time allotted to each speaker, in the interests of the orderly administration of the meeting and time permitting.

Chief Information Officer Letchford then provided instructions for the Zoom meeting.

Consideration of the prior Minutes of the Board

Chairman Manning stated that the Board was provided with the draft meeting minutes of the September 22nd open and executive sessions and asked for any corrections. With no corrections, the minutes were approved.

The Chairman stated that pursuant to Mass General Laws Chapter 30A and under the Office of The MA Attorney General, Open Meeting Law Guide and Educational Materials, General Counsel Leone, under the delegation of the UMass Board of Trustees, has determined that the Executive Session minutes of the last meetings will not be released at this time, and should remain confidential because publication would defeat the lawful purposes of the executive session.

Chair's Remarks

Chairman Manning noted that the University's plan to confront the financial impacts of the COVID-19 pandemic would be discussed and expressed his gratitude for the collaborative process that President Meehan, Senior Vice President Calise, and the Chancellors have utilized throughout the constantly shifting challenge to arrive at rational, fact-based strategies focused on the long-term. An approach that recognizes the fiduciary responsibilities of the Board, and has earned the respect of external reviewers including bond rating agencies that have reaffirmed the University's pre-pandemic bond ratings and praised the University's fiscal management.

The Chairman announced that the Board will be hearing from University employee representatives later in the meeting and acknowledged how important they are to the success of the students, research, and the University's contributions to the Commonwealth.

Student Trustee Report, UMass Amherst

Trustee Scalona spoke to his experience and the barriers that posed new challenges upon admission to UMass Amherst and expressed gratitude for the home, community, and lifelong friends. He stated that as a university system, UMass can provide the same opportunity to other students long left behind by a system that was not built for them.

He highlighted the past year's efforts to support student needs including \$66,000 of microgrants, which provides a small cash grant to students facing unexpected financial emergencies, were distributed in the spring semester. The Student Care Supply Closets, which provides free toiletries and household items to students facing economic insecurity and/or an unexpected financial emergency around campus, were visited 240 times during the pandemic. 500 students who lacked a safe home environment to return to were housed on campus. UMass Amherst operated the fourth largest COVID-19 testing facility in the state, and the construction of a new Student Union and Worcester Dining Hall were recently completed.

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He also spoke to the struggles of students, staff, and faculty across the UMass system and higher education as a whole due to the pandemic and the need to ensure that the campuses address the issues and recognize the crucial work of staff and faculty to the operation of the University.

President's Report

President Meehan thanked Trustee Scalona for his report and noted his recent Op Ed article in the *Boston Globe* on evictions and homelessness.

The President thanked the Board and the Chancellors and their teams for their leadership during the pandemic. He stated that there is so much for the University of Massachusetts to be proud of in its collective response to the pandemic. He noted that Senior Vice President and Treasurer Lisa Calise will provide an update on the University's Fiscal Year 2021 budget.

He expressed his appreciation to Governor Baker, Senate President Spilka and Speaker DeLeo for supporting UMass throughout this unprecedented budget process. He commented on the Governor's and the Legislature's authorization for UMass to negotiate a line of credit with banks.

Budget Update

Senior Vice President Calise provided an overview of the University's FY2021 budget detailing the planning process since the beginning of the pandemic when the University's went fully remote through December. She discussed the Q1 financial projections for FY21 where the undergraduate campuses were still actively managing against a negative operating margin of \$7M or -0.3%. She highlighted were the University ended for FY2020 noting that the undergraduate campuses ended the year with a slight positive margin of 0.4%; and 1% overall for the University. She discussed the impact of COVID on revenue and what the University is facing for the spring semester.

President Meehan then called on the Chancellor to briefly discuss campus efforts in responding to the pandemic.

Chancellor Subbaswamy spoke to the testing program at the Amherst campus, the 4th largest testing center in Massachusetts.

Chancellor Suárez-Orozco spoke to the stress the pandemic is placing on students' health and mental health not only at UMass Boston but at all of the campuses.

Chancellor Preble thanked Student Trustee Dakayla Johnson for her time and offering students perspectives on a range of issues and spoke to the students' efforts in the planning and implementation of the plan for the Dartmouth campus

Chancellor Moloney spoke to efforts underway to move forward despite the challenges at the Lowell campus.

Chancellor Collins spoke to the Medical School's leadership on the front lines of the pandemic and discussed his observations about the future and the impact of the pandemic.

Public Participation

Risa Silverman, co-Chair of the Professional Staff Union at UMass Amherst; Leslie Marsland, President of the University Staff Association at UMass Amherst; Max Page, Vice President, Massachusetts Teachers Association and a professor of architecture at UMass Amherst; and June Lemen, Center for Women & Work Strategic Communications Specialist from UMass Lowell spoke to concerns over furloughs and cuts at the University and urged the Board to consider all other alternatives, to put an end to the budget cuts and furloughs, and to advocate for more state support for the University.

Trustee O'Brien asked a series of questions related to the University's unrestricted cash reserves/stabilization reserves, and balancing the budget for the public's understanding of the University's financial obligations. Senior Vice President Calise responded and noted the importance for an organization to create a budget plan, with management required to make adjustments for upsides and downsides to remain balanced.

Trustee Tolman commented on the importance of establishing a committee to discuss and address problems at the campuses and in an effort to keep UMass as a top tier university. Chairman Manning noted that it would be taken under consideration.

Trustee Scalona commented on the importance of valuing staff and workers. He then noted a proposal submitted by the Resident Assistant/Peer Mentor Union (RAPM) to the Board which he hoped was possible to discuss in the meeting's executive session.

Standing Committee Reports:

Committee on Academic and Student Affairs

Having reflected on remarks made throughout the meeting, Trustee Paris Jeffries read remarks provided by Dr. King on the day that he won the Nobel Prize.

Trustee Paris Jeffries reported that the Committee on Academic and Student Affairs met on November 18th and approved the CASA minutes of the September 15th open and executive sessions. Remarks were provided by President Meehan in which he recognized UMass students and young people around the country for voting in record numbers and thanked the Student Trustees. He highlighted the innovative work by the campuses. He noted the work of the University's centralized procurement operation, UPST, and the UMass Building Authority's commitment to diversifying the portfolio of firms hired to work on UMass construction projects. System Chancellor Katherine Newman reported on the economic development mission of the system.

The Committee was informed of the AQAD and PMYR reports, and an update was provided on the establishment of the UMass Lowell Applied Research Corporation (the "UML ARC") to provide certain research activities on behalf of and in cooperation with the University of Massachusetts Lowell. There was a discussion on diversity in enrollment.

The Committee considered and voted to approve the Bachelor of Arts and Bachelor of Science in Urban Public Health at UMass Boston and to approve Appointments of Named Professorships including Chairs at UMass Amherst. Both items were placed on the Consent Agenda for Board

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approval. The Committee then voted to enter into Executive Session to consider Appointments with Tenure at UMass Amherst and Lowell and to include the item on the Consent Agenda for Board action.

Committee on Administration and Finance

Trustee Karam reported that the Committee on Administration and Finance met yesterday, December 9th, and considered and voted to place one action item on the consent agenda for Board approval. Barbara Kroncke, UMBA's Executive Director, presented the action item. Senior Vice President Calise provided a comprehensive update on the FY21 budget. The Committee was informed of the System's Affirmative Action Report and the Sustainability Report that was provided with the meeting materials.

Trustee Karam applauded the efforts of the A&F Committee, Chancellors, and the President and his team in confronting the University's pandemic-driven fiscal challenges.

Audit Committee

Trustee Karam reported that the Committee on Administration and Finance met on December 9th and accepted the minutes of the prior Committee meeting, heard reports from Director of Internal Audit Kyle David, Senior Vice President Lisa Calise and University Controller Barbara Cevallos and KPMG.

Mr. David briefed the Committee on his team's activity during the fiscal year and provided a status of external audit activity around the University, including the University and its related entities' financial statement audits and other ongoing audits taking place across the University. Senior Vice President Calise and University Controller Cevallos highlighted the University's fiscal year 2020 financial results, including the impact of COVID-19, revenues, expenses, net position and operating margin. KPMG presented results from their audit of the University's financial statements. The Committee then voted to approve the Internal Audit Charter and the University's Fiscal Year 2020 Financial Statements.

Chairman Manning then asked for a motion to approve the Internal Audit's Charter and the University of Massachusetts Fiscal Year 2020 Financial Statements. It was moved by Trustee Woolridge and seconded by Trustee Epstein.

The Secretary then called the roll with each Trustee asked to vote yes or no. Chairman Manning voted for the motion as did Trustees Burns, Epstein, Karam, Lewis, Osterhaus-Houle, Paris Jeffries, Patel, Peyser, Ramos Gagliardi, Scalone, Scheibel, Woolridge and Wu. Trustees O'Brien and Tolman were not present for the vote.

VOTED: To approve the Internal Audit's Charter, Document T06-061.

And,

VOTED: To approve the University of Massachusetts Fiscal Year 2020 Financial Statements, Document T20-049.

Consent Agenda

Chairman Manning then asked for a motion to approve items 1-4 on the Consent Agenda by a single vote. It was moved by Trustee Burns and seconded by Trustee Scheibel.

The Secretary then called the roll with each Trustee asked to vote yes or no. Chairman Manning voted for the motion as did Trustees Burns, Epstein, Karam, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Patel, Peyser, Ramos Gagliardi, Scheibel, Woolridge and Wu. Trustee Scalona abstained. Trustee Tolman was not present for the vote.

VOTED: To approve the following votes listed as 1-4 on the Consent Agenda:

The Committee on Academic and Student Affairs approved items 1-3 on November 18, 2020

1. **Bachelor of Arts and Bachelor of Science in Urban Public Health, UMass Boston, Doc. T20-054**

To approve the Bachelor of Arts and Bachelor of Science in Urban Public Health at the University of Massachusetts Boston.

2. **Appointment to Named Professorship, UMass Amherst, Doc. T20-055**

To concur with the President in the appointment of Professor Samuel Hazen to the Dr. Constantine J. Gilgut Professorship in Plant Biology in the Department of Biology at the University of Massachusetts Amherst.

3. **Appointments with Tenure, UMass Amherst, Lowell, Doc. T20-047**

To concur with the President in the appointment of Jennifer Kish-Gephart as associate professor with tenure in the Department of Management at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Wenjun Li as professor with tenure in the Zuckerberg College of Health Sciences at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Timothy Ford as professor with tenure in the Zuckerberg College of Health Sciences at the University of Massachusetts Lowell.

The Committee on Administration and Finance approved item 4 on December 9, 2020

4. **Approval of Changes to the Capital Projects List (related to the FY2019–FY2023 Capital Plan), (Vote 2), UMass Boston, Doc. T18-064, as amended**

Pursuant to Trustee Policy T93-122, as amended to approve the following projects that exceeded the Approved Project cost by more than 10% and to satisfy the University's written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T18-064, as amended:

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Campus	Project Name	Vote 1	Vote 2	Adjusted Cost	Funding Sources				P3
					Local Funding	External Funding	Borrowed Funding	State Funding	
UMB	Substructure Demolition and Quadrangle Development	155,000,000	114,500,000	137,139,950	36,649,557	-	64,324,958	36,165,435	-
UMB	Renovations to Existing Academic Buildings	75,000,000	42,453,767	44,600,000	124,000	-	2,641,435	41,834,565	-
TOTAL		\$230,000,000	\$156,953,767	\$181,739,950	\$36,773,557	\$0	\$66,966,393	\$78,000,000	\$0

Other Business #1: Department of Defense Exclusion from Personnel Clearance Requirements, Document T20-053

Chairman Manning then asked for a motion to approve updating the new Trustees on the Department of Defense Exclusion from Personnel Clearance Requirements. It was moved by Trustee Woolridge and seconded by Trustee Scheibel.

The Secretary then called the roll with each Trustee asked to vote yes or no. Chairman Manning voted for the motion as did Trustees Burns, Callahan, Cruz-Gordillo, Devaughn-Johnson, Epstein, Karam, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Patel, Peyser, Ramos Gagliardi, Scalona, Scheibel, Tolman, Woolridge and Wu.

VOTED: WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chairman of the Board, the President, and the designated Facility Security Officer meet the personnel clearance requirements established for a contractor's facility clearance; and

WHEREAS, said Department of Defense Regulations permit the exclusion from the personnel clearance requirements of certain members of the Board of Trustees and other officers, provided that this action is recorded in the minutes.

NOW, THEREFORE, BE IT DECLARED that the Chairman of the Board, the President, and the designated Facility Security Officer at the present time do possess, or will be processed for, the required security clearance; and

BE IT RESOLVED that in the future, when any individual enters upon any duties as Chairman of the Board, the President, or the designated Facility Security Officer, such individual shall immediately make application for the required security clearance; and

BE IT RESOLVED FURTHER that the following members of the Board of Trustees and other officers shall not have, and can be effectively excluded from access to all classified information in the possession of the corporation and do not occupy positions that would enable them to affect adversely policies or practices in the performance of classified contracts for the Department of Defense or the User Agencies of its Industrial Security Program:

<u>NAME</u>	<u>TITLE</u>
Mary L. Burns	Trustee
Ryan P. Callahan	Trustee
Peter Cruz-Gordillo	Trustee
Dakeyla M. Devaughn-Johnson	Trustee

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Robert Epstein	Trustee
Stephen R. Karam	Trustee
Richard M. Kelleher	Trustee
Robert Lewis, Jr.	Trustee
Michael V. O'Brien	Trustee
Noreen C. Okwara	Trustee
Kerri Osterhaus-Houle	Trustee
Imari K. Paris Jeffries	Trustee
Kush Patel	Trustee
R. Norman Peters	Trustee
James A. Peyser	Trustee
Julie N. Ramos Gagliardi	Trustee
Timothy Scalona	Trustee
Elizabeth D. Scheibel	Trustee
Steven A. Tolman	Trustee
Victor Woolridge	Trustee
Charles F. Wu	Trustee

Executive Session Announcement

Chairman Manning then asked for a roll call vote to enter into Executive Session To consider the purchase, exchange, lease or value of real property, as permitted under Massachusetts General Law, Chapter 30A, Section 21a(6), since an open meeting may have a detrimental effect on the negotiating position of the University and the chair declares that an open meeting will have a detrimental effect in obtaining qualified proposals.

It was moved by Trustee Paris Jeffries and seconded by Trustee Epstein. The Secretary then called the roll with each Trustee asked to vote yes or no. Chairman Manning voted for the motion as did Trustees Burns, Epstein, Karam, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Patel, Peyser, Ramos Gagliardi, Scalona, Scheibel, Tolman, Woolridge and Wu.

Chairman Manning then announced that the Zoom meeting will be closed by the host and instructed those participating in the Executive Session to hang up and join the Zoom meeting for that session with the specific link provided.

The time was 11:55 a.m.

Zunilka Barrett
Secretary to the Board of Trustees