

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

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

Thursday, September 22, 2022; 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; Vice Chair Peters; Trustees Berry, Burns, Dooley, Epstein, Karam, Kelleher, Lam, Lechowicz, Okwara, Osterhaus-Houle, Paris Jeffries, Peyser, Scheibel, Tolman (joined at 10:19 a.m.), White, Woolridge and Wu

Trustees Absent: Trustees Lewis, O'Brien and Ramos Gagliardi

University Administration: President Meehan; General Counsel Leone; Chancellors Subbaswamy, Suárez-Orozco, Fuller, Chen and Collins

Faculty Representatives: Professors Hoagland, UMass Amherst; Kim, UMass Boston; and Hurwitz, UMass Lowell

Documents Used:

- June 2, 2022 (Open & Executive Session)

Chairman Manning convened the meeting at 10:01 a.m. and reminded the Board of the Governor's executive order issued on March 12, 2020 and extended until March 2023 to have the meeting remotely. He reminded the Trustees to unmute themselves for the roll call votes and state their name when moving and seconding a motion for vote.

Consideration of the prior Minutes of the Board

Chairman Manning stated that the Board was provided with the draft minutes of the June 2, 2022 meeting's Open and Executive Session and asked for any corrections. With no corrections, the minutes were approved.

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 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 stated that in the interest of time he was deferring his remarks for later in the meeting during the Governance Committee report.

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Chairman Manning welcomed the new Student Trustees. Adam Lechowicz, a first year Ph.D. student in the Manning College of Information and Computer Sciences at UMass Amherst. Michael Dooley, a junior at UMass Boston pursuing a degree in Sport Leadership & Administration. Maxwell White, a rising senior at UMass Dartmouth pursuing a degree in Political Science, concentrating in International Relations. Mina Lam, a senior at UMass Lowell pursuing a degree in Business Administration with a minor in economics. Bethany Berry, a 5th year MD/PhD candidate at UMass Chan Medical School currently conducting her thesis research in the laboratory of Dr. Mark Johnson in the Department of Neurological Surgery.

Student Trustee Report, UMass Boston

Trustee Dooley reported on happenings at UMass Boston. The campus population received their COVID vaccination and booster shots over the past year. The annual Convocation ceremony hosted by Chancellor Suárez-Orozco and Provost Berger was held on September 14. Gina McCarthy, White House National Climate Advisor, was the guest speaker. The Chancellor and members of the senior administration served hamburgers and hot dogs to students on the Campus Center's front lawn following Convocation. On August 9, the Chancellor met with Undergraduate Student Government and Graduate Student Assembly student leaders, which included a discussion on students' mental health.

Trustee Dooley reported on the new Vice Chancellor for Student Affairs, Dr. Karen Ferrer-Muniz, and acknowledged and congratulated the new Deans who joined UMass Boston over the summer. Dr. Bo Fernhall (Manning College of Nursing and Health Sciences), Dr. Venky Venkatachalam (College of Management), and Stephanie Walker (Dean of University Libraries).

President's Report

President Meehan welcomed Julie Chen to her first Board meeting as Chancellor of UMass Lowell. He welcomed and acknowledged the new Student Trustees. He commented on the UMassVotes initiative, the non-partisan effort to get UMass students registered and voting; and noted the October 3rd system-wide summit on voting with student leaders and campus civic engagement staff.

President Meehan welcomed back the nearly 75,000 students to campus and commented on the impacts on enrollment nationwide and the University. He stated that on September 29 all of the campuses will gather in Amherst to focus on retention strategies. He noted the groundbreaking for the Robert and Donna Manning College of Information and Computer Sciences. He noted an additional gift of \$1.5 million to the Amherst campus by Trustee Bob Epstein. He commented on the more than fully funded budget request which includes targeted funding for financial aid, mental health services, and the endowment incentive program.

The President also announced joining with Mass General Brigham (MGB), the state's largest employer, and UMass Global to announce a \$5 million initiative fueled by Boston's Good Jobs Challenge grant award from the U.S. Economic Development Administration. An initiative designed to prepare 1,000 unemployed or underemployed individuals to serve as MGB front-line healthcare workers.

Standing Committee Reports:

Committee on Academic Affairs and Economic Development (CAAED)

Trustee Paris Jeffries reported that the Committee on Academic Affairs and Economic Development met on Wednesday, September 21, 2022, and approved the minutes of the May 25, 2022 CAAED meetings held in both open and executive session. President Meehan provided a report followed by a report by System Chancellor Newman on UMass' early college initiative, the Commonwealth Collegiate Academy. System Chancellor Newman along with Ismael Carreras, Chief Data Strategist presented the discussion item on Employment, Earnings and Destinations of UMass Graduates.

The Committee considered and voted on one Action Item: Appointments to Named Professorships including Endowed Chairs at UMass Amherst, Lowell and the Chan Medical School. CAAED then voted to enter into Executive Session for the purpose of considering four action items. Appointments with Tenure, UMass Amherst, Boston and Dartmouth, Awards of Tenure, UMass Chan Medical School, Transfer of Tenure, UMass Amherst and Dartmouth and Honorary Degrees at UMass Amherst, Dartmouth, Lowell and Chan Medical School. The tenure items were voted for inclusion in the Consent Agenda for Board approval.

Committee on Administration and Finance (A&F)

Trustee Karam reported that the A&F Committee met yesterday, September 21, 2022. Senior Vice President Calise provided several updates including preliminary year-end financials for FY22 and an update on the FY23 budget. She highlighted progress made on developing new dashboards to track spending on deferred maintenance and reported on the improved operating margins from the approved budget by the campuses.

Trustee Karam stated that he cautioned everyone about the one-time nature of the events impacting both revenue and expenses that have allowed the System to achieve a 3.8% operating margin, and that the campuses cannot rely on those resources in future fiscal years and must remain committed to ensuring financial stability by FY25. He highlighted the A&F Team's work with the campuses to monitor and to track the capital program. He reported that new dashboards will be included in the Quarterly Capital update going forward and that Lisa Calise and her team will present the updated five-year forecast in December.

The Committee considered and voted on three Action Items: Establishment of Endowed Professorships and Chairs at the University of Massachusetts Amherst and the University of Massachusetts Chan Medical School, Doc. T22-037; Authorization to Submit the University's Fiscal Year 2024 Budget Request, Doc. T22-038; and Approval of changes to the University's Five-Year FY2022-FY2026 Capital Plan, Doc. T22-039. The items were approved and placed on the Consent Agenda.

Consent Agenda

Chairman Manning asked for a motion to approve items 1-7 on the Consent Agenda. It was moved by Trustee Woolridge and seconded by Trustee Burns.

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The Secretary called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Berry, Burns, Epstein, Karam, Kelleher, Lechowicz, Okwara, Osterhaus-Houle, Paris Jeffries, Peyser, Scheibel, Woolridge and Wu.

VOTED: To approve the votes listed as 1-7 on the Consent Agenda:

The Committee on Academic Affairs and Economic Development approved items 1-4 on September 21, 2022.

1. **Appointments to Named Professorships and Endowed Chairs, UMass Amherst, Lowell, Chan Medical School, Doc. T22-044**

To concur with the President in the appointment of Professor Michael Zink for the title of Paros Professor of Geophysical Sensing Systems in the Department of Electrical and Computer Engineering at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Professor George Milne for the title of Edward D. Shirley '78 Endowed Professorship in the Department of Marketing at the University of Massachusetts Amherst.

And further, To concur with the President in the renewal appointment of Professor Carol Barry for the title of the Mark and Elisia Saab Endowed Professorship for two years at the University of Massachusetts Lowell.

And further, To concur with the President in the renewal appointment of Associate Professor Gulden Camci-Unal for the title of the Robert and Gail Ward Endowed Professor in Biomedical Materials Development (Ward Professorship) for a two-year term at the University of Massachusetts Lowell.

And further, To concur with the President in the renewal appointment of Associate Professor Comfort Enah for the title of the Donna Manning Endowed Chair for Nursing for a three-year term at the University of Massachusetts Lowell.

And further, To concur with the President in the renewal appointment of Professor Joey Mead for the title of the David and Frances Pernick Endowed Nanotechnology Professor (Pernick Professorship) for a two-year term at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Professor Sandra B. Richtermeyer to the inaugural Rist Family Foundation Endowed Deanship in the Manning School of Business at the University of Massachusetts Lowell.

And further, To concur with the President in the renewal appointment of Professor James Sherwood for the title of the Howard P. Foley Endowed Professor for a two-year term at the University of Massachusetts Lowell.

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And further, To concur with the President in the renewal appointment of Professor Margaret Sobkowicz-Kline for the title of the James V. Dandeneau Endowed Professorship at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Professor Andres Schanzer to the Cutler Chair in Vascular and Endovascular Surgery at the University of Massachusetts Chan Medical School.

And further, To concur with the President in the appointment of Professor Sharon Cantor to the Gladys Smith Martin Chair of Oncology at the University of Massachusetts Chan Medical School.

2. **Appointments with Tenure, UMass Amherst, Boston, Dartmouth, Doc. T22-047**

To concur with the President in the appointment of Associate Professor Anahit Mkrtchyan in the Department of Finance in the Isenberg School of Business at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Professor Tracy Baynard in the Department of Exercise and Health Sciences at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Professor Bo Fernhall in the Department of Exercise and Health Sciences at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Professor Venky Venkatachalam in the Department of Management Science and Information Systems at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Professor Hanchen Huang in the Department of Mechanical Engineering at the University of Massachusetts Dartmouth.

3. **Awards of Tenure, UMass Chan Medical School, Doc. T22-048**

To concur with the President in the awards of tenure to the following individuals in the following departments:

Chan Medical School Amy Walker, Program in Molecular Medicine
Guido Musch, Anesthesiology & Perioperative Medicine
Read Pukkila-Worley, Medicine

4. **Transfers of Tenure, UMass Amherst, Dartmouth, Doc. T22-049**

To concur with the President in the following transfer of tenure from the University of Massachusetts Lowell to the University of Massachusetts Amherst:

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Tenure Transfer of Joyita Dutta as an Associate Professor in the Department of Electrical and Computer Engineering at UMass Lowell **TO** Associate Professor in the Department of Biomedical Engineering at the UMass Amherst.

And further, To concur with the President in the following transfer of tenure from the University of Massachusetts Amherst to the University of Massachusetts Dartmouth:

Tenure transfer for Professor Mark Fuller in the Isenberg School for Business at the University of Massachusetts Amherst **TO** Professor in the Department of Management and Marketing at the University of Massachusetts Dartmouth.

The Committee on Administration and Finance approved items 5-7 on September 21, 2022.

5. **Establishment of Endowed Professor and Chair UMass Amherst, Chan Medical School, Doc. T22-037**

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to establish the following:

The Paros Professor of Geophysical Sensing Systems in the College of Engineering at the University of Massachusetts Amherst;

And further,

The Cutler Chair in Vascular and Endovascular Surgery at the University of Massachusetts Chan Medical School.

6. **Fiscal Year 2024 State Budget Request Authorization, Doc. T22-038**

To authorize the President to prepare and submit the University's Fiscal Year 2024 State Budget request per the Board's Governance policy (T73-098).

7. **Approval of Changes to the Capital Projects List (related to the FY2022–FY2026 Capital Plan), (Vote 1 - Alternative), UMass Amherst, Doc. T22-039**

WHEREAS, the University of Massachusetts Board of Trustees Policy T93-122, as amended, establishes approval requirements for Alternative finance/delivery projects that require the approval of the University President and the UMass Board of Trustees.

To take the following action:

Pursuant to Trustee Policy T93-122, as amended, to approve a **first vote** requiring the University of Massachusetts Building Authority to engage professional services to conduct an independent third-party analysis for the proposed Thermal Energy Storage Tank project at the Amherst campus. The adoption of such vote hereby satisfies the University's written request that the University of Massachusetts Building Authority undertake the following projects to the extent permitted by Trustee Policy T93-122, as amended, and Board vote T21-048 and requires a second vote of the board once further study of the projects is completed.

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Campus	Project Name	Preliminary Campus Estimate	Funding Sources				Alternative Finance & Delivery
			Local Funding	External Funding	Borrowed Funding	State Funding	
Amherst	Thermal Energy Storage Tank	\$9,975,000	-	-	-	-	\$9,975,000

Other Business: Department of Defense, Exclusion from Personnel Clearance Requirements, Doc. T22-052

Chairman Manning asked for a motion to approve the Department of Defense, Exclusion from Personnel Clearance Requirements and stated that it was a routine item updating new Trustees on the exclusion list from personnel clearance requirement. It was moved by Trustee Woolridge and seconded by Trustee Scheibel.

The Secretary called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Berry, Burns, Epstein, Karam, Kelleher, Lechowicz, Okwara, Osterhaus-Houle, Paris Jeffries, Peyser, 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>
Bethany C. Berry	Trustee
Mary L. Burns	Trustee
Michael E. Dooley	Trustee

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Robert Epstein	Trustee
Stephen R. Karam	Trustee
Richard M. Kelleher	Trustee
Mina T. Lam	Trustee
Adam M. Lechowicz	Trustee
Robert Lewis, Jr.	Trustee
Michael V. O'Brien	Trustee
Noreen C. Okwara	Trustee
Kerri Osterhaus-Houle	Trustee
Imari K. Paris Jeffries	Trustee
R. Norman Peters	Trustee
James A. Peyser	Trustee
Julie N. Ramos Gagliardi	Trustee
Elizabeth D. Scheibel	Trustee
Steven A. Tolman	Trustee
Maxwell D. White	Trustee
Victor Woolridge	Trustee
Charles F. Wu	Trustee

Chairman Manning and President Meehan acknowledged and thanked Vice Chair Peters and Trustees Woolridge and Osterhaus-Houle for their service to the University and the Board of Trustees. It was their last meeting on the Board. The Trustees commented on their experience on the Board.

Governance Committee Report

Chairman Manning reported that the Governance Committee met this morning and the members agreed and approved Amendments to the Board's Bylaws to remove the Athletic ad hoc Committee of the Committee on Academic Affairs and Economic Development and to add an Athletics Committee to the Standing Committees. The Committee also voted to remove the Advancement Committee as a standing committee. In addition, the Committee approved the Board Officers and Committee Leadership for 2022/2023.

Chairman Manning stated that the board members received a copy of the slate which was included in the materials and asked for a motion to approve the amendments to the bylaws and the 2022/2023 Slate. Trustee Burns moved the motion and Trustee Woolridge seconded.

Chairman Manning announced that it was his last Board meeting and reported that at 1:00 p.m. the Governor was appointing Steve Karam as his replacement as Chair of the Board. He expressed his confidence in Trustee Karam to lead the institution going forward.

He reported that Mary Burns will serve as the Vice Chair of the Board replacing Trustee Peters. Trustee Michael O'Brien will serve as Chair of the A&F Committee, Betsy Scheibel as Chair of the Audit Committee, Rick Kelleher as Chair of the reinstated Athletics Committee. He spoke of Trustee Epstein taking on a leadership role to advance fundraising efforts around the University.

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Chairman Manning expressed his gratitude for being able to serve as a Trustee and Chairman of the Board and spoke to the opportunity UMass Lowell afforded him. He thanked everyone for their support.

President Meehan commented on the Athletics Committee noting the importance to stay on top of the NCAA and Division I programs and rules changes. He also spoke of the importance of using Division III Athletics, particularly at the Boston and Dartmouth campuses to increase enrollment.

President Meehan commented on Chairman Manning's extraordinary contributions that the University of Massachusetts will benefit from for years to come. He expressed his gratitude towards Chairman Manning and thanked him for his support of him in his role as President of the UMass System, and support of the University and UMass Global.

The Secretary called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Berry, Burns, Epstein, Karam, Kelleher, Lechowicz, Okwara, Osterhaus-Houle, Paris Jeffries, Peyser, Scheibel, Tolman, Woolridge and Wu.

VOTED: To approve the following amendments to the By-Laws of the University of Massachusetts pursuant to: TRUSTEE DOCUMENT T91-100 UMass Board of Trustees By-Laws; Article II. Sections 3. and 4. – AGENDA and CONSENT AGENDA; Article III COMMITTEES OF THE BOARD: Section 1. Standing Committees and Section 5. Responsibilities of Standing Committees, (c) and (e); and ARTICLE IV. Section 1. (a) TRUSTEE GOVERNANCE COMMITTEE.

By removing the Athletic ad hoc Committee of the Committee on Academic Affairs and Economic Development and adding an Athletics Committee to the Standing Committees:

Athletics Committee – The Athletics Committee shall have the responsibility of considering and reviewing and making recommendations to the full Board on matters concerning intercollegiate athletics at the University of Massachusetts including but not limited to:

- i. master athletic plans including athletic affiliations and overall athletic development;
- ii. policies involving athletic departments, activities and services.

And further, By striking the Development Committee from the Standing Committees.

And,

VOTED: To confirm and approve the 2022/2023 Officers and Committee Chairs of the University of Massachusetts Board of Trustees as set forth in Doc. T22-051; all persons to serve until the next annual meeting of the Board.

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Trustees Burns spoke to what UMass does and how it benefits students. She thanked Chairman Manning and Trustees Osterhaus-Houle, Peters and Woolridge for what they have done for the University and its students. Trustees Peyser and Epstein also thanked the Chairman and Trustees Osterhaus-Houle, Peters and Woolridge for their contributions and service to the University. President Meehan commented on plans for a recognition event for the Trustees in the near future.

Chairman Manning turned the meeting over to Vice Chair Peters.

Vice Chair Peters spoke to Chairman Manning's superb leadership of the Board of Trustees during one of the most consequential periods in the history of the University and in collaboration with members of the Board and President Meehan, and his service, philanthropic giving, and impact to the University for years to come.

With great respect and admiration for Chairman Robert Manning, Vice Chair Peters asked for a motion to confer upon him the honorary title of University of Massachusetts Board of Trustees Chairman Emeritus.

Trustee Karam moved the motion and Trustee Burns seconded.

The Secretary called the roll with each Trustee asked to vote yes or no. Vice Chair Peters voted for the motion as did Trustees Berry, Burns, Epstein, Karam, Kelleher, Lechowicz, Okwara, Osterhaus-Houle, Paris Jeffries, Peyser, Scheibel, Woolridge and Wu. Trustee Tolman was not present for the vote.

VOTED: To confer upon Robert Manning the honorary title of University of Massachusetts Board of Trustees Chairman Emeritus. (Doc. T22-056)

Chairman Manning departed the meeting at 10:55 a.m.

Executive Session Announcement

Vice Chair Peters asked for a roll call vote to enter into Executive Session Pursuant to Massachusetts General Law, Chapter 75, Section 4, for the purpose of considering Honorary Degrees, UMass Amherst, Dartmouth, Lowell, and Chan Medical School; and to conduct strategy sessions in preparation for negotiations with nonunion personnel pursuant to Massachusetts General Law, Chapter 30A; Section 21(3); 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 to comply with, or act under the authority of, any applicable general or special law, pursuant to Massachusetts General Law, Chapter 30A; Section 21(7); Massachusetts General Law, Chapter 214; Section 1B.

Vice Chair Peters stated that the meeting will not reconvene in open session and asked for a motion. It was moved by Trustee Burns and seconded by Trustee Karam.

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The Secretary called the roll with each Trustee asked to vote yes or no. Vice Chair Peters voted for the motion as did Trustees Berry, Burns, Epstein, Karam, Kelleher, Lechowicz, Okwara, Osterhaus-Houle, Paris Jeffries, Peyser, Scheibel, Tolman, Woolridge and Wu.

Vice Chair Peters thanked everyone and stated that those participating in the Executive Session should join that Zoom meeting with the specific link provided.

The time was 10:57 a.m.

Zunilka Barrett
Secretary to the Board of Trustees