

UNIVERSITY OF MASSACHUSETTS

AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER

**MINUTES OF THE MEETING OF THE
COMMITTEE OF THE WHOLE**

Tuesday, November 9, 2004; 4:00 p.m.

Ballroom, Campus Center

100 Morrissey Boulevard

University of Massachusetts

Boston, Massachusetts

Trustees Present: Chair Karam; Vice Chair White; Trustees Armstrong, Austin, DiBiaggio, Kennedy, King, Labrecque, Mahoney, Moseley, Murphy, O’Shea, Pearl, Pham and Sheridan

Trustees Absent: Trustees Boyle, Cassel, Dubilo, Erving, Fey, McCarthy and Rainey

University Administration: President Wilson; General Counsel O’Malley; Vice Presidents Chmura, Gray, Julian, and Lenhardt; Ms. Harrington; Associate Vice President for Academic Affairs; Chancellors Lombardi, Motley, MacCormack and Lazare

Faculty Representatives: Professor O’Connor, UMASS Amherst; Professor Tirrell, UMASS Boston

Chair Karam convened the meeting at 4:17 p.m. and indicated that today’s meeting will provide an in-depth analysis and review of the proposal for a University of Massachusetts School of Law. He expressed his confidence that all questions that have been put forward will be addressed today.

This is our third meeting in this process following a general overview and two subcommittee meetings dealing with academics and financial considerations. Chair Karam thanked Trustee Austin, Chair of the Committee on Academic and Student Affairs, and Trustee Dubilo, Chair of the Committee on Administration and Finance for their assistance in putting those insightful committee meetings together.

Chair Karam welcomed Trustees John Armstrong and Janet Pearl to the meeting.

Chair Karam then announced that the Board of Trustees Retreat will be held on January 27; the UMASS Boston Chancellor Search is underway. Trustee Rainey will report on the status of the Search at tomorrow’s Board meeting; out-going Trustees Diane Moes, William Giblin, and James Mahoney, who have a combined 30 years of service to the University, will be recognized by the Board of Trustees in the near future; the Board will also be recognizing out-going chair Grace Fey’s accomplishments; \$1.5 million was raised at the Bill Cosby event at UMASS Amherst. Chancellor Lombardi and his team did an incredible job.

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Chair Karam announced that Joseph Cofield has resigned from his position as Executive Director of the UMASS Foundation but will serve in a consulting capacity for several months. We will be working with Trustee Robert Mahoney and President Wilson to fill that position.

Chair Karam introduced Senator Joan Menard and Representative John Quinn who spoke of the importance of a University of Massachusetts Law School. Senator Menard informed the Board of her excitement for the law school. We hope to preserve and strengthen an institution that provides education and economic opportunity to people in southeastern Massachusetts. This merger produces exciting opportunities for academic collaboration. This is the right step not only for the southcoast but for the University of Massachusetts and the Commonwealth.

Representative Quinn, who graduated from UMASS Dartmouth and Suffolk University School of Law, reported that Southern New England School of Law in its present form has a wonderful working relationship with the University and plays an important role in the community. Massachusetts is one of six states in the country that does not have a public law school. He indicated that it is the University's obligation to provide access to legal education...access delayed is access denied.

Chair Karam thanked Senator Menard and Representative Quinn. He extended the Board's gratitude to the Legislature for its support over the past year, especially the Match and Grant Program that has been extremely beneficial to the University's Endowment Program.

Chair Karam then read a letter sent from former Governor William F. Weld expressing his enthusiastic support for the proposed merger.

Under the **President's Report**, President Wilson reported that he had the opportunity to meet three energetic, committed, young lawyers from the Southern New England School of Law: Ryan Benharris, a third year student; Tracy Little, a 2001 graduate; and Timor Zoubaidolline, a 2003 graduate. These students are what today's discussion is about.

President Wilson then briefed the Committee on the initial law school proposal and the due diligence process. The Board is not expected to take any votes today. President Wilson indicated that the case has been made on the financial and academic fronts, and he is prepared to recommend that the Board move forward with this initiative. Chancellor MacCormack and her team have done a fantastic job with the due diligence process.

President Wilson reported that the University will receive Southern New England School of Law with assets valued at \$10 million and a rainy day fund of \$1.5 million. The merger will not defer funds from UMASS Dartmouth or any other UMASS program. Under the states' Continuing Education Act a firewall provides that state funds can not be used to support the law school.

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President Wilson reported that Southern New England School of Law has regional and state accreditation and is expected to meet ABA accreditation. We want to turn this law school into a jewel for the Commonwealth.

The proposal for a law school has received wide support from members of congress, state and city officials, business leaders, and educators. President Wilson highlighted positive reviews of the proposal by Glenn Strehle, former Treasure of MIT; Ellen Wayne, Dean of Career Services at Columbia University; Candace Corvey and Kenneth Cody, financial officials at the University of New Hampshire; and LeRoy Pernell, Dean of Northern Illinois University College of Law.

President Wilson then indicated that after examining the issue for more than a year, working with Chancellor MacCormack, and consulting with colleagues from other institutions, he recommends that the University of Massachusetts move forward entering into a formal merger discussion with Southern New England School of Law. Looking forward toward the future he will create a Blue Ribbon Commission to assist in the creation of a public law school. The Blue Ribbon Commission would include other law educators, business educators from outside the University of Massachusetts, and the provosts from the UMASS system.

Chancellor MacCormack reported on the proposed **UMASS/Southern New England School of Law (SNE SL) Merger**. She began by expressing her appreciation for the questions raised. It has made our proposal better, and forced us to look very closely at our assumptions. She thanked Chairman Karam, President Wilson and his staff for looking at the assumptions. She thanked Representative Quinn and Senator Menard, and also thanked Vice Chancellor Zekan and Provost Esposito for their work.

Southern New England School of Law is a real place with real people. Chancellor MacCormack introduced Tracy Little, a graduate of SNE SL 2001, who works in academic support at the law school. She helped prosecute war criminals in the former Yugoslavia; Timor Zoubaidolline, is a 2003 graduate who was accepted at Georgetown University but his financial aid fell through. He practices civil law at the Law offices of Beauregard, Burke and Franco in New Bedford; and Ryan Benharris a third-year student, who is president of the Student Bar Association. They are a good example of SNE SL and its synergy with the University's mission.

Southern New England School of Law is a 77,000 square foot building with room for expansion, and lies on 5.6 acres. It is located 60 miles, 2 hours, 20 minutes from the Boston law schools creating affordability. It is appraised at \$9.7 million and has \$2.5 million of continuing debt. The law school provides an opportunity to create educational opportunities across the Commonwealth. The proposal is about building hope and aspiration, creating access to excellence, and creating an opportunity to serve the public interest. An editorial in *The Boston Globe* highlights that the law school is a wonderful opportunity.

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Chancellor MacCormack reported that public interest law is a focus of the law school. We want to create a resource for the Commonwealth which would allow an opportunity to qualified working-class students who want to pursue a law education. There is a need, and that need is consistent with the University's mission to serve the Commonwealth. We are proposing a merger for mutual growth and excellence.

President Wilson reported that the Chief Financial Officer and Vice President for Administration and Finance reviewed the financial plan. Vice President Lenhardt reported that the President's Office has reviewed the financial plan with Chancellor MacCormack and her staff. The University's external audit firm has been asked to review the plan and a written response is expected in a few days. He also reviewed the audited financials from SNESE and the numbers are clear. SNESE has showed a slow but steadily improving financial picture since 2000. We are receiving a good capital asset with a little mortgage. This is an opportunity which far outweighs the risk. Vice President Lenhardt urged Trustees to visit the SNESE facility.

Trustee Austin indicated that as Chair of the Committee on Academic and Student Affairs he supports President Wilson's recommendation to merge the Southern New England School of Law with UMASS Dartmouth. He also indicated that to obtain accreditation student LSAT scores and GPA must be raised and the faculty must be improved.

Trustee Pham asked when the Board can view the Financial Due Diligence and the American Bar Association Accreditation Reports. Chancellor MacCormack reported that all financial information has been provided to the President's Office. Southern New England School of Law has agreed that the Finding of Facts Report will be available for Trustee to look at but only at the facility. President Wilson indicated that additional materials will be made available as it comes in.

Chair Karam thanked President Wilson and Chancellor MacCormack for an outstanding job on the analysis of the review process. We should consider moving this initiative forward based on the University's ability to generate first class programs of national distinction...distinction that begins with ABA accreditation and does not end there. This is an opportunity of great value for the entire UMASS system.

Chair Karam indicated that he is very confident in management's assessment and strongly endorses the initiative. He asked the Trustees to do the same.

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The meeting adjourned at 6:04 p.m.

Zunilka Barrett
Staff Associate