

**UNIVERSITY OF MASSACHUSETTS**

**AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER**

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

**Thursday, September 28, 2006; 10:00 a.m.**

**Amherst Room**

**225 Franklin Street – 33<sup>rd</sup> Floor**

**Boston, Massachusetts**

**Trustees Present:** Chair White; Trustees Albano, Armstrong, Boyle, Braceras, Carlin, DiBiaggio, Endich, King-Shaw, Kulenovic, Lawton, Leiblum, MacAfee, Makrez, Manning, McCarthy, O'Shea, Pearl, Rego Weathers, Sheridan and Tocco

**Trustee Absent:** Trustee Cassel

**University Administration:** President Wilson; Interim General Counsel Bench; Chancellors Lombardi, Collins, MacCormack and MacKenzie; Vice Presidents Julian, Chmura, Gray and Lenhardt, Motley and Williams

**Faculty Representatives:** Professor O'Connor, UMASS Amherst; Professor May, UMASS Amherst; Professor Tirrell; Professor Ashrafi, UMASS Boston; Professor Gibbs, UMASS Dartmouth; Professor Carter, UMASS Lowell

Chair White convened the meeting at 10:05 a.m. and welcomed the new Trustees to the Board. This meeting has been called at the request of several Trustees to **Discuss and Elect a Leadership Team for the University of Massachusetts Board of Trustees.**

There was a question about parliamentary procedure; it was stated that General Counsel Bench was prepared to answer any questions, and there was present a consultant who had been invited to attend and offer his expertise.

Trustee McCarthy asked to be recognized and made a motion that the Board of Trustees amend the vote from August 23, 2006 nominating Stephen Tocco as Chairman of the Board.

The motion was seconded.

Trustee McCarthy stated the seriousness of his responsibility as a Trustee and feels the two most important responsibilities of a Trustee include selecting a President and a Chairman. He expressed his disappointment with Governor Romney for his decision not to reappoint James Karam, Dennis Austin and William Kennedy to the Board.

Trustee McCarthy further stated that the candidate of Stephen Tocco will bring value to the Chairmanship because of his commitment to public service.

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There was a discussion about the motion before the Board; it was stated that the motion was to amend the Governance Committee recommendation to the August Board meeting electing the Chair.

Trustee McCarthy indicated that the motion would be amended by inserting Stephen Tocco as Chair replacing James Karam.

Trustee Armstrong stated his belief that the Trustees have By-Laws and that an appointment of a Chair falls under the recommendation from the Governance Committee. General Counsel Bench indicated that under the By-Laws and parliamentary custom it was in order for the Trustees to entertain a motion to rescind or amend an action previously taken, and that this would be a permissible manner to review a slate of officers.

Trustee Kulenovic then read a Statement on behalf of the five Student Trustees (statement attached).

Trustee Armstrong indicated his decision to vote against the motion before the Board and stated his strong disapproval of the Governor's action.

A discussion ensued over the motion to amend the August vote. Trustee King-Shaw requested Mr. Tocco provide his vision for the University. Trustee DiBiaggio stated his opinion that any action concerning the position of the Chair could wait until the next meeting following the proper procedures already in place.

Trustee Tocco then addressed the Board about his qualifications that included his work at Massport and the Board of Higher Education. He intends to take a hard look at the University before determining the meaning of the flagship campus.

The discussion continued surrounding several issues including the inability of out-of-state Trustees to vote via conference calls, the need to treat each campus fairly in terms of attention and financial matters, the need to determine the leadership position on the Board as soon as possible and the scheduling of a Retreat in the near future to discuss several important issues including tenure.

Trustee Tocco indicated his intention to reach out to each Trustee and welcomes discussion on all the issues presented to the Board.

General Counsel Bench was then asked to read the motion:

To amend the Board Vote of August 23, 2006 by amending Doc. T06-041, striking the name James J. Karam as Chair and replacing it with Stephen P. Tocco.

The motion was approved by a voice majority.

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Trustee King-Shaw abstained from the vote.

Chair Tocco indicated he would soon be contacting each Trustee and appointed Trustees Carlin and Lawton to the Governance Committee. The Committee would meet and fill in vacancies and re-align Committee assignments in time for the November Board meeting.

President Wilson addressed the Board, reporting on the recently released Economic Report and reported his meeting with each of the candidates for Governor. The University is on the move.

Chair Tocco stated his enthusiasm for scheduling a Trustee Retreat in the near future; he announced his intentions to work with the Chancellors and asked the Trustees to call him at any time.

The meeting adjourned at 11:30 a.m.

Barbara F. DeVico  
Secretary to the Board of Trustees