

UNIVERSITY OF MASSACHUSETTS

AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER

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

Wednesday, February 24, 2010; 9:00 a.m.

**Faculty Conference Room
University of Massachusetts
55 Lake Avenue North
Worcester, Massachusetts**

Trustees Present: Vice Chair Karam; Trustees Bloch, Braceras, Collins, DeSisto, DiBiaggio, Furman, Hoyt, Johnston (via conference call), Koffman, Lawton, MacAfee, Peters, Reville, Thomas and Young

Trustees Absent: Trustees Boyle, Osterhaus-Houle, Tocco and Woolridge; Vice Chair King-Shaw; Chairman Manning

University Administration: President Wilson; General Counsel Heatwole; Chancellors Motley, MacCormack, Meehan and Collins; Provost Staros; Executive Vice President Julian; Senior Vice President Gray; Vice Presidents Chmura, Connolly and Smith; Dr. Udas, CEO, UMassOnline; Associate Vice President Harrington

Faculty Representatives: Professors Adrion and May, UMass Amherst; Professor Tirrell; UMass Boston; Ms. Gibbs, UMass Dartmouth; Professor Carter, UMass Lowell; Professor Weinstein, UMass Worcester

Vice Chair Karam convened the meeting at 9:05 a.m. and asked for the **Approval of the Minutes of the Previous Meeting of the Board**. Trustee DeSisto asked for an amendment to the minutes striking a reference she had made regarding the Law School issue.

It was moved, seconded and

VOTED: To approve the minutes of the December 10, 2009 meeting of the Board, as amended.

In Chairman Manning's absence, Vice Chair Karam gave the **Chair's Report**. Chairman Manning had a meeting of his own company's Board and had to attend to those responsibilities.

Vice Chair Karam first thanked Chancellor Collins and Dean Flotte for welcoming the Board to this wonderful campus, this nationally recognized medical-education and research institution.

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There is excitement in the air at the University of Massachusetts Medical School, the sense that outstanding, pioneering work is being done here and as a Trustee, that is exactly what you want to feel when you set foot on a campus.

President Wilson and Secretary Reville will have more to say about financial matters; this current academic and fiscal year is unfolding in a way that no one could have predicted a year ago when our circumstances appeared to be quite dire. Many people have made sacrifices to help get us through this year in a way that has preserved quality and access for our 66,000 students. Our faculty and staff have sacrificed and have worked very hard - many people have benefitted from those efforts.

Vice Chair Karam thanked President Wilson and the Chancellors for providing leadership and direction and for charting the best possible course for students and their families.

He also thanked the Governor and Secretary Reville for the \$150 million infusion of federal stimulus aid that has allowed us to preserve academic quality and allowed us to go forward with this year's fee rebate. That was an important action in these challenging times.

In his Fiscal Year 2011 state budget, Governor Patrick has proposed a level of funding that would keep the University roughly at the status quo when state funding and federal stimulus funds are taken into account - this is no small achievement when other state programs are seeing real cuts.

The University appreciates the Governor's expression of support and acknowledged the many twists and turns in the road before the new budget is finalized several months from now. We need to work to achieve the best possible outcome, while also being prepared to meet further challenges. Trustees, students, faculty, staff and administrators need to make the case that an investment in the University of Massachusetts is an investment in the Commonwealth's economic future and economic well-being. As President Wilson says, the path to social and economic development in the Commonwealth goes through the University of Massachusetts and that is a path that we have to nurture and protect.

Vice Chair Karam continued his report by noting his role as a Trustee and as a University of Massachusetts graduate who had to work hard to be able to afford a college education. He was delighted by the most recent Financial Aid report and very pleased to see how much we are doing to keep a high-quality, university education within reach. The data showed that we are providing the highest amounts of financial aid and have the lowest net cost in the region which is why so many students and applicants are flocking to our doors.

The University's own spending on financial aid has grown by more than \$100 million on this President's watch as the University has given the gift of opportunity to so many talented and deserving students; that is something the President has championed.

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Vice Chair Karam concluded his report by thanking Secretary Reville for all that he does for the University of Massachusetts and for the way he has supported this institution.

The next item was the **Secretary's Report**. Trustee Reville, Secretary of Education reported that Governor Patrick as mentioned, has proposed a budget combining added federal stimulus aid with state aid. The Administration appreciates the leadership of the President and the Chancellors over the past couple of years dealing with the fiscal realities and budget challenges.

Trustee Reville reported on the passage of the new education law that will support education reforms and will provide significant implications for higher education and the University. This action could bring up to \$287 million to the state to support education reforms.

Trustee Reville concluded his report by discussing the report by the Massachusetts Educational Financing Authority on the Your Plan for College, a free, statewide college and career planning web portal to provide students with tools to plan and prepare for college.

Vice Chair Karam than acknowledged the outgoing Student Trustees: Tara DeSisto from UMass Boston, Matt Hoyt, UMass Dartmouth, David Koffman, UMass Lowell and James Young, UMass Worcester. We thank them for their service and dedication to the University. There was then a round of applause.

Trustee Young gave the **Student Trustee Report, UMass Worcester**. He began by stating that this is a very exciting time for the Medical School. The construction of new buildings will expand the work of the growing Medical School family. Working together with our peers will help us continue our mission, to train the next generation of physicians, scientists and nurses providing the very best care for our patients.

Trustee Young acknowledged Chancellor Collins, Dean Flotte and the Trustees for their support. There was then a round of applause.

Adam Thomas, Classified Staff Union, UMass Boston, addressed the Board about his support to amend all policies affecting affirmative action standards regarding gender identity and gender expression. Many student groups, workers, unions and community organizations have endorsed their commitment to protecting all of those who may face violence, harassment or discrimination on the basis of their gender identity. Materials have been distributed to the Board on the subject. Mr. Thomas asked the Board to make a strong statement that this University will not tolerate discrimination against its transgender students and employees.

Vice Chair Karam stated that this item will be referred to the Committee on Academic and Student Affairs.

The next item was the **President's Report**. President Wilson first thanked the graduating student Trustees: Tara DeSisto, Matt Hoyt, David Koffman and James Young. David has

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become a familiar face and valued voice on the Board with his two years of service and Tara, Matt and James have made significant contributions to the Board over this past year. We are fortunate to have student representation on the Board and we are very fortunate to have had these particular students volunteering their time and offering their wise guidance.

President Wilson thanked Chancellor Collins, Dean Flotte and their team for being such gracious hosts today. The Medical School continues to achieve success after success and continues to make the University of Massachusetts and the Commonwealth of Massachusetts very proud.

President Wilson then reported on the following:

- The Medical School recently welcomed back a team of 15 physicians and nurses from Haiti, medical professionals who went to Port-au-Prince under the joint sponsorship of UMass Medical School and UMass Memorial Medical Center. We at the University are extremely proud of their service in providing vital primary care to Haitians affected by the tragic earthquake of January 12.
- The Medical School has been key to the University's ability to attract American Recovery and Reinvestment Act research funding. To date, the University has won more than \$92 million in ARRA research funding, with nearly \$40 million of that generated by projects put forward by the Medical School.
- Recently, Dean Flotte announced the exciting news of the creation of the UMass Medical Scholars Pathway Program, which was developed over the past year with the Provosts from the five campuses. This new BS-MD program will provide qualified UMass undergraduate students from diverse backgrounds with a way to pursue medical education here at the Medical School. The initiative will help UMass better serve the Commonwealth by encouraging outstanding students from under-represented groups to pursue careers in medicine.
- There is some very heartening news in the Financial Aid Report presented to the Committee on Administration and Finance last week. The report notes that the University this year is meeting 93 percent of the demonstrated financial need of its in-state, undergraduate students. This percentage is considerably higher than that of other public universities in the region.
- Fifty-seven percent of our in-state, undergraduate students – up from 51 percent last year -- receive need-based aid, and that aid drives down the cost of education for many Massachusetts families. Our ability to keep education affordable derives from the funding we receive from the Governor and the Legislature and from the financial aid policies put in place by the Chancellors on all five campuses.

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- This year we are directing \$138 million of our own funds to financial aid, which represents a 161 percent increase from the 2003-2004 academic year. We will continue to work hard to make sure that top-quality higher education remains affordable and accessible for the citizens of the Commonwealth.
- Thanks to the stalwart work of the Chancellors and their staffs, and thanks to the many sacrifices made by faculty and staff, the University is navigating the current Fiscal Year in impressive fashion. While we feel like we are managing our way through this year, Fiscal Year 2011 certainly appears to be challenging.
- The potential funding gap for Fiscal Year 2011 equals the \$150 million we are receiving in stimulus funds. In order to close this gap, we will have to make many difficult choices. The budget the Governor has proposed would help us to close that gap, but we are going to need to be diligent about protecting his proposed level of funding as the budget process unfolds in the Legislature. And even if the level of funding the Governor has proposed is approved, we will still need to manage very carefully.
- We are excited about the new initiatives that are in various stages of development on the campuses, including:
 - The Integrated Science Building addition at UMass Amherst;
 - The Edward M. Kennedy Institute at UMass Boston;
 - The Advanced Bio-Processing Facility at UMass Dartmouth;
 - The Emerging Technologies and Innovation Center at UMass Lowell;
 - And the ACCES Building and the planned Sherman Center here at the Medical School.
- We continue to participate in Governor Patrick's Life Sciences Initiative, and while the program is smaller than originally envisioned due to budget constraints, it still contains key elements – such as academic matching grants and workforce programs – for which our campuses can and will compete. The Massachusetts Life Sciences Center has confirmed \$10 million in new program funding for Fiscal Year 2010.
- Legislation merging the Clean Energy Center and Renewable Energy Trust was finalized in December, creating one central entity for clean energy.
- In December, the UMass Donahue Institute issued a report that documented the size and growth potential of the Information Technology Sector.
- We have made encouraging progress with the Green High Performance Computing Center in Holyoke.

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- Fundraising performance across the five campuses continues to rebound despite the challenges of the economy. He commended and congratulated the Chancellors, Vice Chancellors, and their teams for their efforts. The five campuses combined raised just shy of \$45 million as of the end of the calendar year.
- The Foundation Investment Committee has turned in extraordinary performance again in an exceedingly difficult year. Based on change in market value, the University placed 7th among universities with endowments in the range of \$100 million to \$500 million ... and 53rd overall, losing only 4.6 percent of its overall market value. Year to date, the Endowment has recovered much of what was lost in 2009 and our Committee remains vigilant. Performance as of calendar year end was at 11.9% percent and market value was \$454 million.
- The Board of Higher Education approved our Law School proposal earlier this month, taking the historic step of creating the Commonwealth's first public law school. He thanked everyone who supported this effort and commended Chancellor MacCormack and her team for developing a fine proposal and for bringing this quest to a successful conclusion.
- While it is still early, we are already seeing a surge of interest in our new Law School. During the first two weeks after the BHE vote, the Law School received 64 applications, nearly three times the number it received during the entire month of February 2009. On the whole, the Law School has received 117 applications year to date, compared to the 53 applications Southern New England received by this time of the year in 2009.
- It is important to note that this surge has occurred largely on a word-of-mouth basis and that UMass Dartmouth is about to launch a major enrollment effort.
- In closing, you may have seen the Boston Globe's recent report about High School Quiz Show, the program that will debut soon on WGBH, Channel 2. That show will feature some of the state's best and brightest high school students in a College Bowl-style battle of wits. The University of Massachusetts is a program sponsor and as such, will be presenting underwriting messages at the beginning and at the conclusion of each program.
- Given the nature of the program, we thought it would only be appropriate to showcase some of our best and brightest ... and thus have created these new spots that also appear on our web site. When you see these brief glimpses of our talented University of Massachusetts students, you are reminded that all of our efforts are very worthwhile.

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President Wilson concluded his report with a showing of the new ads that were followed by a round of applause. President Wilson thanked Vice Presidents Smith and Connolly for their work on these ads.

The next item on the agenda was the **Report of the Committee on Academic and Student Affairs**. Trustee Thomas, Chair of the Committee reported that the Committee had met on February 3rd and had two action items, two discussion items and three items for Executive Session which was Appointments with and Awards of Tenure and an Honorary Degree Nomination.

The first action item was a proposal to establish a **BA in Computer Science at UMass Amherst**. Provost Staros and Professor Adrion presented the proposal which is a modification of the existing BS in Computer Science. Students and employers are looking for a way to have an extensive computer background combined with another area of expertise and the BA in Computer Science will allow this opportunity.

It was moved, seconded and

VOTED: To approve the BA in Computer Science at the University of Massachusetts Amherst as contained in Doc. T10-005.

The next action item was the approval of a revised **Student Code of Conduct at UMass Dartmouth**. Provost Garro explained that the Code has not been changed in many years and made one document out of two existing documents. The revisions were made to make the Code more understandable and more useful to students.

It was moved, seconded and

VOTED: To approve the revisions to the Code of Student Conduct at the University of Massachusetts Dartmouth as contained in Doc. T94-059, as amended.

The first discussion item was an update from the **Nursing Working Group**. Chancellor and Senior Vice President for Health Sciences Michael Collins noted that the Deans had been working throughout the year to collaborate on sharing resources and enhancing nursing education at UMass. The Deans of Nursing reported that enrollment in BS programs are rising, PhD enrollments have not been affected by the implementation of new DNP programs, and there is active sharing of classes and advising across the campuses with doctoral students and faculty.

The second discussion item focused on **UMassOnline**. CEO Ken Udas and a panel of UMassOnline staff and faculty presented the ways in which UMassOnline is a strategic access to enhancing revenue at the University, how it provides access and how it aids in student retention. Dr. Udas presented the strategic priorities of UMassOnline and explained the collaborative model by which UMassOnline works with the campuses. A brief demographic portrait of

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UMassOnline students was presented. The discussion concluded with an overview of the challenges facing UMassOnline as it moves forward.

The remaining items were taken up in Executive Session.

The next item was the **Report of the Committee on Administration and Finance**. Vice Chair Karam, Chair of the Committee reported that the Committee had met on February 10th. The Committee continued to focus on financial and capital planning in light of turbulent economic forces.

President Wilson in his Report spoke of reasons for hope against a backdrop of adversity, noting strong uptrends in admissions and research. The President noted the significant capital expansion program that the University has embarked upon and that our strong financial management has enabled the campuses to take advantage of real estate opportunities that align well with campus capital priorities and needs. He and Senior Vice President Gray provided an overview of the Fiscal Year 2011 appropriation and budget planning process that has been established. A mid-year budget review process was instituted that shows the University is in very solid financial position in spite of the continuing economic challenges. As the University positions itself for the uncertainties of FY2011 funding, its financial operating margin is actually running ahead of earlier projections. Mr. Gray outlined the various options that are available to the University to close an FY2011 budget gap that may exceed \$100 million.

The Committee listened to presentations from each of the five Chancellors regarding campus capital plans and priorities. Some recurring themes included the need for expanded classroom and research space, additional housing capacity, and the need to support growing student enrollment.

Along similar lines, Mr. David MacKenzie, Executive Director of the UMass Building Authority, provided the Committee with a report of the Authority's activities. He recapped the highly successful October bond issue of \$548 million that supports capital projects at all five campuses. Mr. MacKenzie shared several significant milestones with the Committee, including the official opening of the Integrated Science Building and the Student Recreation Center at Amherst, the groundbreaking for the Albert Sherman Center at Worcester, the agreement by Lowell to purchase the Tsongas Arena, and the observance of the fourth anniversary of the UMass Club.

The Committee received the University's annual Financial Aid Report from Associate Vice President Douglas. Noting that the University's institutional student aid commitment has more than doubled over the past five years to \$138.5 million, Mr. Douglas stated that 57% of all UMass in-state undergraduates receive need-based aid. The University is now meeting 93% of financial need for these students and easily surpasses our peer public institutions in New England in this regard. Our average net cost of attendance is significantly below our public regional peers and is approximately one-half of the average cost for private Massachusetts colleges and

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universities. Our commitment to financial aid has never been stronger and the results of that commitment have never been more pronounced.

The Committee then went into Executive Session to discuss real estate and litigation issues.

The next item was the **Report of the Audit Committee**. Trustee Furman, Chair of the Committee reported that the Committee had met on February 10th. The agenda included a briefing on System-wide audit activities, a discussion and acceptance of an internal audit report and several contracted external reports, and a discussion on recommended revisions to the Audit Charters.

Internal Audit Director Harrison referenced items sent to the Committee members in a separate mailing, which included two internal audit memorandums dealing with personnel issues that required Executive Session discussion, with a planned outline to be provided by Auditors Scano and Mongeau; he also provided us with current internal audit department organizational and staffing information.

Mr. Harrison also presented an example of the annual reminder to all employees as to the University's policies on fraud, conflicts of interest, employee conduct, and data security, the example was prepared by Senior Vice President Gray and issued to all President's Office employees in late January. The Committee suggested for consideration a process whereby all employees actually provide some certification that they have received these important policy notices, and Mr. Harrison was asked to convey this to the campuses.

The Committee also heard about the 90-minute presentation developed by Senior IT Auditor Sarazen on the subject of Information Technology Controls, due to his work at many campus departments. Mr. Sarazen arranged and presented this to over 100 attendees at Amherst, another 40 attendees at Boston, and has plans set for a Lowell session. This session will also be offered to other locations.

The Department also contracted for an independent External Quality Assessment, an audit of their own operations. Mr. Harrison felt strongly that after four years since the first professional hire it was time to see how the department lined up against current Institute of Internal Auditors professional standards. In addition to the technical study, University executives and staff that regularly interact with Internal Audit participated and shared their perspectives. Although the review is not yet complete, immediate feedback from the critique of the two Trustee-approved Charters allowed the Committee to clarify and revise certain points to mirror best practices of Sarbanes-Oxley Act compliance. Mr. Harrison presented edited versions which were both accepted and offered for your approval today.

Referencing the Quarterly Activity Summary, Mr. Harrison made brief comments on the status of a number of projects in process and indicated that he is available to answer questions of

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Committee members at any time. He also noted that all required external contract audits for Fiscal Year 2009 are now complete with Fiscal Year 2010 planning underway.

There was a brief discussion as to the types of projects currently in process and plans for following-up to original observations. The Committee requested that Mr. Harrison give consideration of campus management follow-up to certain subject reports either via onsite reviewing or seeking some management attestation that stated actions to audit recommendations were put in place.

The Committee next heard details on completed reports. Auditor Sarah Mongeau provided highlights of the UMass Boston Procurement Function review; this being the fifth audit of the University's purchasing organizations, with the Amherst Campus one nearing completion. Ms. Mongeau mentioned key observations that were suggested to improve the control environment and noted the Campus responded that all areas of potential risk would be sufficiently addressed.

We then heard a summary on the three regulatory required reviews, the annual WFCR-FM radio and WUMB-FM radio financial statement audits, and the Amherst NCAA Programs review. Neither had any significant issues, accounting changes, or noted deficiencies; positive feedback was received by Mr. Harrison from the CPA Firms, and the statements received Unqualified Opinions.

The Committee then entered an Executive Session for the purpose of considering audit investigative items that related to Personnel and Employee Disciplinary Matters.

It was then moved, seconded and

VOTED: To accept the following internal audit reports:

1. The Procurement Operations Review at the UMass Boston Campus (Doc. T10-001);
2. The Financial Statements, Internal Control Report and Communication Letter for UMass Boston WUMB-FM Radio, (Doc. T10-002);
3. The Combined Financial Report and Communication Letter for the UMass Amherst WFCR-FM Radio and the WFRC Foundation, Inc.; Doc. T10-003);
4. The UMass Amherst Report on the Application of Agreed Upon Procedures at the Intercollegiate Athletic Programs; Document T10-004.

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It was moved, seconded and

VOTED: To approve the revisions to the Audit Committee Charter listed in the Addendum (Doc. T03-030) to the By-Laws, Doc. T91-100.

And further,

VOTED: To approve the revisions to the Internal Audit Charter listed in Doc. T06-061.

The next item was the **Report of the Advancement Committee**. Trustee Lawton reported that the Committee met on February 3rd. President Wilson reported that Fundraising performance across the five campuses continues to rebound despite the challenges of the economy; he then commended and congratulated the Chancellors, Vice Chancellors, and their teams for their efforts. The five campuses combined raised just shy of \$45 million as of the end of the calendar year with:

- UMass Amherst raising \$12.1 Million or 45% of goal
- UMass Boston raising \$5.5 Million at 28% of goal
- UMass Dartmouth raising just over \$3.8 Million at 51% of goal
- UMass Lowell raising \$5.8 Million at 58% of goal for the year
- UMass Worcester raising \$18.3 Million at 73% of goal for the year

Combined across the five campuses, the first half of the year reflected the highest levels of new cash received from alumni in the last five years. Parent giving is also up by 50% over the year-to-date performance of the prior three years.

There were several tremendous events in the first half of the year that got more people more deeply engaged with the University. Most recently, we were hosted by the Patriots organization in January at Gillette Stadium for the AFC Playoff Game; 800 friends and alumni of the University attended.

We will continue to work towards our regional One Day UMass events. We had tremendous success with the event here in the Boston area and have additional events planned for Florida, DC, and the Cape.

The UMass Foundation Investment Committee turned in extraordinary performance again in an exceedingly difficult FY09. The data from in-depth surveys of 842 U.S. institutions of higher learning, including public and private colleges and universities, their supporting foundations, and community colleges that participates in the 2009 NACUBO-Commonfund Study of Endowments showed that, based on change in market value, the University placed 7th among universities with endowments of \$100 million to \$500 million and 53rd overall—losing only 4.6% of its overall market value.

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The University of Massachusetts Endowment, which stood at \$367 million at the close FY09 (July 1, 2008 – June 30, 2009), turned in investment performance of -15% last year against an average of -18.7 percent and returned three- and five- year returns of +.3% and +4.7% placing it in the top quartile for performance for those periods.

Year to date the endowment has recovered much of what was lost in 2009 and our Committee remains vigilant. Performance as of calendar year end was at 11.9% percent and market value was \$454 million.

Trustee Lawton concluded his report by stating his support to see larger and more frequent University-wide alumni events unfolding. It is clear from alumni response to the events that President Wilson mentioned that we are making progress in building momentum and participation among UMass alumni and looks forward to continuing this good work over the course of the year and to hearing reports of continued progress over the course of the coming months.

The next item was the **Report of the Committee on Science, Technology and Research**. Trustee Johnston was participating via conference call. He stated his excitement as the newly-elected Chair of this exciting Committee and the progress that is being made.

Trustee Thomas reported that the Committee had met on February 3rd. There were two main agenda items – President Wilson’s report on strategic investment funds that encourage entrepreneurial activity across the campuses, and an Amherst campus report on their R&D performance and strategy.

President Wilson highlighted the importance and impact of three strategic investment funds established during his tenure as President that support the growth of the R&D enterprise at UMass. These include:

- A “Technology Development Fund” that helps move UMass inventions toward commercialization. This effort has resulted in 5 commercial licenses, 3 start-up companies and over \$3 M in R&D funding at UMass.
- The “Science and Technology Fund” that provides seed monies to faculty pursuing major new R&D initiatives. This fund has helped leverage over \$100 M in state, federal and private R&D funding into the University over the last 6 years.
- The “Creative Economy Fund” that supports contributions of the arts, humanities and social sciences to the economy and social fabric of the state.

These are strategic investments in the University’s future. It is encouraging that -- even in these challenging fiscal times -- the President is doing all he can to keep our R&D enterprise growing at impressive rates.

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Chancellor Holub introduced Vice Chancellor for Research and Engagement Michael Malone and Executive Associate Dean of Science James Kurose to present a comprehensive assessment and strategic direction for Amherst's R&D strategy.

Vice Chancellor Malone benchmarked Amherst vs. peer and aspirant institutions and articulated a strategy that calls on the campus to double its effective R&D growth rate in the coming years. This will be done within the campus's framework of excellence and with a strong emphasis on collaboration and engagement – across disciplines, with other UMass campuses, private universities, and industry, and in partnership with communities

Associate Dean Kurose highlighted initiatives that illustrated the approach the campus intends to take in the future -- such as the Center for Collaborative Adaptive Sensing of the Atmosphere, the Nanotech Manufacturing Center, and the Green High Performance Computing Center.

Throughout the presentation, there were examples of how the President's investment funds had supported the campus growth strategy – the formation of Anellotech, a new biofuels start-up that received tech development funding; the Nanotech Center that received an S&T grant to pursue \$25 M of federal funding; and engagement in Springfield that has been supported by Creative Economy grants.

The Committee was particularly impressed with the quality of the analysis and strategic thinking behind the Amherst R&D strategy.

The Amherst presentation was the last in a series of campus R&D strategy presentations. Considering the challenging fiscal environment the University faces, our Committee was pleased with the record of progress and exciting plans for R&D growth across all campuses. We thank President Wilson, the Chancellors, faculty and staff for making this possible.

The next item under **Other Business** was the **Revisions to the By-Laws**. The revisions included some house-keeping items and the merger of the Athletic Committee into an Ad Hoc Committee of the Committee on Academic and Student Affairs.

It was moved, seconded and

VOTED: To approve the following amendments to the By-Laws of the University of Massachusetts:

Article I, Organization and Officers

Section 2. Officers of the Board is hereby amended as follows:

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By amending the second sentence to read “These Officers, *with the exception of the Chair*, shall be elected by the Trustees at their annual meeting, upon nomination by the Trustee Governance Committee as provided in Article IV, Section 1(a) and shall hold office until the next annual meeting or until their respective successors are elected and qualified.

Article III, Committees of the Board

Section 1. Standing Committees

By amending the first sentence in Section 1 by striking **eight standing committees** and replacing it with *seven standing committees; and by striking the Athletic Committee.*

Section 5. Responsibilities of Standing Committees is hereby amended as follows:

By adding to (c) The Committee on Academic and Student Affairs:

v. an Athletic ad hoc Committee of the Committee on Academic and Student Affairs shall have the following responsibilities:

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

By striking (g) in Section 5: **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. (Doc. T91-100, as amended)**

The next item was the **Report of the Governance Committee**. Vice Chair Karam reported that the Governance Committee met to fill some vacancies within the Committee leadership

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structure; an updated Slate of Officers was included in the Board mailing. We'd like to take this opportunity to thank the past Chairs and Vice Chairs for providing leadership to the Standing Committees and their dedication to the many issues facing the University.

It was moved, seconded and

VOTED: To confirm and approve the Officers and Committee Chairs of the Board of Trustees set forth in Doc. T09-042, as amended.

Vice Chair Karam then announced the Board would enter **Executive Session** to consider **Appointments with Tenure, UMass Amherst, UMass Dartmouth** and **Awards of Tenure, UMass Worcester, Honorary Degrees, UMass Worcester** and **Real Estate**.

The Board will not reconvene in Open Session. The Secretary will call the Roll; Trustees are requested to state yes or no.

It was moved, seconded and

VOTED: To enter into **Executive Session** for the purpose of considering **Appointments with Tenure, UMass Amherst, UMass Dartmouth** and **Awards of Tenure, UMass Worcester, Honorary Degrees UMass Worcester** and **Real Estate**.

Vice Chair Karam voted for the motion as did Trustees Braceras, Collins, DiBiaggio, Furman, Koffman, Lawton, MacAfee, Peters, Reville, Thomas and Young.

The time was 10:25 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees