

**UNIVERSITY OF MASSACHUSETTS
AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER**

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

**Wednesday, September 18, 2013; 9:00 a.m.
University of Massachusetts Amherst
Massachusetts Room – 3rd Floor
200 Commonwealth Avenue
Amherst, Massachusetts**

Trustees Present: Chairman Thomas; Vice Chair Furman; Trustees Buonomo, Campbell, Carpman, Collins, Fubini, Geoffroy, Gomez, Johnston, Kingston, Lee, Lowe, Mullan, Murphy, O'Brien, Osterhaus-Houle, Peters, Woolridge and Xifaras

Trustees Absent: Vice Chair King-Shaw; Trustee Malone

University Administration: President Caret; General Counsel Heatwole; Chancellors Subbaswamy, Motley, Grossman, Meehan and Collins

Faculty Representatives: Professor Kurose, UMass Amherst; Professor Tirrell, UMass Boston; Professor White, UMass Dartmouth; Professor Buzawa, UMass Lowell

Chairman Thomas convened the meeting at 9:09 a.m. and stated that the Board had been provided with a copy of the minutes from the December 12, 2013 Executive Session and June 19, 2013 meetings. With no corrections, the minutes were approved.

Reports:

Student Trustee Report, UMass Amherst

Trustee Kingston reported on what it means “to be” UMass and provided examples from the innovative faculty and students, student engagement, community service and green initiatives. Trustee Kingston also emphasized the University’s mission of access and affordability and concluded her remarks by announcing her employment with PriceWaterhouseCoopers upon graduation.

Mr. Broughton, President of the Student Government Association reported on the inclusion of students in the University’s decision-making processes and emphasized the need for all five student Trustees to have the right to vote. He then provided a letter outlining his statements to the Board Secretary for distribution to the Board.

Chair’s Report

Chairman Thomas welcomed everyone to the September meeting of the Board of Trustees and thanked the Board members for their time and efforts. He also thanked Chancellor Subbaswamy and his team for hosting the Board. Chairman Thomas noted the record-level

Board of Trustees
September 18, 2013

enrollment, citing the leadership of President Caret and the Chancellors and the hard work and achievement of students and faculty. He also credited the \$50 million in new state funding to the University's leadership and Board support. Chairman Thomas then remarked on the University's land-grant mission to find new and better ways to address challenges, citing the University's \$600 million in research expenditures. He also commended President Caret and the Board's focus on Efficiency and Effectiveness. Chairman Thomas concluded by stating that the University had an exciting future and it was important to view it through the prism of student experience.

President's Report

President Caret thanked Chancellor Subbaswamy and the Amherst campus for hosting the Board, and welcomed the new Trustees: Megan Kingston, UMass Amherst; Nolan O'Brien, UMass Boston; Colin Murphy, UMass Dartmouth; and Patrick Lowe, UMass Worcester. Phillip Geoffroy from UMass Lowell was re-elected to another term. He added that the University takes the student voice seriously and appreciated the link between the student Trustees and the Student Government Associations across the system. President Caret then acknowledged the loss of Priscilla Clarkson and Elaine Sortino from the UMass community. President Caret remarked on the University's growth and its ranking as a top research university. President Caret then shared highlights of impressive activities on the Amherst campus and other recent achievements across the system. He also shared a number of system-wide activities including the impressive collective research enterprise, record-setting fundraising, and the upcoming bus tour.

Reports of Standing Committees:

Committee on Academic and Student Affairs

Trustee Lee thanked Mr. Broughton for his remarks. She then reported that at its September 4th meeting, the Committee on Academic and Student Affairs considered five action items, and an additional two action items in Executive Session that were placed on the Consent Agenda. Trustee Lee described the action items and provided a brief report on the discussion item and information item from the meeting.

Committee on Administration and Finance

Trustee Woolridge reported that the Committee on Administration and Finance met on September 11th and there were short reports by him and President Caret. Senior Vice President Wilda provided an overview of the University's key financial indicators and described the University's standing in relation to our targets and our peers. Executive Director Craven provided an overview of the Building Authority's debt profile. Lastly, a report on campus sustainability efforts was provided for the Committee's information. Trustee Woolridge also reported that the Committee considered seven action items, of which #s 2 through 7 were on the Consent Agenda.

Trustee Woolridge then asked that the Chair entertain a motion to approve the **Capital Projects AND FY2014 - FY2018 University Capital Plan**. Chairman Thomas asked for questions and discussion. It was moved and seconded.

**Board of Trustees
September 18, 2013**

VOTED: Pursuant to Trustee policy T93-122, to approve the following new capital projects:

Campus	Priority Order	Campus Project Names	Est. September 2013	Project Phase
Amherst	59	Campus Core Accessibility, Waterproofing and Landscape Improvements study	\$1,000,000	Study / Feasibility
Amherst	69	Machmer Repairs	\$12,600,000	Study / Feasibility
Amherst	73	University Health Services design	\$4,000,000	Study / Feasibility
Amherst	c-u	Liquified Natural Gas infrastructure	\$1,200,000	Completed
Boston	BL.02.05	McCormack Hall: Roof Replacement and Building Envelope Repairs (Design Development)	\$3,500,000	Design Development
Boston	BL.15	Calf Pasture Pumping Station: Secure and Button Up Envelope and Improve Exterior Appearance (Security: Substantial Completion; Button-up and Exterior Appearance: Conceptual)	\$1,000,000	Conceptual
Boston	BL.24	Study Bayside Parcel for Future Permanent Use, Including Sea Level Rise Requirements (Conceptual) \$0.35M from BL.22 and \$0.65M additional	\$1,000,000	Conceptual
Boston	MP.16	Master Plan Phase I: New Baseball Facility To Be Constructed at Boston College High School (Conceptual)	\$1,000,000	Conceptual
Boston	TR.05.01	Healey Building: Renovations to Improve and Increase Student Learning Space, Including Necessary Fire Protection Improvements (Conceptual)	\$12,500,000	Conceptual
Boston	TR.06	Instructional Equipment Upgrades and Replacements (Conceptual)	\$5,000,000	Conceptual
Boston	TR.07	WUMB: Relocation WUMB Radio to New Facility (Conceptual)	\$4,000,000	Conceptual
Dartmouth	9	Update Campus Master Plan	\$1,500,000	Conceptual
Dartmouth	18	** ATMC Acquisition	\$11,400,000	Study / Feasibility
Dartmouth	21	Wind Turbine Project	\$1,317,457	Substantial Completion
Dartmouth	22	Residence Halls - Wireless Network Installation	\$1,200,000	Designer Selection
Dartmouth	26	Centennial Way Retail Corridor	\$10,000,000	Conceptual
Lowell	16	McGauvran Dining Conversion	\$30,000,000	RFP for OPM Issued
Lowell	18	Residence Hall Acquisition & Construction	\$100,000,000	Conceptual
Lowell	24	Athletic & Recreational Facility Improvements - incl. Division 1	\$10,000,000	Study / Feasibility
Worcester	1	Basic Research and Student Lab Wing Improvements (Floors 5&6)	\$15,500,000	Study / Feasibility
Worcester	3	LRB Teaching and Learning Space - Backfill Project (Floor 1)	\$2,000,000	Study / Feasibility
Worcester	10	Campus Electrical Distribution Efficiency Improvements	\$2,500,000	Study / Feasibility
Worcester	13	Library repurposing and renovations	\$5,500,000	Study / Feasibility
Worcester	14	Student Services and Delivery Services Improvements	\$3,600,000	Study / Feasibility
Worcester	17	A Level Animal Quarters Improvements (cage wash, mechanical, finishes)	\$14,500,000	Study / Feasibility
Worcester	31	Steam Chiller 2 & 3 Retrofits	\$1,000,000	Study / Feasibility
Worcester - WCCC	9	MBL - AAV Production Facility (not including filling suite)	\$5,000,000	Study / Feasibility

And further,

To approve the following revised project cost estimates for previously approved capital projects:

Campus	Priority Order	Campus Project Names	Est. September 2013	Est. June 2013	Est. September 2013	Project Phase
Amherst	7	Dickinson House, Field & Webster elevator	\$1,500,000	\$1,200,000	\$1,200,000	In Mid Construction
Amherst	68	Life Science Laboratories Fit out	\$50,000,000	\$50,000,000	\$15,000,000	Designer Selection
Amherst	10	Fine Arts Center fire protection and emergency generator	\$3,250,000	\$6,000,000	\$6,000,000	In Mid Construction
Lowell	15	Alumni Hall/Lydon Library Renovations/Innovation District	\$5,000,000	\$5,000,000	\$8,000,000	Conceptual
SUBTOTAL - APPROVED PROJECT CHANGES			\$59,750,000	\$62,200,000	\$30,200,000	

And further,

To approve the FY2014 to FY2018 University Capital Plan as described in Doc. T13-077.

And further,

Board of Trustees
September 18, 2013

With respect to any or all of the projects identified in the University 5 Year Capital Plan and included on the approved project list as described in Doc. T13-077, to authorize the President of the University and such other officers of the University as he may designate (the President and each such other officer referred to herein as an “Authorized Officer”), each acting singly, in the name and on behalf of the trustees, the University or the Commonwealth, as appropriate, (a) to effectuate the financing of one or more or all of such projects by such means as such Authorized Officer shall deem advisable, including without limitation by requesting in writing the University of Massachusetts Building Authority, the Massachusetts Development Finance Agency or any other statutorily qualified issuer in the Commonwealth to issue debt therefor, or to request the Worcester City Campus Corporation to effectuate the financing thereof through any such issuer of debt, (exclusive of capitalized interest, debt service reserve funds, cost of issuance of the obligations, costs of bond insurance or other credit enhancement and other cost of the financing), and, (b) in connection with any such financing, to take such actions (including without limitation the execution of the guaranty of the Commonwealth on any obligation guaranteed by the Commonwealth), secure such governmental approvals, execute such agreements (including without limitation contracts for financial assistance, management and services, contracts for management and services or leases or subleases) containing such provisions and provide for such terms and sources of repayment, all as such Authorized Officer shall deem advisable and as may be required or permitted by law, including without limitation St. 1960, c. 773, §_19A, as amended, and St. 1992, c. 138, §_15A, as inserted by St. 2000, c. 159, §_303. (Doc. T13-077)

Trustee Fubini then added that there should be a future strategy session regarding the 8 percent benchmark for deferred maintenance.

Trustee Xifaras thanked the Board for the opportunity to be involved with the Committee of the Whole presentation. Trustee Carpman noted that the Long-Range Planning Task Force ensures that there is a match between vision and physical needs. Chairman Thomas reiterated the importance of knowing about each campus’ projects.

Audit Committee

Vice Chair Furman reported that the Audit Committee met on September 11th and accepted the minutes of the prior Committee meeting, heard a report from Director of Internal Audit David on FY2013 current and future Internal Audit activities. Vice Chair Furman then reported that following Mr. David’s report, the Committee entered into Executive Session to be briefed on confidential matters.

Committee on Advancement

Trustee Peters reported that the Committee on Advancement met on September 4th and that the campuses had an excellent fundraising year, raising over \$100 million, exceeding the year’s goal by \$1 million. He commended the Trustees for 100 percent participation. He also reported that President Caret commended the Chancellors and their fundraising teams and reported on his

Board of Trustees
September 18, 2013

October bus tour. Trustee Peters reported that Vice President Pagnam also congratulated the campuses noting the opportunity to engage alumni; reviewed three significant fall development events and reported on the growth of the endowment. There was a discussion on gift counting rules for the upcoming system-wide campaign.

Committee on Science, Technology and Research

Trustee Johnston reported that the Committee on Science, Technology and Research met on September 4th and following a short report by President Caret, Vice President Chmura reviewed the University's R&D performance in FY2012 and the University's ranking against other institutions. Trustee Johnston also reported that there were presentations by Dr. Jeanne Lawrence from the Medical School and by UMass Lowell on its work with Natick Labs.

Governance Committee

Trustee Johnston reported that the Governance Committee met on September 11th to confirm and approve the 2013/2014 Officers and Committee Chairs for the Board of Trustees. Trustee Johnston reported that after review, the Committee voted to approve the slate and recommend its approval to the Board.

Trustee Johnston then asked that the Chair entertain a motion to approve the **2013-2014 Slate of Officers and Committee Leadership**. Chairman Thomas asked for questions and discussion. It was moved and seconded.

VOTED: To confirm and approve the Officers and Committee Chairs of the Board of Trustees set forth in Doc. T13-069, all to serve until the next annual meeting of the Board.

Consent Agenda:

Chairman Thomas reported that at its meeting on September 4, 2013 the Committee on Academic and Student Affairs voted to place Items 1 through 7 on the Consent Agenda. He also reported that at its meeting on September 11, 2013, the Committee on Administration and Finance voted to place Items 8-13 on the Consent Agenda.

Chairman Thomas asked for a motion to approve Items 1-13 by a single vote on the Consent Agenda. It was moved, seconded and

VOTED: To approve the following votes listed as 1-13:

The Committee on Academic and Student Affairs approved items 1-7 on September 4, 2013

1. Ph.D. in Higher Education AND Ed.D. in Higher Education, UMass Boston (Doc. T13-051)

To approve the Ph.D. in Higher Education AND the Ed.D. in Higher Education at the University of Massachusetts Boston as contained in Doc. T13-051.

2. **Appointment to Named Professorship, UMass Amherst (Doc. T13-070)**
To concur with the President in the appointment of Robert Pollin as Distinguished Professor at the University of Massachusetts Amherst.
3. **Revisions to Governance Document of the University of Massachusetts Medical School (Doc. T03-035, as amended)**
To approve the revisions to the Governance Document of the University of Massachusetts Medical School as contained in Doc. T03-035, as amended.
4. **Rescind the Establishment of the School of Education, Public Policy and Civic Engagement, UMass Dartmouth (Doc. T13-087)**
To rescind Doc. T08-044, which established the School Education, Public Policy and Civic Engagement at the University of Massachusetts Dartmouth.
5. **Establishment of the School of Education housed within the College of Arts and Sciences, UMass Dartmouth (Doc. T13-088)**
To concur with the recommendation of the President and approve the establishment of a School of Education within the College of Arts and Sciences at the University of Massachusetts Dartmouth.
6. **Appointments with Tenure, UMass Amherst, Boston, Dartmouth, Lowell, Worcester (Doc. T13-071)**
To concur with the President in the appointment of Anthony Paik as associate professor with tenure in the Department of Sociology at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Laurel Smith-Doerr as professor with tenure in the Department of Sociology at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Alessia Contu as associate professor with tenure in the Department of Management and Marketing at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Rosanna DeMarco as professor with tenure in the Department of Nursing at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Ronald Iannotti as professor with tenure 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 Dima Jamali as professor with tenure in the Department of Management and Marketing at the University of Massachusetts Boston.

**Board of Trustees
September 18, 2013**

And further, To concur with the President in the appointment of Paul Kowert as associate professor with tenure in the Department of Political Science at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Takuya Minami as associate professor with tenure in the Department of Counseling and School Psychology at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Mohammad Karim as professor with tenure in the Department of Electrical and Computer Engineering at the University of Massachusetts Dartmouth.

And further, To concur with the President in the appointment of Mia Bloom as professor with tenure in the School of Criminology and Justice Studies at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Joseph Hartman as professor with tenure in the Department of Mechanical Engineering at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of John Horgan as professor with tenure in the School of Criminology and Justice Studies at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Matthew Nugent as professor with tenure in the Department of Biological Sciences at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Samuel M. Behar as professor with tenure in the Department of Microbiology and Physiological Systems at the University of Massachusetts Worcester.

7. Awards of Tenure, UMass Amherst, Worcester (Doc. T13-072)

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

AMHERST: **Kimberly D. Tremblay**, Veterinary and Animal Sciences
 Harry Bermudez, Polymer Science and Engineering

WORCESTER: **Kate Lapane**, Quantitative Health Sciences

The Committee on Administration and Finance approved items 8-13 on September 11, 2013

8. Resolution Authorizing Request for Initiation by UMass Building Authority of University Projects and Related Matters (Doc. T13-078)

WHEREAS, pursuant to Chapter 773 of the Acts of 1960, as amended (“Building Authority Enabling Act”), the University of Massachusetts Building Authority is a body politic and corporate and a public instrumentality of The Commonwealth of Massachusetts (the “Commonwealth”) created to aid and contribute to the performance of the education and other purposes of the University of Massachusetts (the “University”) by providing dormitories, dining commons and other buildings and structures for the use of the University, its students, staff and their dependents and for lease to or use by an organization or association, in any form, of students or others the activities of which are a part of the activities at the University and subject to regulation by the Board of Trustees of the University (the “Trustees”);

WHEREAS, pursuant to the Building Authority Enabling Act, the Building Authority may issue bonds to finance projects undertaken by the Building Authority at the request of the Trustees, or, with the approval of the Trustees, issue refunding bonds, all of which bonds are secured, in part, by revenues from the Building Authority, the University and the Commonwealth, as authorized by the Trustees on behalf of the University and the Commonwealth;

WHEREAS, in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Building Authority undertake projects and finance such projects as described below;

WHEREAS, in the judgment of the Trustees it is in the best interest of the University for the Building Authority to refund bonds when market conditions are favorable; and

WHEREAS, the Building Authority’s enabling act authorizes the Trustees, on behalf of the Commonwealth, to provide a Commonwealth guaranty of not to exceed \$200,000,000 outstanding principal amount of Building Authority Bonds;

NOW, THEREFORE,

1. Each of the President and the Senior Vice President for Administration & Finance and Treasurer of the University, acting alone, be and each, acting alone, (each, an “Authorized Officer”) hereby is authorized in the name and on behalf of the Trustees to make a written request of the Building Authority that the Building Authority initiate and undertake:

**Board of Trustees
September 18, 2013**

(a) Any or all of the projects set forth in Appendix C of the University of Massachusetts FY2014 to 2018 University Capital Plan (Trustee Document T13-077); and

(b) Any other construction of or respecting or renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used by the University or the Building Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Building Authority in writing from time to time by an Authorized Officer, the making of any such request being hereby authorized.

2. The projects to be initiated by the Building Authority in accordance with any request authorized to be made in Section 1 of this resolution may in the discretion of the Building Authority be undertaken separately or together for financing purposes.
3. The issuance of refunding bonds by the Building Authority is hereby approved, in such amount and on such terms as shall be approved in writing by an Authorized Officer.
4. Each Authorized Officer hereby is authorized to execute and deliver on behalf of the University and the Commonwealth one or more contracts for financial assistance, management and services with respect to the projects financed or refinanced by the Building Authority and the Building Authority bonds issued in connection therewith, including any refunding bonds. Each such contract may include the Commonwealth guaranty of all or a portion of such bonds, as determined by an Authorized Officer and within the limits prescribed by the Building Authority's enabling act.
5. Each Authorized Officer is hereby authorized to take such other action as deemed necessary or desirable to be done or taken to effectuate the matters hereby authorized, as conclusively evidenced by their doing the things or taking the action hereby authorized.

9. Fiscal Year 2015 State Budget Request Authorization (Doc. T13-079)

To authorize the President to prepare and submit the University's Fiscal Year 2015 State Budget request and to submit the State funding formula pursuant to Section 7 of Chapter 75 and Section 15B of Chapter 15A of the General Laws.

10. Updates to University Policies (Doc. T92-031, Appendix B, Doc. T92-031, Appendix G, Doc. T92-031, Appendix C, Doc. T93-122, as amended)

To approve the revisions to the Travel Policy Doc. T92-031 (Appendix B).

Board of Trustees
September 18, 2013

And further, To approve revisions to the Policy on Investment in New Companies Based on University Technology Doc T92-031 (Appendix G).

And further, To approve revisions to the Business Expense policy T92-031 (Appendix C).

11. Policy on Student Accounts Receivable (Doc. T13-091)

To approve the Trustee Policy on the management of Student Accounts Receivables.

12. Policy for Creating and Establishing Fiscal Policy and Standards (Doc. T13-093)

To approve a new Trustee Policy for Creating and Establishing Fiscal Policy and Standards.

13. Establishment of The Richard Simpson Endowed Professorship, UMass Amherst (Doc. T13-080)

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to establish The Richard Simpson Endowed Professorship at the University of Massachusetts Amherst.

Other Business:

Chairman Thomas then asked for a motion on the **Department of Defense, Exclusion from Personnel Clearance Requirements**. This is a vote for new trustees to be included on the Exclusion List. It was moved and seconded.

VOTED: WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chairman of the Board, the President, the Secretary, and the designated Facility Security Officer meet the personnel clearance requirement 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, the Secretary 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, the Secretary or the designated Facility Security Officer, such individual shall immediately make application for the required security clearance; and

Board of Trustees
September 18, 2013

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>
James R. Buonomo	Trustee
Richard P. Campbell	Trustee
Lawrence M. Carpman	Trustee
Edward W. Collins, Jr.	Trustee
David G. Fubini	Trustee
Maria D. Furman	Trustee
Phillip J. Geoffroy	Trustee
Zoila M. Gomez	Trustee
Philip W. Johnston	Trustee
Ruben J. King-Shaw, Jr.	Trustee
Megan Kingston	Trustee
Alyce J. Lee	Trustee
Patrick Lowe	Trustee
Matthew H. Malone	Trustee
Jeffrey B. Mullan	Trustee
Colin P. Murphy	Trustee
Nolan O'Brien	Trustee
Kerri Osterhaus-Houle	Trustee
R. Norman Peters	Trustee
Victor Woolridge	Trustee
Margaret D. Xifaras	Trustee (Doc. T13-090)

Chairman Thomas then stated that the Board received a copy of the **Long-Range Planning Task Force Report** from the June 12, 2013 meeting and asked for any questions or comments. Trustee Carpman summarized the mission of the Long-Range Planning Task Force. Trustee Xifaras commented on the excellence of the Committee work on this Board.

Chairman Thomas also commended the work of the Committees and acknowledged and thanked Trustee Woolridge for his gift of understanding and explaining the work of the Administration and Finance Committee.

There being no other business, the meeting adjourned at 10:31 a.m.

Kate Wilkinson
Staff Assistant