

UNIVERSITY OF MASSACHUSETTS

VOTES

BOARD OF TRUSTEES

FEBRUARY 27, 2013

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration and Finance - February 6, 2013

ACTION ITEM #b, 1: Approval of Capital Projects, UMass Boston,
UMass Dartmouth

DATE: BoT - February 27, 2013

DOC. & VOTE I.D. #: T13-018

VOTED: Pursuant to Trustee Policy T93-122, to approve the following capital projects at the Boston and Dartmouth campuses to be initiated in the FY13-14 time period:

<u>Project Name</u>	Total Project Cost Estimate <u>January 2013</u>
Boston Campus – Relocate Campus Data Center to Service and Supply Building	\$ 1,300,000
Dartmouth Campus – Classroom, Teaching Laboratories and Learning Space Improvements	\$11,440,000

And Further,

Pursuant to Trustee Policy T93-122, to approve the revised estimated total project cost of the following capital project at the Boston Campus to be initiated in the FY13-14 time period:

<u>Project Name</u>	Total Project Cost Estimate <u>January 2013</u>
Boston Campus – Project BI.02.03 Healey Building: Roof replacement And Building Envelope repairs	\$ 5,000,000

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Audit Committee - February 6, 2013

ACTION ITEM #c, 1-4: Independent Auditor's Reports

DATE: BoT - February 27, 2013

DOC. & VOTE I.D. #'S: T13-001, T13-002, T13-003, T13-004

VOTED: To approve the following Audit Reports:

1. Intercollegiate Athletic Department Report, UMass Amherst (Doc. T13-001)
2. WFCR-FM Audit Report, UMass Amherst (Doc. T13-002)
3. Combined WFCR-FM and New England Public Radio Foundation, Inc. Audit Report, UMass Amherst (Doc. T13-003)
4. WUMB-FM Audit Report, UMass Boston (Doc. T13-004)

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Governance - February 26, 2013

ACTION ITEM #f, 1: Amendments to the By Laws

DATE: BoT - February 27, 2013

DOC. & VOTE I.D. #: T91-100, as amended

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

Article I, Organization and Officers

By adding Section 6. Remote Attendance

Pursuant to M.G.L. Ch. 30A, section 20, and as adopted by the Board by vote of December 14, 2011, trustees may attend any meeting remotely and shall be entitled to fully participate, including casting a vote, at the meeting. Remote attendance will be permitted subject to the following provisions and regulations issued by the Office of the Attorney General.

- (a) Any member may request permission of the Chair of the Board, or the chair of any committee, special, ad hoc, or sub-committee or task force, to attend and participate in the meeting remotely.*
- (b) A quorum of the body, including the chair, must be physically present before any member shall be permitted to attend by telephone.*
- (c) A member shall be permitted to attend remotely if the respective chair determines that it would be unreasonably difficult for a member to physically attend due to personal illness or disability, emergency, military service, or geographic distance.*
- (d) At the start of the meeting, the chair shall announce the name of any member who will be participating remotely and the reason for his/her remote participation. This information shall also be recorded in the meeting minutes.*
- (e) All votes taken during a meeting in which a member participates remotely shall be by roll call vote.*

- (f) *A member participating remotely may participate in an executive session, but shall state at the start of any such session that no other person is present and/or able to hear the discussion at the remote location, unless presence of that person is approved by a simple majority vote of the public body.*
- (g) *Any meeting at which a member is participating remotely shall comply with regulations issued by the Attorney General.*

Article II, Meetings of the Board of Trustees

Section 2. Notice

By amending (a) in Section 2 by striking **eight days** and replacing it with *six days* prior to the date fixed for said meeting, which notice shall state the time and place thereof.

Section 3. Agenda of Regular Board Meetings

By amending the first sentence in Section 3 by striking **eight days** and replacing it with *six days* prior to the date fixed for said meeting.

By replacing the second sentence in Section 3 with *A Chancellor may provide notice of items for the agenda of said meeting for the President's consideration with a copy to the Secretary, at least thirty-one days before the date fixed for said meeting.*

Section 5. Quorum

By amending the first sentence in Section 5 by adding *for meetings of the Board*; and by adding a third sentence *A majority of the voting members of any committee shall constitute a quorum. "Committee" as used in these Bylaws includes any standing or special committee, and any sub- or ad hoc committee or task force.*

Section 6. Order of Business

By adding *X. Public Participation - as recommended by the Open Meeting Law.*

Section 7. Executive Session

By amending and adding additional language in Section 7:

(a) *The body must first convene in public session before taking any vote for executive session.*

(e) Executive Sessions may be held for the following purposes *and any other purposes as may be provided under the Open Meeting Law, chapter 30A, sections 18 to 25 or under the University's enabling statute, chapter 75, et seq.; or under any other federal or state law:*

i. To discuss the reputation and character, physical condition or mental health rather than the professional competence of an individual, *or to consider the discipline or dismissal of, or to hear complaints or charges brought against, an officer, employee, staff member, or individual. The individual to be discussed shall be notified in writing at least 48 hours prior to the proposed executive session, except that notice shall be waived by written agreement of the parties. An open meeting shall be held if the individual involved requests in writing that the meeting be open. If an executive session is held, the individual shall have those rights as established by Chapter 30A, section 21(a) of the General Laws, in addition to any other rights the individual may have from any other source, including but not limited to collective bargaining agreements. The exercise or waiver of any rights under this provision shall not be construed as a waiver of any rights of the individual.*

ii. in Section 7 and adding new language. *To conduct strategy sessions in preparation for negotiations with nonunion personnel or to conduct collective bargaining sessions or contract negotiations with nonunion personnel;*

iii. by striking **impact** and replacing it with *effect* on the bargaining or litigating position of the public body, and by adding *and the chair so declares;*

vi. replacing it with *To consider the purchase, exchange, lease, or value of real property, if the chair declares that an open meeting may have a detrimental effect on the negotiating position of the University;*

vii. replacing it with *To comply with, or act under the authority of, any general or specific law or federal grant-in-aid requirements;*

x. replacing it with *To consider or interview applicants for employment or appointment by a preliminary screening committee if the chair declares that an open meeting will have a detrimental effect in obtaining qualified applicants; provided, however, that this clause shall not apply to any meeting, including meetings of a preliminary screening committee, to consider and interview applicants who have passed a prior preliminary screening.*

By adding xi. *Any other purpose permitted by law.*

Article III, Committees of the Board

Section 3. Committee Meetings:

By adding a new section (b) in Section 3. *Non-Trustee members. With the concurrence of the Chair of the Board and the President, non-trustees may be appointed as non-voting members of any committee except the Governance and Compensation committees. No more than two members of any committee may be non-trustees.*

By amending (c) by striking **eight days** and replacing it with *six days* prior to such meeting.

Section 5. Responsibilities of Standing Committees

By amending the first sentence in Section 5 adding *or special* committee to assist the full committee in carrying out its duties and responsibilities. And adding to the second sentence *or to a special committee.*

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Governance - February 26, 2013

ACTION ITEM #f, 2: Revisions to Officers and Committee Leadership

DATE: BoT - February 27, 2013

DOC. & VOTE I.D. #: T12-048, as amended

VOTED: To amend the list of Officers and Committee Chairs of the Board of Trustees set forth in Doc. T12-048 as follows: to appoint Zunilka Barrett, Secretary to the Board of Trustees, and to appoint Maria D. Furman as second Vice Chair, all persons to serve until the next annual meeting of the Board.

CONSENT AGENDA VOTES

To approve the following votes listed as 1-9:

The Committee on Administration and Finance approved items 1-2 on February 6, 2013

1. Equal Employment Opportunity and Affirmative Action Plans (Doc. T13-012)

To accept the Equal Employment Opportunity and Affirmative Action Plans of the Amherst, Boston, Dartmouth, Lowell, Worcester campuses of the University of Massachusetts and the University of Massachusetts System Office as contained in Doc. T13-012.

2. Establishment of an Endowed Chair in Biomedical Research, UMass Worcester (Doc. T13-014)

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to establish the Dr. Eileen L. Berman and Stanley I. Berman Foundation Chair in Biomedical Research at UMass Worcester.

The Committee on Academic and Student Affairs approved items 3-9 on February 13, 2013

3. M.S. in Pharmaceutical Sciences AND Ph.D. in Pharmaceutical Sciences, UMass Lowell (Doc. T13-015)

To approve the M.S. in Pharmaceutical Sciences AND the Ph.D. in Pharmaceutical Sciences at the University of Massachusetts Lowell as contained in Doc. T13-015.

4. Designation of the Department of Criminal Justice as the School of Criminology & Justice Studies, UMass Lowell (Doc. T13-005)

To concur with the recommendation of the President and approve the designation of the Department of Criminal Justice as the School of Criminology & Justice Studies at the University of Massachusetts Lowell.

5. Designation of the Department of Nursing as the School of Nursing AND Renaming of the School of Health and Environment to its Original Name as the College of Health Sciences, UMass Lowell (Doc. T13-006)

To concur with the recommendation of the President and approve the designation of the Department of Nursing as the School of Nursing at the University of Massachusetts Lowell;

And further, To approve the renaming of the School of Health and Environment to its original name as the College of Health Sciences at the University of Massachusetts Lowell.

6. Designation of the Department of Earth, Environment, and Ocean Sciences as the School for the Environment housed within the College of Science and Mathematics, UMass Boston (Doc. T13-007)

To concur with the recommendation of the President and approve the designation of Department of Earth, Environment, and Ocean Sciences as the School for the Environment housed within the College of Science and Mathematics at the University of Massachusetts Boston.

7. Appointments to Named Professorships, UMass Amherst (Doc. T13-008)

To concur with the President in the appointment of Elizabeth Vierling as Distinguished Professor in the Department of Biochemistry & Molecular Biology at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Elsbeth Walker to the Constantine J. Gilgut Professorship in Plant Biology at the University of Massachusetts Amherst.

8. Appointment of the First Holder of the Dr. Eileen L. Berman and Stanley I. Berman Foundation Chair in Biomedical Research, UMass Worcester (Doc. T13-016)

To concur with the President in the appointment of Professor Dale L. Greiner as the first holder of the Dr. Eileen L. Berman and Stanley I. Berman Foundation Chair in Biomedical Research at the University of Massachusetts Worcester.

9. Appointment with Tenure, UMass Boston (Doc. T13-009)

To concur with the President in the appointment of Anahid Kulwicki as professor with tenure in the Department of Nursing at the University of Massachusetts Boston.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS #1: **Department of Defense, Exclusion from Personnel Clearance Requirements**

DATE: **BoT – February 27, 2013**

DOC. & VOTE I.D. #: **T13-031**

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

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>
Richard P. Campbell	Trustee
Lawrence M. Carpman	Trustee
Edward W. Collins, Jr.	Trustee
Joshua Encarnacion	Trustee
Maria D. Furman	Trustee
Phillip J. Geoffroy	Trustee
Zoila M. Gomez	Trustee
Jennifer Healy	Trustee
Philip W. Johnston	Trustee
Ruben J. King-Shaw, Jr.	Trustee
Alyce J. Lee	Trustee
Matthew H. Malone	Trustee
Alexis Marvel	Trustee
Jeffrey B. Mullan	Trustee
Kerri Osterhaus-Houle	Trustee
R. Norman Peters	Trustee
Brian Quattrochi	Trustee
Victor Woolridge	Trustee
Margaret D. Xifaras	Trustee

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS #2: **Resolution of Thanks and Appreciation - John A. DiBiaggio**

DATE: **BoT - February 27, 2013**

DOC. & VOTE I.D. #: **T13-028**

VOTED: **WHEREAS,** John A. DiBiaggio has been a member of the University of Massachusetts Board of Trustees since October 2003; and

WHEREAS, He has served with distinction as Vice Chair of the Committee on Academic Affairs and Vice Chair of the Committee on University Advancement; and

WHEREAS, Dr. DiBiaggio has also served as Chair of the Compensation Committee and as Vice Chair of the Governance Committee; and

WHEREAS, He recently served as a member of the University of Massachusetts President's Search Committee; and

WHEREAS, He has been a distinguished higher education leader who has presided over some of the most influential institutions in the nation and been an indefatigable advocate and friend of the University of Massachusetts; and

WHEREAS, Dr. DiBiaggio has served as president of Tufts University from 1992 to 2001, as president of Michigan State University from 1985 to 1992, and as president of the University of Connecticut from 1979 to 1985; and

WHEREAS, Prior to holding those positions, he served as vice president for health affairs and executive director of the Medical Center at the University of Connecticut, as dean of the Dental School at Virginia Commonwealth University, and as assistant dean of the Dental School at the University of Kentucky; and

WHEREAS, Dr. DiBiaggio was a Scholar in Residence at Harvard University for the Fall semester of 2002, and at Michigan State University for the Fall semester of 2003; and

WHEREAS, He served as the Special Assistant on Athletic Affairs to the President and Chancellor of the University of Colorado in the spring of 2004; and

WHEREAS, Dr. DiBiaggio holds three earned degrees and 13 honorary degrees, and has been recognized by numerous societies; and

WHEREAS, He is the recipient of many distinguished awards and is the author of over 100 publications; and

WHEREAS, He has held a lifelong commitment to volunteering, serving as chairman of the boards of the National Association of State Universities and Land Grant Colleges and the American Council on Education, as chairman of the National Campus Compact, a member of the boards of the American Film Institute, the NCAA Foundation, and the blue ribbon Knight Foundation Commission on Intercollegiate Athletics; and

WHEREAS, Dr. DiBiaggio was a member of the Commission on the International Exchange of Scholars, which he chaired, and served on the Board of the American Cancer Society Foundation, of which he was president from 1998 to 2001; and

WHEREAS, He was also director of the KAMAN Corporation, and headed Predulac Enterprises, a firm providing consultative and other services to a variety of academic, private, and non-profit entities; therefore be it

RESOLVED, that the Board of Trustees of the University of Massachusetts, in a meeting assembled this twenty-seventh day of February two thousand and thirteen does hereby express not only its sincere and lasting gratitude but also the collective thanks of the many faculty, staff, and students that Dr. DiBiaggio has served; and

BE IT FURTHER RESOLVED that Dr. DiBiaggio always be celebrated and cherished for his many contributions to the University of Massachusetts and for the impressive legacy he has left on the world of higher education as one of its foremost leaders.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS #3: **Resolution of Thanks and Appreciation – James J. Karam**

DATE: **BoT - February 27, 2013**

DOC. & VOTE I.D. #: **T13-029**

VOTED: **WHEREAS,** James J. Karam has been an alumnus extraordinaire of the University of Massachusetts, setting the standard for what it means to truly love and be devoted to one's alma mater; and

WHEREAS, The UMass Dartmouth graduate has used his own hard-won reputation and business success to advance the cause of the UMass system across the Commonwealth; and

WHEREAS, He has twice served with distinction on the University's Board of Trustees, first after being appointed in January 2002 and again when reappointed in September 2007; and

WHEREAS, Jim has also twice served as Chairman of the Board, from 2004 to 2006 and again from 2011 to 2012, and as Vice Chairman of the Board in 2007; and

WHEREAS, He has been Chair of the Committee on Administration and Finance, a member of the Committee on Academic and Student Affairs, the Compensation Committee, the Advancement Committee, the Athletics Committee, the Governance Committee, the Audit Committee; a member of the UMass Building Authority, the Investment Advisory Group, the University of Massachusetts Foundation, the Worcester Campus Corporation, and the Science and Technology Task Force; and

WHEREAS, Jim has been a strong proponent of revitalizing campus facilities, playing a critical role in facilitating the development and opening of the UMass School of Law in Dartmouth, the Commonwealth's only public law school; and UMass Dartmouth's Advanced Technology Manufacturing Center and the Massachusetts Accelerator for BioManufacturing, both in his hometown of Fall River, among other facilities; and

WHEREAS, He has overseen the successful search for and the appointment of a new UMass president, three new campus chancellors, and a new dean of the UMass School of Law; and

WHEREAS, He has always put first the goal of providing students with an affordable, high quality education that would take them far; and

WHEREAS, During his tenure, UMass enrollment has surged from 58,000 to 71,000. The University's endowment and research expenditures both grew to nearly \$600 million. UMass has become a national leader in licensing income derived from faculty inventions, and a leading recipient of biotechnology patents in Massachusetts. A faculty member won the Nobel Prize, and students have won prestigious awards, including the Marshall, Fulbright, and Truman scholarships; and

WHEREAS, He was among a delegation that traveled to South Africa to sign research agreements with the University of Cape Town, the University of Western Cape, and the University of KwaZulu-Natal, and was part of the very memorable ceremony in which system-wide honorary degrees were awarded to Nelson Mandela and Graca Machel; and

WHEREAS, He was a Trustee who knew the University well, cared about it deeply, and never hesitated to express his concerns and take stands he believed in; and

WHEREAS, Jim fulfilled the highest standards of stewardship – acting as an unbiased and dedicated Trustee committed to serving the University and the University's interest. The roster of his assignments and responsibilities does not do justice to the full measure of his board service; now therefore be it

RESOLVED, that the Board of Trustees of the University of Massachusetts, in a meeting assembled this twenty-seventh day of February two thousand and thirteen does hereby express not only its sincere and lasting gratitude but also the collective thanks of the many faculty, staff, and students that Jim has served; and

BE IT FURTHER RESOLVED that Jim and his wife Janis spend many happy days in their home in Tiverton, Rhode Island, and that his wisdom and wise counsel always be welcomed, and that the University of Massachusetts continues to be worthy of his love and support.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS #4: **Resolution of Thanks and Appreciation - S. Paul Reville**

DATE: **BoT - February 27, 2013**

DOC. & VOTE I.D. #: **T13-030**

VOTED: **WHEREAS**, Secretary of Education S. Paul Reville has been a member of the University of Massachusetts Board of Trustees since September 1, 2008; and

WHEREAS, As a UMass Trustee, he has brought his immense passion for results and thoughtful analysis to bear to improve the quality of teaching, research and public service at UMass; and

WHEREAS, He has worked with UMass campuses to ensure that our students are prepared to compete and succeed in the 21st Century knowledge-based economy; and

WHEREAS, He has been a leading voice in the Commonwealth for education reform for more than three decades and one of the most respected; and

WHEREAS, He has been Governor Deval Patrick's top advisor on education and helped shaped the Commonwealth's education reform agenda including the Achievement Gap Act of 2010 – the most sweeping education legislation since the landmark Education Reform Act of 1993; and

WHEREAS, Under Secretary Reville's leadership, Massachusetts has led the nation in student achievement, with tools provided by the Achievement Gap Act of 2010, the Commonwealth's successful Race to the Top K-12 and Early Learning Challenge initiatives, the Vision Project, and other ongoing initiatives; and

WHEREAS, He has served as chairman of the Massachusetts Board of Elementary and Secondary Education; and

WHEREAS, Prior to his appointment as Education Secretary, he was the Director of the Education Policy and Management Program and a senior lecturer on educational policy and politics at the Harvard University Graduate School of Education and was also

the founder and president of the Rennie Center for Education Research & Policy; and

WHEREAS, Secretary Reville was also executive director of the Pew Forum on Standards-Based School Reform, a think-tank, research and advocacy initiative that helped shape the national standards movement; and

WHEREAS, He has been a teacher and an administrator, led business efforts to advance education and, as co-founder of the Massachusetts Business Alliance for Education, was deeply involved in the design and implementation of the Education Reform Act of 1993; and

WHEREAS, Secretary Reville has always put the interest of the University of Massachusetts front and center of his education agenda, despite his huge portfolio and range of responsibilities; therefore be it

RESOLVED, that the Board of Trustees of the University of Massachusetts, in a meeting assembled this twenty-seventh day of February two thousand and thirteen does hereby express not only its sincere and lasting gratitude but also the collective thanks of the many faculty, staff, and students that Secretary Reville has served; and

BE IT FURTHER RESOLVED that the friendship between the University of Massachusetts and Secretary Reville remains strong and that we continue to work in partnership to make education in Massachusetts the envy of the world.