

**UNIVERSITY OF MASSACHUSETTS
AMHERST•BOSTON•DARTMOUTH•LOWELL•MEDICAL SCHOOL•UMASSONLINE**

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

Wednesday, December 10, 2014; 9:00 a.m.

University of Massachusetts Amherst

Massachusetts Room

Mullins Center – 3rd Floor

200 Commonwealth Avenue

Amherst, Massachusetts

Trustees Present: Chairman Thomas; Vice Chair Furman; Trustees Buonomo, Campbell, Carpman, Collins, Freudson, Fubini, Geoffroy, Gomez, Lee, Lowe, Miller, Mullan, O'Brien, Peters, Woolridge and Xifaras; Mr. Wilder (representing Trustee Malone)

Trustees Absent: Vice Chair King-Shaw; Trustees Johnston, Malone and Osterhouse-Houle

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

Faculty Representatives: Professor Whitbourne, UMass Amherst; Professor Buzawa, UMass Lowell, Professor Shaw, Medical School

Documents Used: -Meeting Minutes, September 17, 2014 (Open Session)
-Meeting Minutes, June 18, 2014 (Executive Session)
-Meeting Minutes, September 17, 2014 (Executive Session)

Chair Thomas convened the meeting at 9:05 a.m. and announced that WAMC Northeast Public Radio will be recording the meeting.

Chair Thomas stated that the Board was provided with draft minutes of the September 17, 2014 meeting and the Executive Session minutes of the June 18 and September 3, 2014 meetings and asked for any corrections. With no corrections, the minutes were approved. Chair Thomas then announced that the Executive Session minutes will be withheld from disclosure to the public at this time as permitted under Chapter 4, section 7, clause Twenty-sixth of the General Laws, since publication would defeat the lawful purposes of the executive session.

Reports:

Chair's Report

Chair Thomas thanked Chancellor Subbaswamy and UMass Amherst for welcoming the Board to the flagship campus for the final Board meeting of 2014. Chair Thomas commented that UMass Amherst continues to make tremendous strides under the leadership of Chancellor Subbaswamy, and he continues to be an indispensable force in the Commonwealth.

**Board of Trustees
December 10, 2014**

Chair Thomas stated that the current Governor's leadership in Massachusetts will be changing and expressed gratitude for his support to UMass. Chair Thomas also noted that funding for higher education increased during the last two funding cycles, allowing UMass to freeze tuition and mandatory fees for in-state undergraduates, and that Governor Patrick's leadership and stewardship will be missed.

Chair Thomas commented that he looks forward to working with Governor-elect Baker in the future and as part of his transition team, along with President Caret and Chancellor Meehan.

Chair Thomas congratulated UMass Dartmouth student Trustee Jacob Miller, a recipient of the Newman Civic Fellows Award, and a participant in the first Civic Learning Conference at the Edward M. Kennedy Institute.

Chair Thomas commented on the launch of the multi-media rebranding campaign, "Here for a reason," and its positive impact. He noted that the UMass Foundation also launched its first system-wide capital campaign entitled "Your UMass Gift Works" to encourage support for the University.

Chair Thomas acknowledged Chancellor Subbaswamy for respectfully urging the campus community to come together and support those participating in a national day of action supporting the people of Ferguson and Staten Island.

Student Trustee Report, UMass Amherst

Trustee Freudson welcomed the Board to the Amherst campus and commented on a number of recent campus highlights, including: its rise in rankings, the new ILC classrooms, the Performance Champion Center, and the return to Division I Basketball. She also highlighted the inspiring engagement of students on a number of issues, including promoting more affordable textbooks, homeless students and food security/food swipes, a winter coat drive, addressing sexual assault and campus security; and veterans.

Public Speakers

UMass students Alison Rigney and Christine Herman indicated that Professor Varshini Prakash, Organizer of the UMass Fossil Fuel Divestment Campaign asked the Board to take a formal vote on divestment at its April 8, 2015 meeting. They then expressed disappointment in the lack of student access at the meeting, and commented that the climate change movement is strong and explained their position on moving to a fossil free investment portfolio.

Chair Thomas indicated that the request for a vote was duly noted and stressed the importance that all students participate in the process.

Ms. Joanne Martone, Co-Chair of the Professional Staff Union/MTA/NEA from UMass Amherst, commented on the contract concessions made by the unions.

Mr. Randall Phillis, President of the Massachusetts Society of Professors/Associate Professor from UMass Amherst, commented that collective bargaining is not aligned with the values of the

**Board of Trustees
December 10, 2014**

institution and delays put the contract approval process in jeopardy. He also commented on the disrespect felt by staff in the bargaining process.

President's Report

President Caret thanked Chancellor Subbaswamy for welcoming the Board to the flagship campus. He commented on its success this year such as the rise in rankings, impressive academic achievements, the most academically accomplished entering freshman class, completion of \$148 million worth of construction projects including the new state-of-the art Integrative Learning Center classroom building – and the launch of a pilot program allowing in-state students to earn a business degree in three years – at almost half the cost of a four-year degree. President Caret praised Brian Schnaffer for his regular appearance in the media to discuss the results of the polls conducted by the UMass Amherst Political Science Department.

President Caret thanked Governor Patrick for his support of UMass throughout his two terms in office. He also commented that Governor-elect Baker met with UMass students, faculty and administrators including one of the student recipients of the Baker-UMass scholarship. President Caret stated that Governor-elect Baker realizes the critical role that the University plays in the Commonwealth, and that he looks forward to working with him.

President Caret commented on the success of the system-wide “Here for a Reason” campaign, and provide highlights from the campuses this fall which included: UMass Medical School’s \$7.5 million grant from the Paul G. Allen Family Foundation to fight Ebola in West Africa; the National Business-Higher Education Forum Cybersecurity Workforce conference at UMass Boston; UMass Dartmouth’s new strategic plan, UMassDTransform2020, to focus on research scholarship and innovations. UMass Dartmouth also broke ground for the Charlton College of Business School building expansion; One of UMass Law School’s grads, Amber Cohen, was named a 2014 Boston rising star by *The National Law Journal* and *The Connecticut Law Tribune*; and the success of UMass Lowell’s First Division I Homecoming, and the opening of a new academic center as part of the \$3 million renovation of the Costello Athletic Center.

President Caret commented on UMass Foundation’s multi-media philanthropic campaign to help support student scholarships, financial aid, and other campus priorities entitled “Your UMass Gift Works,” and the efforts to convert faculty research into entrepreneurship which reflects the University focus on mentoring and support. Records were set for 157 patent applications, along with 180 faculty invention disclosures.

President Caret announced the creation of the newly formed Socially Responsible Investment Advisory Committee to review investment decisions that cause concern for our community members.

Trustee Carpmann commented that the UMass Foundation campaign was brilliant and that it was important for all members to talk about it.

**Board of Trustees
December 10, 2014**

Secretary Malone's Report

Mr. Wilder expressed gratitude toward outgoing Governor Patrick for his dedication and commitment every day. Secretary Malone will work in a tight partnership with Governor-elect Charlie Baker to ensure a smooth transition.

Reports of Standing Committees:

Committee on Academic and Student Affairs

Trustee Lee reported that the Committee on Academic and Student Affairs met on November 19 and approved the minutes from the previous meeting. After brief reports from President Caret, and Senior Vice President Williams, the Committee considered and voted on one action item, and three action items in Executive Sessions. Three items were placed on the Consent Agenda for Board action. There were also seven information items.

Committee on Administration and Finance

Trustee Woolridge reported that at its December 3rd meeting, the Committee on Administration and Finance, the chair provided a brief overview of State tax revenue collections, and also reported on the work to revamp the current Executive Dashboards. Associate Vice President Matt Gorzkowicz provided an overview of the FY15-19 University Capital Plan, and Budget Director LeeAnn Pasquini reviewed the Quarterly Capital Report and the Approved Project List. Senior Vice President Wilda provided an overview of the FY14 financial statements and the FY14-19 projections and financial indicators. UMass Building Authority's (UMBA) Executive Director Trisha Filippone provided an overview of UMBA's project activity and upcoming borrowing strategy.

The Committee considered three action items. All of the items were approved and the Committee voted to put items 1 and 3 on the Consent Agenda for today's meeting.

Trustee Woolridge then asked the Chair to entertain a motion to approve the **FY2015 – FY2019 Capital Plan and Changes to the Capital Projects List**.

Chair Thomas asked for questions and discussion. It was moved and seconded.

VOTED: Pursuant to Trustee Policy T93-122, as amended, to approve **the University's Capital planning process that has resulted in this list of capital projects** described in the Five-year Capital Plan (FY2015 to FY2019) Doc. T14-089 and to satisfy the University's written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T14-090. Approval of the University's capital plan does not constitute approval of the individual projects and each project must follow the capital project approval process pursuant to Trustee Policy T93-122.

And further,

**Board of Trustees
December 10, 2014**

Pursuant to Trustee Policy T93-122, as amended, to approve the following projects be added to the approved project list under the first vote or “**Preliminary Campus Estimate**” and to satisfy the University’s written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T14-090.

Campus	Project Name	Preliminary Campus Estimate
Amherst	Old Chapel Renovations	\$ 21,000,000
Amherst	DuBois Writing Program & Image Library	\$ 6,400,000
Boston	Master Plan Phase I: Bayside Expo Center - Separate Utilities and Demolish Buildings, and Make Major Parking Lot Improvements	\$ 9,000,000
Worcester	VA-1 Mass DOT Building Demolition	\$ 2,000,000
Worcester	VA-1 Worcester VA Community Based Outpatient Clinic - New Facility - Phase 1	\$ 70,000,000
Worcester	VA-1 Expansion to South Road Garage	\$ 10,000,000
Worcester	MBL South Coast GMP Renovations - Fall River	\$ 13,000,000

And further,

Pursuant to Trustee Policy T93-122, as amended to approve the following projects under the second vote or “**Full Project Approval**” and to satisfy the University’s written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T14-090:

Campus	Project Name	Preliminary Campus Estimate	Full Project Approval (Second Vote)
Amherst	Integrated Design Building - formerly Hills replacement Building	\$ 55,000,000	\$55,000,000
Amherst	Marks Meadow/Furcolo Renovations	\$ 21,400,000	\$22,500,000
Amherst	South College Academic Facility - formerly Bartlett Replacement Building	\$ 50,000,000	\$ 65,000,000
Amherst	Morrill Steamline	\$ 6,000,000	\$ 6,000,000
Boston	Life Sciences: Center for Personalized Cancer Therapy - To Be Located within Integrated Sciences Complex - LSBB Earmark	\$ 10,000,000	\$ 10,000,000
Dartmouth	Classroom, Teaching Laboratory, and Learning Space Improvements	\$ 11,440,000	\$ 11,440,000
Lowell	North Campus Quad Renewal	\$ 31,500,000	\$ 18,000,000
Worcester	REN - 4 Basic Research and Student Lab Wing Improvements Floors 1 - 4	\$ 15,500,000	\$ 16,000,000

And further,

Pursuant to Trustee Policy T93-122, as amended to approve the following projects that **exceeded the Approved Project cost by more than 10%** and to satisfy the

**Board of Trustees
December 10, 2014**

University’s written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T14-090:

Campus	Project Name	Full Project Approval (Second Vote)	Adjusted Cost	% Change
Boston	Master Plan Phase I: Utility Corridor and Roadway Relocation Project	\$ 143,000,000	\$ 165,200,000	16%
Boston	Master Plan Phase I: Construct New Academic Building 1	\$ 113,000,000	\$ 130,500,000	15%
Worcester	REN - 4 Clinical Wing Lab to Office Conversions (Floor 2 - 7)	\$ 8,000,000	\$ 15,500,000	94%

And further,

With respect to any or all of the projects identified in the University’s 5 Year Capital Plan, Doc. T14-089, and in the Approved Capital Project list, as reviewed and amended quarterly, 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. T14-089)

Audit Committee

Vice Chair Furman reported that the Audit Committee met on December 3rd, and after accepting the minutes of the prior meeting, the Committee heard reports from Internal Director Audit Kyle David, and from Grant Thornton on the University’s enterprise risk management efforts, and a general timeline for project milestones. The Committee voted to approve the Internal Audit Charter.

**Board of Trustees
December 10, 2014**

The Grant Thornton team presented results from their audits of the University's financial statements, A-133 and Massachusetts Financial Assistance. Executive Director Mary Foster provided the Committee with a summary of industry updates and trends.

Chair Thomas asked for questions and discussion. It was moved and seconded.

VOTED: To approve the revisions to the Internal Audit Charter as contained in Doc. T06-061, as amended.

And further,

To approve the University's Annual Financial Statements as contained in Doc. T14-096.

And further,

To approve the following Audit Reports:

- Report on Federal Financial Assistance Programs in Accordance with OMB Circular A-133 (Doc. T14-097)
- Report on MA Financial Assistance Programs (Doc. T14-098)
- Internal Control Letter (Doc. T14-099)

Committee on Advancement

Trustee Peters reported that the Committee on Advancement met on November 19. In his absence, Trustee Campbell chaired the meeting and spoke about the fundraising results reported by each campus and other significant highlights.

President Caret provided an update about fundraising in the first quarter of FY15. President Caret also reported on established goals, the system Capital Campaign, and the UMass Bus Tour.

Vice President Pagnam reported on the endowment performance in FY14, and a marketing campaign aimed at enhancing the philanthropic interest of alumni and friends of the University.

Consent Agenda:

Chair Thomas reported that at its meeting on November 19, 2014, the Committee on Academic and Student Affairs voted to place Items 1-3 on the Consent Agenda and that at its December 3rd meeting, the Committee on Administration and Finance voted to place Items 4-5 on the Consent Agenda.

Chair Thomas asked for a motion to approve Items 1-5 by a single vote on the Consent Agenda.

It was moved and seconded.

**Board of Trustees
December 10, 2014**

VOTED: To approve the following votes listed as 1-5 on the Consent Agenda:

The Committee on Academic and Student Affairs approved items 1-3 on November 19, 2014.

1. **Appointments to Named Professorships, UMass Medical School (Doc. T14-085)**

To concur with the President in the appointment of Katherine F. Ruiz de Luzuriaga to the UMass Memorial Health Care Chair in Biomedical Research (UMMHC Chair) at the University of Massachusetts Medical School.

And further, To concur with the President in the appointment of Gyongyi Szabo to the Worcester Foundation for Biomedical Research Chair (WFBR Chair) at the University of Massachusetts Medical School.

2. **Appointments with Tenure, UMass Amherst, Dartmouth, Lowell, Medical School (Doc. T14-081)**

To concur with the President in the appointment of Moon-Kie Jung 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 Eric Mitnick as professor with tenure in the University of Massachusetts School of Law - Dartmouth.

And further, To concur with the President in the appointment of Matthew Gage as associate professor with tenure in the Department of Chemistry at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Jeffrey Moore as associate 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 Wilson Palacios as associate 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 Raffi V. Aroian as professor with tenure in the Department of Molecular Medicine at the University of Massachusetts Medical School.

3. **Awards of Tenure, UMass Amherst, Medical School (Doc. T14-082)**

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

AMHERST

MATTHEW A. LACKNER, Mechanical and Industrial Engineering

ANDREA POCAR, Physics

**MEDICAL SCHOOL MARK ALKEMA, Neurobiology
 ERIC HUSEBY, Pathology
 CARLOS LOIS, Neurobiology**

The Committee on Administration and Finance approved items 4-5 on December 3, 2014.

4. **Establishment of Endowed Professorships, UMass Medical School (Doc. T14-088)**

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to establish the UMass Memorial Health Care Chair in Biomedical Research (UMMHC Chair) at the University of Massachusetts Medical School.

And further,

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to the Worcester Foundation for Biomedical Research Chair (WFBR Chair) at the University of Massachusetts Medical School.

5. **Resolution Authorizing Request for Initiation by UMass Building Authority of University Projects and Related Matters (Doc. T14-090)**

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 buildings and other 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

**Board of Trustees
December 10, 2014**

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:
 - (a) Any or all of the projects identified in the University's 2015-2019 Capital Plan, Doc. T14-089 **'which are on'** the Approved Capital Project list, as reviewed and amended quarterly **'by the Trustees'**; 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 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.

**Board of Trustees
December 10, 2014**

Chair Thomas then asked that the Board vote to enter into **Executive Session** pursuant to Massachusetts General Law, Chapter 75, Section 4, for the purpose of considering **Honorary Degrees, UMass Amherst, Boston, Dartmouth, Lowell, Medical School; Update on Real Property in the City of Lowell**, since an open meeting would have a detrimental effect on the negotiating position of a public body, as permitted by General Laws Chapter 30A, Section 21(6); and **Strategy discussion for remaining 2014 collective bargaining units**, as permitted under Chapter 30A, Section 21(a)(3), since a discussion in open session would have a detrimental effect on the University's position.

It was moved, seconded and the Secretary called the roll with each Trustee asked to vote yes or no. Chair Thomas voted for the motion as did Vice Chair Furman; Trustees Buonomo, Campbell, Carpman, Collins, Fubini, Geoffroy, Gomez, Lee, Lowe, Mullan, Peters, Woolridge and Xifaras; and Mr. Wilder.

The time was 10:31 a.m.

Janet Thomas
Assistant to the Deputy Chancellor, Amherst