

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

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

**Wednesday, April 8, 2015; 9:00 a.m.**  
**University of Massachusetts Medical School**  
**Faculty Conference Room – 1<sup>st</sup> Floor**  
**55 Lake Avenue North**  
**Worcester, Massachusetts**

**Trustees Present:** Chair Woolridge; Vice Chairs Furman and King-Shaw; Trustees Buonomo, Campbell, Carpman, Collins, Freudson, Geoffroy, Johnston, Lee, Lowe, Miller, Mullan, O'Brien, Osterhaus-Houle, Peters, Peyser, Thomas and Xifaras

**Trustees Absent:** Trustees Fubini and Gomez

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

**Faculty Representatives:** Professor Whitbourne, UMass Amherst; Professor Tirrell, UMass Boston; Professor White, UMass Dartmouth; Professor Buzawa, UMass Lowell, Professor Shaw, Medical School

**Documents Used:** -Meeting Minutes, October 23, 2014 (Open Session)  
-Meeting Minutes, December 10, 2014 (Open Session)  
-Meeting Minutes, February 6, 2015 (Open Session)

Chair Woolridge convened the meeting at 9:16 a.m.

Chair Woolridge stated that the Board was provided with draft minutes of the October 23, 2014 special meeting, the December 10, 2014 meetings and the February 6, 2015 special meeting. The Chair asked for any corrections. With no corrections, the minutes were approved.

**Reports:**

**Chair's Report**

Chair Woolridge welcomed the Board and thanked Governor Baker for appointing him Chair and reiterated his commitment to continuing the upward trajectory of this great University. He also welcomed Secretary of Education Peyser to his first full UMass Board meeting.

Chair Woolridge acknowledge the Medical School for being a national leader in primary care education and thanked Chancellor Collins and his team for hosting Board. He also noted that Chancellor Collins was honored last month by the Massachusetts Biotechnology Council and

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presented with the 2015 MassBio Leading Impact Award in recognition of his leadership of the UMass system's Life Science Task Force.

Chair Woolridge stated that the University formed a 2024 Olympics Task Force. The Task Force will be chaired by Trustee Campbell.

Chair Woolridge noted that commencement season is quickly approaching with the system's first commencement taking place on May 8 at the Amherst campus, ending with the Medical School on May 31. He urged the Trustees to attend the various commencement ceremonies and noted that this year, Trustees, Sarah Freudson from UMass Amherst and Phillip Geoffrey from UMass Lowell, will be among the more than 17,000 UMass graduates.

Chair Woolridge then provided an update on the Presidential Search Process. The Presidential Search Committee retained the services of Korn Ferry to conduct the search and a recruitment ad has been placed in the Chronicle of Higher Education. Korn Ferry provided the Search Committee with a diverse group of candidates for the position of president and interviews will take place in April and May. The Search Committee will present finalist candidates to the Board after the interviews conclude. In addition, Rob Manning, Chair of the Search Committee, spent a week hosting open forums on each of the campuses gathering input from students, faculty and staff about the qualities they would like to see in the next president. That feedback will form the basis of some of the questions posed to candidates in their interviews.

### **Student Trustee Report, UMass Medical School**

Trustee Lowe welcomed the Board to the Medical School and commented on the Student Trustee Forum chaired by Trustee Mullan. He expressed concerns that the 50/50 funding plan will not be extended to Medical School students. Trustee Lowe also reported on recent campus activities including initiatives for preventing the Ebola outbreak.

### **Public Speakers**

UMass students Alison Rigney and Christine Herman, representing the Divest UMass Campaign, stated that over 4,000 signatures were provided at the December meeting and their request for a formal vote on divestment has been ignored. They asked Chair Woolridge for public statement supporting divestment and a formal vote on divestment. They expressed a desire in working with the Board.

Chair Woolridge stated he could not make a sole decision on a vote. A vote must be made by the full Board. He noted that there have been active discussions on divestment since fall 2014, and also at the Board's February special meeting and yesterday's Committee of the Whole. Chair Woolridge commented that the expectation was to have a statement on the issue prior to President Caret's departure in June and offered to meet with the Divest Group. Trustee Lee suggested the students should reach out to the student Trustees who are valuable members on the Board and part of their job is to meet with them. Trustee Freudson from the Amherst campus offered to meet the students.

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Anneta Argyres, Vice President, Professional Staff Union, UMass Boston expressed disappointment in the Board's and President's inability to settle the negotiated contracts and stated that faculty should not be the University's last priority.

Mr. Randall Phillis, President of the Massachusetts Society of Professors/Associate Professor from UMass Amherst, commented on the Governor's budget proposal and legislation passed on approval of the contracts. He stated that the strife between the faculty and administration must be corrected and asked for a roll call vote on the bargaining agreements.

Chair Woolridge stated that a vote on bargaining agreements was not an item on the agenda. President Caret commented that the administration has been working diligently on getting funding for the contracts. The Administration must work with the legislature to resolve the issue.

**President's Report**

President Caret thanked Chancellor Collins and his staff for welcoming the Board to the Medical School, which continues to build on its reputation as a world class research institution and leader in primary care education. President Caret also congratulated Chancellor Collins for being the recipient of the 2015 Leading Impact Award from the Massachusetts Biotechnology Council.

President Caret commented that he met with some of the legislators on Beacon Hill last week and the state has funded the University's budget to get it back to the 50/50 plan.

President Caret reported that all five of the UMass campuses were again recognized for their service to their communities – receiving the Carnegie Foundation's Community engagement classification earlier this year. The campuses were also named in December 2014 to the President's Higher Education Community Service Honor Roll, with UMass Dartmouth being one of only four finalists in the general community service category – it among the top 20 institutions in the country.

President Caret then highlighted campus successes including: UMass Amherst rated as the 25<sup>th</sup> most efficient among top-rated national universities in a new *U.S. News & World Report* ranking category; last week's opening ceremonies of the Edward M. Kennedy Institute at UMass Boston and the ribbon cutting of its new Integrated Sciences Complex; UMass Dartmouth recently being named No. 1 in Massachusetts for its online bachelor's degree program, in U.S. News and World Reports 2015 Online Programs rankings, and No. 2 in all of New England; UMass Lowell's Center for Space Science and Technology was awarded \$5.6 million NASA grant; and *Chronicle's* special feature at the Medical School on the excitement of Match Day - the day medical students learn where they will become residents.

**Secretary Peyser's Report**

Secretary Peyser thanked the Chair for the opportunity to provide a report and deferred until he had an update to report.

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**Reports of Standing Committees:**

**Committee on Academic and Student Affairs**

Trustee Lee reported that the Committee on Academic and Student Affairs met on April 1<sup>st</sup> in a joint meeting with the Committee on Administration and Finance and approved the minutes from the November 19, 2014 meeting held in both open and executive session. Following brief reports from the Chair, President Caret, and Senior Vice President Williams, the Committee considered and voted on six action items in Open Session, and three action items in Executive Session. Eight items were placed on the Consent Agenda for Board action. There was also one information item about Out-of-State MD Student Enrollment at the Medical School.

Trustee Lee then asked the Chair to entertain a motion to approve the **Establishment of the School of Pharmacy and Pharmaceutical Sciences, UMass Lowell.**

Chair Woolridge asked for questions and discussion.

Secretary Peyser thanked the Chair for allowing discussion of the School of Pharmacy on the agenda. Having a discussion is helpful in understanding the process and importance for new degree programs.

It was moved and seconded.

**VOTED:** To concur with the recommendation of the President and approve the establishment of the School of Pharmacy and Pharmaceutical Sciences at the University of Massachusetts Lowell. (Doc. T15-017)

**Committee on Administration and Finance**

Trustee Buonomo reported that the Administration and Finance Committee met on April 1<sup>st</sup> in a joint meeting with the Committee on Academic and Student Affairs and approved the minutes from the December 3, 2014 meeting. The chair provided a brief overview of State tax revenue collections and addressed the challenges the University has looking forward. Budget Director Pasquini reviewed the Quarterly Capital Report and the Approved Project List.

Senior Vice President Wilda provided an overview of some of the FY14 financial results compared to the University's peer institutions and Executive Director Filippone provided an overview of the Building Authority's recent borrowing and rating agency reports including the University's strengths and weaknesses as reported by the rating agencies.

The Committee considered and voted on three action items. The three items were placed on the Consent Agenda for Board action.

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**Audit Committee**

Vice Chair Furman reported that the Audit Committee met on April 1<sup>st</sup> and accepted the minutes of the prior meeting. Director of Internal Audit David then reported on activity during the first half of the fiscal year. He also reported that the University's five year contract with Grant Thornton is ending. The Committee then considered and voted on three NCAA and three radio station audit reports for Board approval. Lastly, the Committee entered into Executive Session for an update on confidential matters.

Vice Chair Furman then asked the Chair to entertain a motion to approve the Audit Reports.

Chair Woolridge asked for questions and discussion.

It was moved and seconded.

**VOTED:** To approve the following Audit Reports:

- Intercollegiate Athletic Department Report, Amherst (Doc. T15-018)
- Intercollegiate Athletic Department Report, Lowell (Doc. T15-019)
- Football Attendance Report, Amherst (Doc. T15-020)
- WFCR-FM Audit Report, Amherst (Doc. T15-021)
- Combined WFCR-FM and New England Public Radio Foundation, Inc. Audit Report, Amherst (Doc. T15-022)
- WUMB-FM Audit Report, Boston (Doc. T15-023)

**Compensation Committee**

Trustee Mullan reported that the Compensation Committee met this morning and heard a report by Sibson Consulting on National Trends in Compensation for Chief Higher Education Officers. The Committee then entered into Executive Session for a Strategy session in preparation for contract negotiations with non-union personnel.

**Consent Agenda:**

Chair Woolridge reported that at its meeting on April 1, 2015, the Joint Committee on Academic and Student Affairs & Administration and Finance voted to place Items 1-10 on the Consent Agenda.

Chair Woolridge asked for a motion to approve Items 1-10 by a single vote on the Consent Agenda.

It was moved and seconded.

**VOTED:** To approve the following votes listed as 1-10 on the Consent Agenda:

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The Joint Committee on Academic and Student Affairs & Administration and Finance approved items 1-10 on April 1, 2015.

1. **M.A. in History, UMass Lowell (Doc. T15-004)**  
To approve the M.A. in History at the University of Massachusetts Lowell as contained in Doc. T15-004.
2. **M.S. in Business Analytics, UMass Lowell (Doc. T15-005)**  
To approve the M.S. in Business Analytics at the University of Massachusetts Lowell as contained in Doc. T15-005.
3. **M.S. in Engineering Management, UMass Lowell (Doc. T15-006)**  
To approve the M.S. in Engineering Management at the University of Massachusetts Lowell as contained in Doc. T15-006.
4. **B.S. in Engineering in Biomedical Engineering, UMass Lowell (Doc. T15-007)**  
To approve the B.S. in Engineering in Biomedical Engineering at the University of Massachusetts Lowell as contained in Doc. T15-007.
5. **Rescinding the Designation of the Department of Computer Science as the School of Computer Science, UMass Amherst AND Establishment of the College of Information and Computer Sciences, UMass Amherst (Doc. T15-016)**  
To concur with the recommendation of the President and approve rescinding the designation of the Department of Computer Science as the School of Computer Science at the University of Massachusetts Amherst AND establishing the College of Information and Computer Sciences at the University of Massachusetts Amherst.
6. **Establishment of the Earl Stafford Endowed Professorship, UMass Amherst (Doc. T15-026)**  
In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to establish the “Earl Stafford Professorship” at the Amherst campus.
7. **Establishment of the Deval L. Patrick Chair in Social, Political, and Economic Innovation, UMass Boston (Doc. T15-027)**  
In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws to establish the “Deval L. Patrick Chair in Social, Political, and Economic Innovation” at the University of Massachusetts, Boston.
8. **Approval of Capital Projects (Doc. T14-089, as amended)**  
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

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

<u>Campuses</u>	<u>Project Name</u>	<u>Full Project Approval April 2015</u>
Amherst	Replace Oil Filled Transformers	\$2,000,000
Boston	Master Plan Phase I: Bayside Expo Center: Separate Utilities and Demolish Buildings, and Make Certain Parking Lot Improvements	\$9,000,000
Dartmouth	Charlton College of Business, Phase II	\$15,000,000
Dartmouth	SMAST / DMF Expansion	\$55,000,000
Medical School	MBL South Coast GMP Renovations - Fall River	\$13,000,000

9. **Appointments with Tenure, UMass Boston, Medical School (Doc. T15-009)**

To concur with the President in the appointment of Christopher Fuchs as professor with tenure in the Department of Physics at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Jennifer Gregg as associate professor with tenure in the Department of Communication at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Shaman Hatley as associate professor with tenure in the Department of Asian Studies at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Erik J. Sontheimer as professor with tenure in the Department of Molecular Medicine at the University of Massachusetts Medical School.

And further, To concur with the President in the appointment of Paul Thompson as professor with tenure in the Department of Biochemistry & Molecular Pharmacology at the University of Massachusetts Medical School.

10. Awards of Tenure, UMass Medical School (Doc. T15-010)

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

**MEDICAL SCHOOL**    **EDWIN BOUDREAUX**, Emergency Medicine  
**LORI PBERT**, Medicine  
**ANDREW TAPPER**, Psychiatry  
**RONGHUA ZHUGE**, Microbiology &  
Physiological Systems

Under Other Business the first item was Department of Defense, Exclusion from Personnel Clearance Requirements. This is a vote for new trustees to be included on the Exclusion List.

Chair Woolridge asked for questions and discussion.

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, and the designated Facility Security Officer meet the personnel clearance requirements 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, 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, 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:

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<u>NAME</u>	<u>TITLE</u>
James R. Buonomo	Trustee
Richard P. Campbell	Trustee
Lawrence M. Carpman	Trustee
Edward W. Collins, Jr.	Trustee
Sarah Freudson	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
Alyce J. Lee	Trustee
Patrick Lowe	Trustee
Jacob D. Miller	Trustee
Jeffrey B. Mullan	Trustee
Nolan O'Brien	Trustee
Kerri Osterhaus-Houle	Trustee
R. Norman Peters	Trustee
James A. Peyser	Trustee
Henry M. Thomas, III	Trustee
Margaret D. Xifaras	Trustee (Doc. T15-034)

The next item was the **Consideration of Board policies relating to Evaluation and Compensation of Senior University Administrators and Governance**. Chair Woolridge commented that Board of Trustee policies are regularly reviewed to determine if they should be revised to comply with changes in the law or to allow the Board and administration to be more efficient and effective in managing the University. The Governance Committee did an initial review of the policy on Executive Compensation for the President and Chancellors, the policy on the Evaluation of Senior Administrators, and the University's Governance policy. The policies are inter-related and need to be revised for consistency.

General Counsel Heatwole stated that the policies with the suggested revisions will be provided to the Board for review and will be discussed at a future meeting. Chair Woolridge commented on the process for which the policies will be reviewed.

Chair Woolridge then asked that the Board vote to enter into **Executive Session** to consider **Honorary Degrees, UMass Lowell, Medical School; Collective Bargaining Update**, 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; and **Strategy session in preparation for contract negotiation with non-union personnel** as permitted under Chapter 30A, Section 21(a)(2), since a discussion in open session would have a detrimental effect on the University's position.

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Chair Woolridge announced that the Committee will not reconvene in open session.

It was moved, seconded and the Secretary called the roll with each Trustee asked to vote yes or no. Chair Woolridge voted for the motion as did Vice Chairs Furman and King-Shaw; Trustees Buonomo, Campbell, Carpman, Collins, Geoffroy, Johnston, Lee, Lowe, Mullan, Osterhaus-Houle, Peters, Peyser, Thomas and Xifaras.

The time was 10:34 a.m.

Zunilka Barrett  
Secretary to the Board of Trustees