

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

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

**Friday, February 6, 2015; 8:00 a.m.  
University of Massachusetts Law School – Dartmouth  
Rooms 116 & 117  
333 Fauce Corner Road  
Dartmouth, Massachusetts**

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

**University Administration:** President Caret; General Counsel Heatwole; Senior Vice President Wilda; Vice President Pagnam; Ms. Filippone, Executive Director UMass Building Authority (UMBA); Chancellors Subbaswamy, Motley, Grossman (arrived late), Meehan and Collins

**Guests:** Rick Legon, President, Association of Governing Boards (AGB); James Karam former Chair, UMass Board of Trustees

**Documents Used:** -UMass Trustee Appointment to Board of Higher Education, Doc. T15-001  
-President's Search Committee, Doc. T15-002  
-Updates to Board of Trustees: E&E Report - July 2014; Procurement Council Update FY14; University IT Steering Committee Update; Academic E&E Committee Statement; Legislative Priorities 2015-2016; Funding Priorities 2015-2016; 2014 AGB National Commission Report; Board of Trustees Retreat Update; Retreat Recommendations 2012, 2013; UMass Club and President's Office Relocation Update, Doc. T15-003  
-UMass Governance Document, Doc. T73-098, as amended

Chair Woolridge convened the meeting at 8:15 a.m. and expressed his gratitude to the Governor, Board and Administration for their well wishes in assuming his new role as Board Chair. He then thanked former Chair Thomas for his years of service and dedication and called on him to address the Board.

Trustee Thomas thanked the Board, UMass Administration and the students for their continued support during his tenure as Board Chair and for the kind sentiments he received as he stepped down as Board Chair. He also recognized President Caret and the senior staff for their efficiency and sustain. Trustee Thomas stated that his goals for the Board have always been student centered and the work of the students continues to inspire and have made being Chair most enjoyable for him.

Chair Woolridge then reviewed the agenda for the day's meeting.

**Board of Trustees**  
**February 6, 2015**

**Action Items:**

Chair Woolridge requested the approval of the **UMass Trustee Appointment to Board of Higher Education**. Chair Woolridge indicated that Trustee Thomas has served in this role during his time as Chair and he was recommending that he continue serving in that role.

It was moved and seconded.

To affirm the appointment of Trustee Henry M. Thomas, III to serve as University of Massachusetts' representative on the Board of Higher Education. (Doc. T15-001)

The Chair asked for a vote and the motion passed unanimously.

The next item was approval of the **President's Search Committee**. Chair Woolridge first reminded the Board that as members of a public board, it is important to be in compliance with the state's Conflict of Interest law and the Open Meeting Law. He indicated that the members of the Search Committee will also have to meet these compliance requirements. Chair Woolridge announced that General Counsel Heatwole has retained the services of attorney Carl Valvo from the firm Cosgrove, Eisenberg, and Kiley, to assist the Search Committee and the Board on any Open Meeting issues during the search process.

Chair Woolridge noted that it was important to consider the qualities the Board is looking for in a new president, as well as define the near and long-term strategic needs and issues of the University. Chair Woolridge then asked each Trustee to comment on the qualifications of the ideal candidate for the role of president; qualifications mentioned by the Trustees included:

- Telling and selling the University is important – the next president needs to have proven experience in promoting the University and large systems.
- Legislative acumen to negotiate on behalf of the University is an important characteristic of the next president.
- Endowment growth and having a continued focus on the stature of the University; the person needs to focus on advancing the system and not just one campus.
- The candidate must have a clear vision for the institution (during tough times). Where are we going?
- Listening is a key attribute for the successful candidate. Gaining perspective & communication is important. Defuse any stigma between public vs. private education and quality in Massachusetts.
- Fundraising – to relieve financial stress.
- Collaborative.
- Large System experience is desired.
- Effective communicator. Alumni development should be a focus.
- Transparent & strong leadership style, academic credentials is important, forward looking & innovative.

**Board of Trustees**  
**February 6, 2015**

- Internal & external leadership. Having business & management skills would be welcomed.
- Research & global outlook is important.
- Technology transfers/ corporate partnership etc., leverage what we have.
- Relationship building and political skills.
- Commitment to diversity is important.
- The ability to execute on strategy and other imperatives.
- A commitment to stay more than 5 years. Adaptable to the local landscape.
- Financial acumen – leverage the private sector.
- Understands & learns the environment and one who embraces the “Public” education sector.
- Expect engagement from board/chancellors/faculty & staff.
- Leverage our public land grant/public services mission.
- To see how to make the asset larger. Make it more affordable/accessible to citizens.
- We don’t need a system administrator.
- Creating & sustaining a brand – never forget the academic mission.
- Student engagement – student life forum.
- A national search with a sense of “vigor” to reflect where the University is now.
- Listening to all constituents is important.
- Search must move at good pace, do not want an interim.
- There is an untapped fund raising resource in private dollars, need someone to play a major fund raising role.
- Need awareness of coming changes in higher ed.
- Experience running a business; someone who will not be frustrated by process.
- Building issues for campuses; need someone with finance knowledge and working with private sector.
- Search Committee members must be fully engaged in the process so the result will be fully communicated; don’t prejudge.
- An innovative person to prepare students for the future work force.

Chair Woolridge indicated the need to begin the search process as soon as possible to retain a new president by July. The Board’s Governance Policy requires that a broad and representative search for a president be conducted. He also noted that Board of Trustees policy has been followed and the Chair solicited names from the governance bodies of potential faculty and students from each campus, as well as business and community leaders who might serve on the Committee.

Chair Woolridge noted that requirements of the Open Meeting Law necessitated limiting the number of voting Trustees on the Committee to no more than 8. He announced that at the conclusion of its work, the Search Committee will report on its work and forward the names of two or three candidates for the Board’s consideration.

Chair Woolridge then requested the approval of the President’s Search Committee.

**Board of Trustees**  
**February 6, 2015**

It was moved and seconded.

Pursuant to Doc. T73-098, to appoint the following persons to the Search Committee for a new President:

Robert J. Manning, Chair, UMass Lowell '84, '11 (Hon)  
Susan J. Braunhut, PhD  
Richard P. Campbell, JD, UMass Boston '70  
Edward W. Collins, Jr.  
Roger W. Crandall  
Sarah Freudson  
David G. Fubini, UMass Amherst '76  
Mark A. Fuller, PhD  
A. Yemisi Jimoh, PhD  
Philip W. Johnston, UMass Amherst '68  
James J. Karam, UMass Dartmouth '71, '01 (Hon)  
Mark A. Keroack, MD  
Patrick Lowe  
Katherine F. Ruiz De Luzuriaga, MD  
Jacob D. Miller  
Grant V. O'Rielly, PhD  
Kerri E. Osterhaus-Houle, MD, UMass Medical School '99  
R. Norman Peters, JD, '04 (Hon)  
James A. Peyser  
Bala Sundaram, PhD  
Marcellette G. Williams, PhD

And further, to delegate to the Chair of the Board authority to charge the Search Committee. (Doc. T15-002)

The Chair asked for a vote and the motion passed unanimously.

**UMass Planning:**

President Caret and Trustee Carpman reported on UMass Planning and next steps for long-range planning. Trustee Carpman indicated the need to focus on campus needs and outlook while considering planning ranges 5-10 years from now. He noted the University's approach to planning begins with the system's mission statement and the 10 strategic priorities that were developed and approved by the Board of Trustees. Trustee Carpman also provided an overview of the system and campus presentations from the October 23<sup>rd</sup>, 2014 special meeting of the Board.

President Caret emphasized the importance of planning and the strategic methods for getting there. The University hopes to adapt the 50/50 planning method. The goals that fall under the plan is to have all campuses reach the 75<sup>th</sup> percentile in funding from a public policy side,

**Board of Trustees  
February 6, 2015**

achieve additional autonomy of efficiency, increase bond ratings, decrease the margin of debt and deferred maintenance backlogs.

Trustee Mullan suggested working with the State to help limit the debt capital. He commented that there should be performance measures in Massachusetts starting with education. Trustee Fubini commented on the need for proportionally allocating funding for each campus.

Trustee Xifaras commented on the importance of leveraging movement across each campus. She urged the encouragement for growth campus-wide and system-wide. She also expressed the need for the campuses to collaborate to grow the system, not provoking competitiveness between the campuses.

Vice Chair King-Shaw inquired about the campuses that are significantly lacking in programmatic growth and the need to focus on them. He commented that when implemented, the new planning strategy will benefit each campus brand allowing opportunities for additional funding.

President Caret indicated that the campuses will continue to work on strategic planning, developing metrics, and benchmarking to influence the long-range planning for the system as a whole.

**Budget and Efficiency & Effectiveness Update:**

Senior Vice President Wilda provided an update on the FY15 state budget and suggested funding for FY16'. She also provided an update on the contracts that have not been approved or paid by the Commonwealth and the challenges faced with State funding compared to the University's peer institutions and systems. Senior Vice President Wilda indicated that there may be a need for fee increases because of the decrease in state funding (\$30M less in state appropriations).

There was then discussion about tuition retention and recent budget cuts by the Governor. Trustee Lee commented on the need for transparency with tuition costs. Chancellor Meehan commented on the importance of understanding that the cost of education is pertinent information when 'telling and selling' the campuses.

Chancellor Motley provided an update on procurement efforts. He reviewed the current model of the Procurement Council to insure effective spending through 4 goals: Improving the quality of service to users; Reducing maverick spend and Procard activity, by directing users to University contracts and preferred vendors through the use of 'Punch-out' and 'Hosted' catalogs; Increasing the use of electronic transactions for purchase orders and invoices; and Driving Cost Saving. He discussed the anticipated challenges with achieving these goals. Chancellor Motley also reported on the achievements to-date, including SciQuest Rookie of the year, cost savings, and the Committee's E&E planning going forward. Trustee Fubini asked for the percentage saved on procurement thus far.

**Board of Trustees**  
**February 6, 2015**

Chancellor Collins provided an update on IT E&E. The University IT Steering Committee is working extremely well together. There are smaller working groups within the subcommittee discussing ideas and planning for key initiatives including the Academic Technology (virtual desktop), Data Center Optimization (centralized database for all campuses), Deferred IT maintenance, Leveraged Procurement and the MGHPC (Mass Green High Performance Computing Center). Chancellor Collins discussed ways to collaborate with colleagues across campus on devising a plan to secure funding for the necessary IT cost and how to best secure that funding efficiently.

Trustee Campbell asked if the virtual lectures would be available publicly; this would make the initiative marketable if the lectures and programs are accessible to everyone.

Trustee Osterhaus-Houle commented on faculty transmission and the likelihood of additive online courses that would prompt conversation by the Steering Committee.

Trustee Fubini asked about methods and best practices for saving money system-wide through shared services. Trustee Johnston asked if there were significant differences in connectivity across the campuses and whether UMass was significantly lower or higher than competitive institutions.

Chancellor Subbaswamy commented on the importance of recognizing the difference in data centers and computation from a funding perspective. IT assessments take place throughout the year on each campus to influence how monies are efficiently allocated.

Chancellor Grossman provided an update on academic E&E efforts. She reported on next steps, including a review of the Academic E&E Committee's goals which are to sustain the commitment to student centeredness and strive for high quality academic programs and learning environments. She commented that the Committee has met monthly and engaged in meaningful conversations with the Provosts across the campuses and at other colleges and universities to hear about best-practices and innovations which have proven successful in improving retention and graduation rates. The Committee reviewed Board policies and guidelines for amendment or adoption, best-practices for consideration of campus implementation and opportunities for enhancement funds.

**Luncheon Dialog – AGB Report on Governance:**

President Caret introduced Rick Legon, President, of the Association of Governing Boards. Mr. Legon reported on the importance of Consequential Boards and discussed in detail the report of the National Commission on College and University Board Governance, including the significance of advocacy, strategic governance and making leadership strategy the primary focus for the Board as a part of their responsibility to insure the mission of the University. There was discussion about the report and best-practices for board roles.

**Updates:**

President Caret provided an update on Past Retreats.

**Board of Trustees**  
**February 6, 2015**

Ms. Filippone reported on the UMass Club and President's Office relocation. She provided an update on the move to One Beacon and the current relocation schedule. Chair Woolridge asked about the difference in cost for moving early and whether there is a penalty fee for breaking the lease early if the anticipated completion of construction will be near the end of the summer.

Vice President Pagnam provided an update on Fundraising and Endowment and the Match Program. He noted the recent growth in gifts since FY12 and commented on the positive 5-year trend in scale and gifts. Trustee Fubini requested to see the expenditures, and asked about donor profiles and if there was a breakdown of philanthropy.

There was then a discussion on divestment. Trustee Xifaras asked for a copy of the Divestment Policy. She commented that the Board is being asked to vote on fossil fuel divestment. Trustee Lee indicated that the Board should have a response to address the request. Chair Woolridge indicated that clarification of the process is important to help the Board respond to the divest group's request. Trustee Fubini commented that it was important to help the students understand what they wanted and the process.

Chair Woolridge requested information on the Socially Responsible Investment Advisory Committee (SRIAC) and all Foundation committees by the next meeting of the Board.

Chair Woolridge expressed gratitude that the full Board was in attendance.

There being no further business, the meeting adjourned 2:26 p.m.

Christina Kelley  
Assistant Secretary to the Board