

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

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

**Friday, December 9, 2016; 9:00 a.m.
University of Massachusetts Amherst
Old Chapel
144 Hicks Way
Amherst, Massachusetts**

Trustees Present: Chair Woolridge; Vice Chairs Furman and Collins; Trustees Burns, Delaney, Epstein, Fatemi Ardestani, Feinberg, Fubini, Johnston, Manning, O'Brien, Odam, Osterhaus-Houle, Paris Jeffries, Peyser, Reed and Scheibel

Trustees Absent: Trustees Buonomo, Peters, Thomas and Wu

University Administration: President Meehan; General Counsel Heatwole; Chancellors Subbaswamy, Motley, Helm, Moloney and Collins

Faculty Representatives: Professor Whitbourne, UMass Amherst; Professor Lublin, UMass Boston; Professor O'Rielly, UMass Dartmouth; Professor Johnston, UMass Lowell; Professor Shaw, UMass Medical School

Documents Used: -Meeting Minutes: September 21, 2016 (Open & Executive Session)

Chair Woolridge convened the meeting at 9:01 a.m. He stated that the Board was provided with the draft meeting minutes of the open and executive session on September 21, 2016 and asked for any corrections. With no corrections, the minutes were approved.

Reports:

Chair's Report

Chair Woolridge thanked Chancellor Subbaswamy for hosting the Board at the newly renovated Old Chapel, which is emblematic of all of the positive progress happening on the Amherst campus.

Chair Woolridge introduced and welcomed the new Trustees: Mary Burns, a UMass Lowell alum, owner of several businesses, and a former Associate Commissioner of the Massachusetts Highway Department; Elizabeth Scheibel, the first female district attorney in Massachusetts, having served as D.A. in Hampshire and Franklin counties; Imari Paris Jeffries, a UMass Boston alum, having earned three degrees, has amassed extensive nonprofit management experience, including serving as the CEO of Italian Home for Children, COO of Jumpstart for Young Children, and interim CEO and partner of Boston Rising; Michael O'Brien, a UMass Amherst alum, and Executive Vice President at WinnCompanies, and former City Manager of Worcester;

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Charles Wu, who was absent, teaches real estate at the Harvard Business School and is a founding partner of Baynorth Capital. Trustee Manning was reappointed to the Board.

Chair Woolridge announced that he was stepping down as Chair after serving in the role for two years, and noted that Trustee Manning will assume the role. He thanked the Governor for appointing him as Chair, and asking him to serve on the UMass Building Authority.

Chair Woolridge stated that over the last two years, a new course has been charted for UMass and it continues to be elevated to one of the premier public research universities in the world. He then noted accomplishments of the last two years including: UMass has positive economic, social and cultural impact on the Commonwealth; has achieved back-to-back record-breaking years for enrollment with nearly 75,000 students this year; statewide contribution to the Commonwealth's economy has reached a new high of \$6.2 billion annually; has enhanced its national and international stature, with all of its undergraduate campuses labeled top tier national universities by *U.S. News & World Report* for the first time; was named one of The World's Most Innovative Universities by Reuters for the second year in a row; President Meehan was appointed to lead the UMass system; Chancellor Moloney was appointed to head the Lowell campus; and a search is underway for a new Chancellor of UMass Dartmouth.

Other accomplishment include getting tuition retention; establishing the UMass Medical School at Baystate Health; preserving the University's strong credit rating; launching the first strong public private partnership to build student housing on the Boston campus; and the MassMutual collaboration to support cyber security on the Amherst campus.

Chair Woolridge stated that serving as chair has been a great honor and thanked everyone for the opportunity to lead. He looks forward to continuing to serve his alma mater on the Board, through the Building Authority, and any other way he can.

President's Report

President Meehan commented on the students and UMass community concern about the vulnerability of their personal protection and that of their peers as a result of new policies that the new administration may implement, particularly with regard to immigration status and DACA. He stated that the University is doing and will continue to do everything within its power to ensure the safety and well-being of all of its students. He also noted that he fully supports Chancellor Subbaswamy's informed and compassionate approach to this issue.

President Meehan thanked Chairman Woolridge for leading the Board, as an UMass graduate, with a special passion. He stated that Chairman Woolridge is committed to opportunity and inclusion, and understands that the University exists to make higher education available to the many, and not just the few; and understands how important UMass is to the Commonwealth's innovation economy. President Meehan congratulated Trustee Manning on his impending appointment as chairman and welcomed the new Trustees and thanked them for their willingness to serve the University.

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President Meehan reported that the UMass School of Law earned full accreditation from the American Bar Association, a major milestone for the Commonwealth's first and only public law school. He commended Chancellor Helm, Dean Mitnick, the students, alumni, faculty and staff of the School of Law and current and former trustees for their roles in bringing about this significant achievement; and acknowledged Representative Chris Markey, a graduate of the School of Law. The President also reported that the UMass system was awarded a 2016 "Leading by Example" award from the state's Department of Energy Resources. The award recognized the University's annual Sustainability Report.

Other highlights of recent activity across the campuses included: UMass Amherst celebrated the completion of its UMass Rising campaign having raised \$379 million, which is the largest philanthropic campaign in the history of Massachusetts public higher education, and opened the \$150 million Institute for Applied Life Sciences in October; UMass Boston broke ground on a 1,077-bed student residence hall, the first-ever student housing on the campus, and celebrated a ribbon cutting at University Hall, the campus' second new academic building; former student Trustee Jacob Miller has been awarded the prestigious Marshall Scholarship to study in the United Kingdom. He is the first student from UMass Dartmouth to win the award and only the third from the UMass system over the last 50 years. President Meehan recognized Susan Whitbourne, the Director of the Office of National Scholarship Advisement at UMass Amherst, for providing invaluable guidance and support to numerous UMass students. She has been a driving force behind national student scholarship recipients in recent years, including Marshalls, Trumans, Goldwaters, and Fulbrights.

UMass Lowell announced plans for a Haverhill satellite campus, Lowell's M2D2, a medical device incubator, was tapped by Johnson & Johnson to become one of its J Labs, joining similar facilities in Kendall Square in Cambridge, Houston, Toronto, San Diego and San Francisco; the UMass Medical School officially opened the Massachusetts High-Resolution Cryo-EM Facility, the first of its kind in New England and one of only a handful of such facilities nationwide has joined The White House's precision medicine initiative, in collaboration with four regional medical center groups, and the Food and Drug Administration has approved Zinplava which was developed in part by researchers at the UMass Medical School's MassBiologics.

Student Trustee Report, UMass Amherst

Trustee Odam expressed concern over the recent election and what it means to live in a Trump America. He stated that since Mr. Trump's election, over 200 instances of hate speech, assaults and violence towards marginalized communities have taken place. He further commented on students being labeled as radicals or revolutionists for wanting basic things from the institutions they serve and pay to attend, and urged the Board to take heed and listen to the students, noting that the Board was illegitimate without their consent. He asked that the Board make decisions based on student input which will help make the University safer, more inclusive and more accessible for all students.

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Public Speakers:

Andrea Nyamekye of the Union of Adjunct Faculty from UMass Amherst acknowledged the Center for Education Policy and Advocacy's support for the Sanctuary Campus Movement and the UMass Fossil Fuel Divestment Campaign. Ms. Nyamekye then commented on the increasing challenges students and working families face due to tuition and fee increases and how the growing cost of public higher education limits access to affordability and asked for the Board's help in lobbying the Governor and the Legislature to bring back the 50/50 Funding Plan.

Reports of Standing Committees:

Committee on Academic and Student Affairs

Trustee Osterhaus-Houle reported that the Committee on Academic and Student Affairs met on November 16, 2016 and approved the minutes of the September 7, 2016 CASA open and executive sessions. Following brief reports from the Chair, President Meehan, and Senior Vice President Williams, the Committee considered and voted two action items and voted to place them on a Consent Agenda for the Board's action. There was a panel discussion with the Provosts on AQAD and PMYR: Elements of Performance Measurement System; and there were updates on the Fall 2016 Admissions and Enrollment Preliminary Report and the 2016 Annual Clery Report. The Committee then voted to enter into Executive Session to consider two action items which were voted and approved for inclusion in the Consent Agenda for the Board's action.

Committee on Administration and Finance

Trustee Epstein reported that the Committee on Administration and Finance met on November 30, 2016 and Trustee Buonomo reported that state revenue collections through October are 1.0% above the revised benchmark for the 2017 budget. He also noted that the Governor announced that 9C reductions would not be implemented at this time. The President provided updates on the Department of Higher Ed's Campus Safety Report and the annual Clery Report; and he noted that his office is doing everything it can to maintain balanced budgets and has implemented quarterly financial reviews with each Chancellor to work with them individually and to stay apprised of the challenges impacting each campus.

Budget Director Pasquini presented the new University Sustainability Policy and provided an update on the approved capital project list. Senior Vice President Wilda provided a recap of FY16 based on the Audited Financials noting that the Auditors presented an unqualified opinion of the FY16 financials; for the first time ever, the Federal Funds Audit had no findings; and in spite of continued revenue constraints, the University once again managed to budget with the FY16 financial position being stable. The Committee also considered and voted two action items and voted to place them on a Consent Agenda for the Board's action.

Audit Committee

Trustee Furman reported that the Audit Committee met on November 30, 2016 and approved the minutes of the prior Committee meeting. The Committee heard reports from Kyle David the University's Director of Internal Audit, Jeff Hescocck the Director of University Emergency

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Management and Grant Thornton. The Committee voted to approve the Internal Audit Charter, the Annual Financial Statements, and Grant Thornton's A-133 Audit Report.

Chair Woolridge then asked for a motion to approve the **Internal Audit Charter**, the **University's Annual Financial Statements**, and **Grant Thornton's Report on Major Federal Program Compliance with OMB Circular A-133**.

It was moved and seconded.

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

VOTED: To approve the University's Annual Financial Statements, Doc. T16-083.

VOTED: To approve the Report on Major Federal Program Compliance with OMB Circular A-133, Doc. T16-089.

Consent Agenda:

Chair Woolridge reported that at its November 16, 2016 meeting the Committee on Academic and Student Affairs voted to place items 1-4 on the Consent Agenda; and that at its November 30 meeting, the Committee on Administration and Finance voted to place items 5-7 on the Consent Agenda.

Chair Woolridge asked for a motion to approve items 1-7 by a single vote on the Consent Agenda.

It was moved and seconded.

VOTED: To approve the following votes listed as 1-7 on the Consent Agenda:

The Committee on Academic and Student Affairs approved items 1-4 on November 16, 2016.

1. M.S. in Business Analytics, UMass Boston (Doc. T16-048)

To approve the M.S. in Business Analytics, University of Massachusetts Boston as contained in Doc. T16-048.

2. Student Government Constitution, UMass Lowell (Doc. T04-007, as amended)

To approve revisions to the Lowell Student Government Constitution as contained in Doc. T04-007, as amended.

3. Appointments with Tenure, UMass Amherst, Lowell (Doc. T16-077)

To concur with the President in the appointment of Naoki Yoshihara as associate professor with tenure in the Department of Economics at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Roberta Marvin as

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professor with tenure in the Department of Music and Dance at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Lawrence King as professor with tenure in the Department of Economics at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Jarrod Hayes as associate professor with tenure in the Department of Political Science at the University of Massachusetts Lowell.

And further, To concur with the President in the appointment of Daniel Obrist as professor with tenure in the Department of Environmental, Earth and Atmospheric Sciences at the University of Massachusetts Lowell.

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

4. Awards of Tenure, UMass Amherst, Medical School (Doc. T16-078)

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

AMHERST **Joseph Bardin**, Electrical and Computer Engineering
Amanda Marcotte, Student Development
Kysa Nygreen, Teacher Education and Curriculum Studies
Li-jun Ma, Biochemistry and Molecular Biology
Eric Poehler, Classics

MEDICAL SCHOOL **Daryl Bosco**, Neurology
Michael Francis, Neurobiology
John Landers, Neurology

The Committee on Administration and Finance approved items 5-7 on November 30, 2016.

5. Establishment of Endowed Chairs, UMass Amherst (Doc. T16-090)

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed professorship at the University of Massachusetts Amherst to be known as the **Charles P. McQuaid Endowed Professorship in the Isenberg School of Management**.

And further, to establish an endowed chair at the University of Massachusetts Amherst to be known as the **Robert K. Barrett Chair in Polymer Science and Engineering at the College of Natural Sciences**.

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6. Sustainability Policy (Doc. T16-055)

To approve the Sustainability Policy which establishes the University’s commitment to sustainability efforts and to authorize the President or his/her designee to issue Standards to be followed by each campus.

7. Approval of Changes to the Capital Projects List (related to the FY2017 – FY2021 Capital Plan) (Doc. T16-067, 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 University’s written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T16-058:

Campus	Project Name	Preliminary Campus Estimate	Full Project Approval (Second Vote)	Funding Source				
				Local Funding	External Funding	Borrowed Funding	State Funding	P3
Lowell	Science & Engineering Master Plan-Perry Hall, Engineering, Renewal	\$50,000,000	\$50,000,000	18,000,000.00	\$12,000,000	\$20,000,000	-	-
Total		\$50,000,000	\$50,000,000	\$18,000,000	\$12,000,000	\$20,000,000	\$0	\$0

The next item under **Other Business** was the **Department of Defense, Exclusion from Personnel Clearance Requirements**. Chair Woolridge stated that 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

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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
Mary L. Burns	Trustee
Edward W. Collins, Jr.	Trustee
Kevin F. Delaney	Trustee
Robert Epstein	Trustee
Pantea Fatemi Ardestani	Trustee
Philip A. Feinberg	Trustee
David G. Fubini	Trustee
Maria D. Furman	Trustee
Philip W. Johnston	Trustee
Michael V. O'Brien	Trustee
Joshua S. Odam	Trustee
Kerri Osterhaus-Houle	Trustee
Imari K. Paris Jeffries	Trustee
R. Norman Peters	Trustee
James A. Peyser	Trustee
Malinda E. Reed	Trustee
Elizabeth D. Scheibel	Trustee
Henry M. Thomas, III	Trustee
Victor Woolridge	Trustee
Charles F. Wu	Trustee

(Doc. T16-093)

Trustee Manning acknowledged Chairman Woolridge and noted his legacy would be that of having ran the most seamless process, with integrity around it, to transition the leadership of the UMass system. He also acknowledged Trustee Johnston for his service to the Building Authority and to the University. He noted that Trustee Johnston will serve on the UMass Foundation Board.

Trustee Manning commented that the Board will need to figure out how to best manage the University's resources and tough decisions will need to be made. He noted University accomplishments of the past 7 years including transformation of the campuses, improving student lives, and providing faculty with a better place to inspire the students. As Chair, he looks forward to working with the Trustees and working with the Chancellors on strategic plans for each campus.

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Chair Woolridge then asked that the Board vote to enter into **Executive Session** to consider **Update on real estate transaction at the University of Massachusetts**, 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).

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

It was moved and seconded and the Secretary called the roll with each Trustee asked to vote yes or no to enter into Executive Session for the purpose listed. Chair Woolridge voted for the motion as did Vice Chairs Furman and Collins; Trustees Burns, Delaney, Epstein, Fubini, Johnston, Manning, O'Brien, Osterhaus-Houle, Paris Jeffries, Peyser, Reed and Scheibel.

The time was 9:59 a.m.

Zunilka Barrett
Secretary to the Board of Trustees