

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

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

**Thursday, September 5, 2019; 9:00 a.m.
University of Massachusetts Lowell
University Crossing
Moloney Hall – 2nd Floor
220 Pawtucket Street
Lowell, Massachusetts**

Trustees Present: Chairman Manning; Vice Chair Peters; Trustees Binnall, Burns, Callahan, Cruz-Gordillo, Epstein, Furman, Karam, Kelleher, Kuffoh, O'Brien, Okwara, Paris Jeffries, Patel, Peysner, Thomas and Tolman

Trustees Absent: Trustees Osterhaus-Houle, Scheibel, Woolridge and Wu

University Administration: President Meehan; General Counsel Leone; Chancellors Subbaswamy, Newman, Moloney and Collins; Provost Karim

Faculty Representatives: Professor Hoagland, UMass Amherst; Professor Koren, UMass Lowell

Chairman Manning convened the meeting at 9:03 a.m.

Consideration of the prior Minutes of the Board

Chairman Manning stated that the Board was provided with the draft meeting minutes of the February 14 and April 3, 2019 open sessions and asked for any corrections. With no corrections, the minutes were approved.

Chair's Remarks

Chairman Manning announced the passing last week of Karen Hardy-Woolridge, the wife of Trustee and former Board Chair Victor Woolridge. Chancellor Collins attended yesterday's funeral service on behalf of the Board, the President, and his fellow Chancellors. Trustee Thomas also attended. Chairman Manning asked for a moment of silence in memory of Karen Hardy-Woolridge.

Chairman Manning expressed excitement at being at his alma mater and thanked Chancellor Moloney and her staff for hosting the Board. He thanked Chancellor Moloney for her many contributions to the University, and noted that the Chancellor and her husband are generous philanthropic contributors to the campus.

Chairman Manning acknowledged the start of the new academic year and stated that there are challenges ahead as the University manages through a turbulent period in higher education and he is confident in the expertise of the Board and the University's administration.

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Chairman Manning reported that the first meeting of the Chancellor Search Committee for a permanent chancellor at UMass Boston was held last week. He thanked Trustee Norm Peters for agreeing to chair the committee.

Vice Chair Peters reported that the UMass Boston Chancellor Search Committee met on August 27th. The Committee members introduced themselves and spoke about their connection to UMass Boston and their hopes and vision for the campus. President Meehan provided welcoming remarks and Vice Chair Peters read the Official Charge to the Committee on behalf of Chairman Manning. There were presentations on the legal landscape relative to the search process and on communications. The search firm, Isaacson, Miller, provided an overview of the search process. There was also a brief discussion about the qualities the next chancellor should have and the issues he or she will need to take on.

Vice Chair Peters noted that *State House News Service* reported on a comment by Jean Rhodes, Vice Chair of the Search Committee and UMass Boston Professor: “We're delighted that there's so much faculty representation. We think that's going to make a huge difference.”

He reported that meetings with officials on campus and constituency groups are underway. He expressed his gratitude to Chairman Manning for assembling a committee that is distinguished, diverse and representative of UMass Boston.

Action Item #1: 2019/2020 Board of Trustees Officers and Committee Leadership, Document T19-051

Chairman Manning asked for a motion to approve the 2019/2020 Board Officers and Committee Leadership. It was moved and seconded.

Chairman Manning stated that the Governance Committee members agreed on the Officer and Committee Leadership provided to the Board. The Chairman then asked for a vote and the motion passed unanimously.

VOTED: To confirm and approve the 2019/2020 Officers and Committee Chairs of the University of Massachusetts Board of Trustees as set forth in Doc. T19-051; all persons to serve until the next annual meeting of the Board.

Chairman	Robert J. Manning (Serves at the Pleasure of the Governor)
Vice Chair	R. Norman Peters
Chair, Academic and Student Affairs	Imari K. Paris Jeffries
Vice Chair, Academic and Student Affairs	Elizabeth D. Scheibel
Chair, Administration and Finance	Stephen R. Karam
Vice Chair, Administration and Finance	Michael V. O'Brien
Chair, Audit	Maria D. Furman
Vice Chair, Audit	Stephen R. Karam
Chair, Advancement	Mary L. Burns
Vice Chair, Advancement	Robert Epstein
Chair, Compensation	Robert J. Manning

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Vice Chair, Compensation
Chair, Governance
Vice Chair, Governance
Secretary to the Board of Trustees

R. Norman Peters
Robert J. Manning
Elizabeth D. Scheibel
Zunilka M. Barrett

Student Trustee Report, UMass Lowell

Trustee Callahan welcomed the Board to the Lowell campus. He stated that at UMass Lowell students find it more than a place to receive a fantastic education, a place where students come first, and the faculty and staff do their best to help students succeed.

Trustee Callahan highlighted Freshman Convocation, which saw the largest, most diverse, and the most successful class to come to the campus; how the University interacts with its students and guides them through the process of running clubs, grooming tomorrow's leaders to leave the University and join the workforce within the Commonwealth; and highlighted the Student Government Association's (SGA) initiatives that combined with advising reform and the onboarding process for new International Students have provided UMass Lowell with improvements to student life and academic success. He attributed the SGA's success to the leadership of Chancellor Moloney and her Executive Cabinet.

He encouraged Chancellors to discuss student safety and well-being issues with their student representatives. He hopes that the issues students face can be addressed and that greater partnership with the State legislature can be incorporated.

President's Report

President Meehan stated that he attended the first meeting of the Boston Chancellor Search Committee and noted the incredible passion and dedication to UMass Boston among the Committee members. He provided an update on the University of Massachusetts School of Law having welcomed its largest class ever in spite of declining law school enrollment across the country. He highlighted former Mount Ida programs that UMass Amherst and Dartmouth agreed to teach-out upon the closure of the school last year and work with other colleges, including Regis College and Cape Cod community college to ensure that other specialty programs from Mount Ida continue elsewhere.

He announced that the Advisory Working Group on Financial Planning chaired by Senior Vice President Lisa Calise will hold its first meeting later this month. The Working Group was formed to provide additional guidance and perspective on campus and system office efforts to meet long-term financial sustainability goals. He thanked Trustees Karam, Furman and Scheibel for serving on the Advisory Working Group.

Public Speakers (UMass Boston)

Marlene Kim, Reyes Coll-Tellechea, David Levy and Anneta Argyres spoke to the offering of Mt. Ida programs by UMass Amherst, the impact of budget cuts on the Boston campus, and having a system-wide academic governance process for strategic program planning at the Mt. Ida campus. It was noted that the Mt. Ida campus should be used for greater experiential learning and should be under the same program development policies as all of the other campuses. The faculty was critical of the Board and asked that they act to protect the Boston campus.

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Chairman Manning thanked the faculty for their comments. He commented on his recent visit to the campus and thanked Chancellor Newman for her leadership. He stated that anyone who doubts the Board's commitment to the campus is wrong. The UMass faculty and administration are talented and should be able to compete anywhere in the world. He hopes that everyone can agree to compete.

Standing Committee Reports:

Committee on Academic and Student Affairs

Trustee Paris Jeffries reported that the Committee on Academic and Student Affairs met on September 4, 2019 and approved the meeting minutes of the May 29, 2019 CASA open and executive sessions. Following reports from the Chair, President and Senior Vice President, the Committee considered and voted to approve Appointments to Named Professorships including Chairs at UMass Amherst, Boston and the Medical School, the B.S. in Veterinary Technology at UMass Amherst, and the B.S. in Managerial Economics at UMass Amherst. The Committee voted to place the three action items on a Consent Agenda for the Board's action. The Committee then voted to enter into Executive Session to consider four action items, and voted to include three of the action items on the Consent Agenda for Board action.

He also reported that at its May 29, 2019 meeting, the Committee approved the meeting minutes of the September 5, 2018 CASA open and executive sessions. In his report, the Chair clarified the process of academic programming at off-site locations and it was decided that these matters will be reviewed and discussed at President's Council. Following President Meehan's and Senior Vice Presidents Gamache and Calise's reports, the Committee considered and voted to approve four action items and to place them on a Consent Agenda for the Board's action on August 2, 2019 where they were approved. There was an information item on Transfer Patterns from Community Colleges, and there was a discussion item on System-wide Graduation Rates. The Committee then voted to enter into Executive Session to consider two action items, and voted to include them on the Consent Agenda for Board action on August 2, 2019 where they were approved.

Committee on Administration and Finance

Trustee Karam reported that the Committee on Administration and Finance met on September 4, 2019 and accepted the minutes of the prior Committee meeting. The Committee considered and voted to approve six action items and to place them on a Consent Agenda for Board action. Most of the action items focused on the Capital Plan and various project approvals. In his remarks, the Chair acknowledged the work to increase accountability. Senior Vice President Calise reported on how enrollment is tracking to budget and highlighted instances where budget enrollment may be lower than what the Board approved in August. She also provided an update on the A&F Roadmap, in particular an update to the implementation of Shared Services.

Audit Committee

Trustee Furman reported that the Audit Committee met on September 4, 2019 and accepted the minutes of the prior Committee meeting, heard a report from Kyle David the Director of Internal Audit on Internal Audit's reporting line to the Audit Committee and the 2020 Internal Audit Plan. KPMG's Partner, Brock Romano and Senior Manager Steve Kenney reviewed their firm's Fiscal Year 2019 Engagement Plan and required communications.

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Chairman Manning then asked for a motion to approve the **Fiscal Year 2020 Internal Audit Plan, Document T19-019**. It was moved and seconded.

VOTED: To approve the Fiscal Year 2020 Internal Audit Plan.

Consent Agenda

Chairman Manning then asked for a motion to approve items 1-12 on the Consent Agenda by a single vote. It was moved and seconded.

VOTED: To approve the following votes listed as 1-12 on the Consent Agenda:

The Committee on Academic and Student Affairs approved items 1-6 on September 4, 2019.

1. **Appointments to Named Professorships including Endowed Chairs, UMass Amherst, Boston, Medical School, Document T19-041**

To concur with the President in the appointment of Assistant Professor Guangyu Xu to the Dev and Linda Gupta Endowed Professorship at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Associate Professor Joseph Cooper to the Dr. J. Keith Motley Chair in Sport Leadership and Administration at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Associate Professor Justin A. Maykel to the Joseph M. Streeter and Mary Streeter DeFeudis Chair in Surgery at the University of Massachusetts Medical School.

And further, To concur with the President in the appointment of Professor Beth A. McCormick to the Worcester Foundation for Biomedical Research Chair at the University of Massachusetts Medical School.

And further, To concur with the President in the appointment of Assistant Professor Lawrence M. Rhein to the Stoddard Chair of Pediatrics at the University of Massachusetts Medical School.

And further, To concur with the President in the appointment of Professor Celia A. Schiffer to the Gladys Smith Martin Chair of Oncology at the University of Massachusetts Medical School.

2. **Bachelor of Science in Veterinary Technology, UMass Amherst, Document T19-047**

To approve the Bachelor of Science in Veterinary Technology at the University of Massachusetts Amherst as contained in Doc. T19-047.

3. **Bachelor of Science in Managerial Economics, UMass Amherst, Document T19-053**

To approve the Bachelor of Science in Managerial Economics at the University of Massachusetts Amherst as contained in Doc. T19-053.

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4. **Appointments with Tenure, UMass Amherst, Boston, Document T19-044**

To concur with the President in the appointment of Krishna Kumar professor with tenure in the Department of Physics, with a concurrent appointment as the Robert L. Gluckstern Distinguished Professor in Physics at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Joseph Cooper as associate professor with tenure in the Department of Leadership in Education at the University of Massachusetts Boston.

And further, To concur with the President in the appointment of Professor Robin Côté 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 C. Ann Gakumo associate professor with tenure in the Department of Nursing at the University of Massachusetts Boston.

And further, To concur with the President in the appointment Professor Quito J. Swan as professor with tenure in the Department of Africana Studies at the University of Massachusetts Boston.

5. **Awards of Tenure, UMass Amherst, Document T19-045**

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

AMHERST **Madelaine Bartlett**, Biology
 Andrew March, Political Science
 Rachel Walker, Nursing

6. **Transfer of Tenure, UMass Dartmouth, Document T19-052**

To concur with the President in the following transfer of tenure at the University of Massachusetts Dartmouth:

Associate Professor Viviane Saleh-Hanna, FROM the Department of Sociology, Anthropology, and Crime and Justice Studies TO the Department of Crime and Justice Studies.

The Committee on Administration and Finance approved items 7-12 on September 4, 2019.

7. **Establishment of Endowed Professorships and Chairs, UMass Amherst, Medical School, Document T19-046**

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws: to establish the Edward D. Shirley Endowed Professorship at the University of Massachusetts Amherst.

And further,

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In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws: to establish the Joseph M. Streeter and Mary C. DeFeudis Chair in Surgery at the University of Massachusetts Medical School.

8. Authorization to Submit the University’s Fiscal Year 2021 Budget Request, Document T19-049

To authorize the President to prepare and submit the University’s Fiscal Year 2021 State Budget request per the Board’s Governance policy (T73-098).

9. Approval of Changes to the Capital Project list, UMass Amherst (Vote 1), Document T18-063, as amended

Pursuant to Trustee Policy T93-122, as amended, to approve the following project under the **first vote**; the adoption of such vote hereby satisfies the University’s written request that the University of Massachusetts Building Authority undertake the following project to the extent permitted by Trustee Policy T93-122, as amended, and Board vote T18-056:

Campus	Project Name	Preliminary Campus Estimate	Funding Sources				P3
			Local Funding	External Funding	Borrowed Funding	State Funding	
UMA	Goodell Renovations	\$35,000,000	-	-	\$35,000,000	-	-

10. Approval of Changes to P3 Projects on the Capital Projects List (related to the FY2019 – FY2023 Capital Plan), UMass Amherst (Vote 2), Document T18-064, as amended

Pursuant to Trustee Policy T93-122, as amended, to approve the projects listed below for a second vote and add them to the University’s approved capital projects list; the adoption of such vote hereby satisfies the University’s written request that the University of Massachusetts Building Authority engage professionals and otherwise undertake the following projects to the extent permitted by Trustee Policy T93-122, as amended, and Board vote T18-056 and requires a third vote of the board prior to the execution of any development agreement:

Campus	Project Name	Preliminary Campus Estimate (First Vote)	Full Project Approval (Second Vote)	Funding Sources				P3
				Local Funding	External Funding	Borrowed Funding	State Funding	
UMA	North Village Apartments	\$70,000,000	\$38,800,000	-	-	-	-	\$38,800,000
UMA	Housing Expansion	\$175,000,000	\$191,600,000	-	-	-	-	\$191,600,000

11. Approval of Independent Analysis of P3 Projects, UMass Boston, Lowell (Vote 1), Document T18-063, as amended

Pursuant to Trustee Policy T93-122, as amended, to approve a **first vote** requiring the University of Massachusetts Building Authority to engage professional services to conduct an independent third party analysis for the proposed Calf Pasture Pump House project at the Boston campus. The adoption of such vote hereby satisfies the University’s written request that the University of Massachusetts Building Authority undertake the following projects to the extent permitted by Trustee Policy T93-122, as amended, and Board vote T18-056 and requires a second vote of the board once further study of the projects is completed.

And further,

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Pursuant to Trustee Policy T93-122, as amended, to approve a **first vote** requiring the University of Massachusetts Building Authority to engage professional services to conduct an independent third party analysis for the proposed ice rink project at the Lowell campus. The adoption of such vote hereby satisfies the University's written request that the University of Massachusetts Building Authority undertake the following projects to the extent permitted by Trustee Policy T93-122, as amended, and Board vote T18-056 and requires a second vote of the board once further study of the projects is completed.

12. Authorization to Issue Debt in Support of the University's Capital Plan, Document T19-050

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 restructure bonds when deemed desirable and refund bonds when market conditions are favorable; and

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 FY2019-FY2023 Capital Plan, Doc. T18-056 'which are on' the Approved Capital Project list, as reviewed and amended quarterly 'by the Trustees'; and

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- (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 project 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 pursuant to such terms, including but not limited to restructuring the terms of debt service, 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 the refunding bonds authorized herein. 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.

Other Business, Item #1: Department of Defense Exclusion from Personnel Clearance Requirements, Document T19-033

Chairman Manning asked for a motion to approve the Department of Defense Exclusion from Personnel Clearance Requirements. It was moved and seconded.

Chairman Manning stated that the item was routine in updating new trustees on the exclusion list from personnel clearance requirement since the University has certain contracts with the Department of Defense. The Chairman then asked for a vote and the motion passed unanimously.

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.

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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:

<u>NAME</u>	<u>TITLE</u>
Jacob S. Binnall	Trustee
Mary L. Burns	Trustee
Ryan P. Callahan	Trustee
Peter Cruz-Gordillo	Trustee
Robert Epstein	Trustee
Maria D. Furman	Trustee
Stephen R. Karam	Trustee
Richard M. Kelleher	Trustee
Amanda B. Kuffoh	Trustee
Michael V. O'Brien	Trustee
Noreen C. Okwara	Trustee
Kerri Osterhaus-Houle	Trustee
Imari K. Paris Jeffries	Trustee
Kush Patel	Trustee
R. Norman Peters	Trustee
James A. Peyser	Trustee
Elizabeth D. Scheibel	Trustee
Henry M. Thomas, III	Trustee
Steven A. Tolman	Trustee
Victor Woolridge	Trustee
Charles F. Wu	Trustee

Other Business, Item #2: Advancement Update

Trustee Burns reported that the Advancement Committee last met on May 29, 2019, and approved the minutes of the November 14, 2018 meeting. Following reports from the Chair, President Meehan and Vice President Pagnam, the campuses reported on fundraising through the third quarter of Fiscal Year 2019, and Carolyn Flynn, General Counsel and Director of Gift Planning at the UMass Foundation presented on advancement counting practices. The Committee also

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acknowledged the participation of the student Trustees that serve on the Committee—Sara Tariq, Jiya Nair, and Katherine Mallett.

Trustee Burns then provided an update on the fourth quarter numbers for Fiscal Year 2019. As a system, total commitments are up 11 percent from this time last year from \$120.7 million to \$133.5 million. The Boston and Lowell campuses each boasted \$5 million gifts in Fiscal Year 2019. Boston's increase in new commitments from \$8.2 million last year to \$23.8 million this year is due to three large gifts from organizations, which accounts for three-quarters of the campus' total. She also noted the increase in the number of system-wide events featuring the University's incredible faculty. A faculty speaker event will take place this fall in Boston on the opioid crisis in Massachusetts.

Trustee Tolman then stated that he was under the impression that there were no competing programs at Mt. Ida. Chancellor Subbaswamy noted that programs being offered are an extension of programs already offered in Boston. Amherst is looking for ways to substitute programs. While the Analytics program has the same name, it is different than Boston's program. President Meehan stated that Mt. Ida is discussed at President's Council and Provosts participate. The administration will work to improve communications.

Executive Session Announcement

Chairman Manning then asked for a roll call vote to enter into Executive Session pursuant to Massachusetts General Law, Chapter 75, Section 4, for the purpose of considering 2020 Honorary Degrees, UMass Amherst, Boston, Dartmouth, Lowell, Medical School; to investigate whether to bring charges of criminal misconduct, and to consider the filing of criminal complaints, preceding formal criminal court process pursuant to General Law Chapter 30A, Section 21(a)(5), to comply with the provisions of the Massachusetts General Laws to protect the rights of individuals; and to consider the purchase, exchange, lease or value of real property, as permitted under Massachusetts General Law, Chapter 30A, Section 21a(6), since an open meeting may have a detrimental effect on the negotiating position of the University.

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 purposes listed. Chairman Manning voted for the motion as did Vice Chair Peters; and Trustees Burns, Callahan, Cruz-Gordillo, Epstein, Furman, Karam, Kelleher, O'Brien, Okwara, Paris Jeffries, Peyser, Thomas and Tolman.

The time was 9:58 a.m.

Zunilka Barrett
Secretary to the Board of Trustees