

**UNIVERSITY OF MASSACHUSETTS  
AMHERST•BOSTON•DARTMOUTH•LOWELL•MEDICAL•LAW•ONLINE**

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

**Thursday, September 30, 2021; 10:00 a.m.**

**Remote Meeting**

**Pursuant to the Governor's Order Suspending Certain Provisions of the  
Open Meeting Law, G.L. c.30A, s.20 dated March 12, 2020**

**Trustees Present:** Chairman Manning; Vice Chair Peters; Trustees Bates, Bhandari, Burns, Dyer, Epstein, Houle, Karam, Kunda, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Peyser, Ramos Gagliardi, Scheibel, Woolridge and Wu

**Trustees Absent:** Trustees Kelleher, Okwara and Tolman

**University Administration:** President Meehan; General Counsel Leone; Chancellors Subbaswamy, Suárez-Orozco, Fuller, Moloney and Collins

**Faculty Representatives:** Professor Hoagland, UMass Amherst; Professor Kim, UMass Boston; Professor O'Rielly, UMass Dartmouth

**Documents Used:**

- Meeting Minutes: August 9, 2021
- Meeting Minutes: September 7, 2021

Chairman Manning convened the meeting at 10:02 a.m. and stated that as a public body, the UMass Board of Trustees could meet remotely under the Governor of Massachusetts' executive order issued on March 12, 2020, without affording public access to the physical meeting locations, as long as we engage, as we are today, with adequate and alternative means of access available. Any member of the public wishing to address the Board regarding an agenda item or issue related to the agenda, or to make an audio or video recording of the open public session of the Board meeting, was provided notice by the Secretary of the Board through a posting indicating that such written requests needed to be received no later than 24 hours prior to this Board meeting. The Chairman stated that he received no requests to speak, make an audio or videotape of the meeting.

Chief Information Officer Milligan then provided instructions for the Zoom meeting.

**Consideration of the prior Minutes of the Board**

Chairman Manning stated that the Board was provided with the draft meeting minutes of the August 9<sup>th</sup> and September 7<sup>th</sup> meetings and asked for any corrections. With no corrections, the minutes were approved.

**Chair's Remarks**

Chair Manning noted that it was the 7<sup>th</sup> meeting of the Board held remotely since the pandemic began and stated that he looks forward to in person meetings. He thanked the Board Secretary, Julie Kenny, and the team managing the behind-the-scenes logistics for the remote meetings.

Chairman Manning introduced the Student Trustees. Barkha Bhandari, a junior at UMass Amherst studying Economics and Creative Writing. Jake Bates, a senior at UMass Boston pursuing a degree in Computer Science with a minor in Political Science. Derek, a senior at UMass Lowell pursuing a degree in Electrical Engineering with a minor in Business Administration for Engineers. Zach Dyer, a 5th year MD/PhD candidate at the Medical School and in his 3rd year of the Clinical and Population Health Research program. Narcisse Kunda, who is returning as Student Trustee, is a rising senior with a dual major in Management & Marketing at UMass Dartmouth.

Chairman Manning commented about the challenging year it has been for the University and on the disruption in demographics and technology that will continue in higher education because of the pandemic. Difficult decisions had to be made and the Board, the President, and the Chancellors will have to make even more difficult decisions in order to position the University for the future and to keep UMass healthy. He is confident that President Meehan and his team, along with the Board will steer UMass through the challenges it faces.

Chairman Manning reported on the Brandman/Online acquisition and its rebranding as UMass Global. UMass Global is geared toward the adult learning population. Its mission is to continue to grow and to educate members of not only the Commonwealth but the country and globally.

**Governance Committee Report**

Chairman Manning reported that the Governance Committee met earlier and the members agreed on the Board Officers and Committee Leadership for 2021/2022, Doc. T21-039. He indicated that the Trustees received a copy of the slate which was included in the materials.

Chairman Manning then asked for a motion to approve the 2021/2022 Board Officers and Committee Leadership. The motion was moved by Trustee Burns and seconded by Trustee Scheibel.

The Secretary then called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Burns, Epstein, Houle, Karam, Kunda, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Peyser, Ramos Gagliardi, Scheibel and Woolridge. Trustee Wu was not present for the roll call vote.

**VOTED:** To confirm and approve the 2021/2022 Officers and Committee Chairs of the University of Massachusetts Board of Trustees as set forth in Doc. T21-039; all persons to serve until the next annual meeting of the Board.

Chairman Manning reported that the Committee also approved Amendments to the Board's By-Laws to change the name of the Committee on Academic and Student Affairs to the Committee on Academic Affairs and Economic Development; and to change the name of the Audit Committee

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to the Audit and Risk Committee, Doc. T91-100, as amended. The action item was voted for inclusion on the Consent Agenda.

**Student Trustee Report, UMass Boston**

Trustee Bates spoke to the return to the Boston campus and expressed his and the students excitement to be back on campus. Safety measures that met or exceeded state and federal recommendations were implemented along with the near universal adoption of the vaccine requirement, and an indoor mask mandate. Resources continue to be made available to students, faculty, and staff, who continue to feel the physical and socioeconomic impacts that stemmed from the pandemic.

Trustee Bates spoke to UMass Boston's Strategic Plan. The Plan represents a campaign for the future of UMass Boston as it continues to pursue its 25 year Master Plan developed in 2009; focuses on the physical aspects of the campus, which currently includes renovation of the Quad, renovation of the Pump House, and the Dorchester Bay City project; and includes a new fundraising campaign that was kicked off by Chairman Robert Manning whose generosity to the College of Nursing and Health Sciences makes it the largest gift of the campus' history. He hopes donations like this continue to inspire others to invest in Massachusetts public higher education, which continues to build the backbone of the workforce in the state in numerous sectors.

Trustee Bates reported that UMass Boston continues to lead the country in first-generation college students who make up 59% of the undergraduate population and diversity rankings. He recognized the Undergraduate Student Government, Student Arts and Events Council, and cultural centers and student clubs for helping to rebuild the sense of community missing while the campus operated remotely. He recognized Chancellor Suárez-Orozco and his team for serving students at the annual Chancellor's Barbeque following Convocation. He commended the student bodies across the UMass system for their resilience during this unprecedented year and a half and thanked the University leadership for helping to guide the system toward recovery. He stated that decisions such as freezing tuition went a long way in helping students and their families manage the pandemic's effects on their lives.

**President's Report**

President Meehan thanked Trustee Bates for an outstanding report. He welcomed the Student Trustees and stated that UMass is fortunate to have their voices, perspectives and ideas as the University moves forward.

President Meehan then highlighted the remarkable fundraising month for the University of Massachusetts. In September, the University announced a \$50 million gift from Board Chair Rob Manning and his wife Donna. From this gift, UMass Boston's School of Nursing and Health Sciences will receive \$15 million to support student diversity and to ensure that new nursing professionals are champions of equitable patient care. A \$175 million gift from the Chan family and Morningside Foundation to the UMass Medical School was announced which will help with the school's public service mission. UMass Amherst announced a \$21.5 million gift from the Elaine Nicpon Marieb Charitable Foundation which will advance the University's Innovative Nursing Engineering Center.

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President Meehan expressed his gratitude to the Chancellors and their teams, and faculty and staff for their leadership and dedication in bringing the students back to the campuses. He noted the near 100% vaccination rate of the students, faculty, and staff.

President Meehan noted the issues around racial injustice, sexual assault, climate change, political polarization, and economic inequality stressing institutions. He spoke to the racist messages sent to black-centered student groups on the Amherst campus and stated that Chancellor Subbaswamy and Vice Chancellor Nef Walker acted decisively and proactively, making it clear that such hate has no place at the University. He noted that an investigation has been launched to identify the source of the messages. More resources are being directed to build awareness of racial justice issues and supporting students of color.

President Meehan reported on the launching of UMass Global earlier this month. The initiative was enthusiastically endorsed by the Boston Chamber of Commerce, the Massachusetts Business Roundtable, and the Associated Industries of Massachusetts. He encouraged the Trustees to view the video recording he emailed them of the Boston Business Journal panel discussion he participated in with executives from Disney and Mass General Brigham, System Chancellor Newman, and UMass Global Chancellor Gary Brahm. The discussion focused on talent pipeline challenges facing the Commonwealth and the nation. He announced that he will be speaking to the Associated Industries member companies next month about the University's role in building the post-pandemic talent pipeline across Massachusetts.

President Meehan noted that steps were taken to directly connect the University's academic initiatives to its economic development mission by making economic development part of System Chancellor Katherine Newman's portfolio. He then welcomed Carl Rust, the inaugural Executive Director of Industry Engagement and Business Development. Mr. Rust previously served as Principal Director of Georgia Institute of Technology's industry-university collaboration, entrepreneurship, commercialization, innovation and economic development initiatives.

President Meehan then spoke to the University's financial condition noting that UMass is facing its share of financial challenges due to enrollment pressures and pandemic costs and noted that the University will continue to advocate for state and federal funds, and continue to make the case for philanthropic support.

**Standing Committee Reports:**

**Committee on Academic and Student Affairs**

Trustee Paris Jeffries reported that the Committee on Academic and Student Affairs met on Wednesday, September 29, 2021 and approved the minutes of the May 26, 2021 CASA meetings held in both open and executive session. The Student Trustees were introduced to the Committee by President Meehan. Trustee Bhandari presented on the importance of social support in returning to campus and college affordability. She also spoke about sexual assault and racial bias protests at UMass Amherst.

President Meehan provided remarks on the remarkable fundraising month for the University, on vaccination rates at the campuses, on the launching of UMass Global, and provided highlights of campus activity. There was a discussion item on Research Commercialization. Carl Rust,

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Executive Director of Industry Engagement and Business Development and Victor Owusi-Nantwi, Senior Economic Data Analyst were also introduced as new members of the Academic Affairs and Economic Development team.

The Committee considered and voted on two Action Items: Appointments to Named Professorships including Chairs at UMass Amherst and Amendments to the Faculty Council Constitution at UMass Boston. The action items were approved and placed on the Consent Agenda for today's Board of Trustees meeting. The Committee then voted to enter into Executive Session to consider four action items: Appointments with Tenure at UMass Amherst, Boston and Medical School; Awards of Tenure at UMass Amherst and the Medical School; Transfers of Tenure at UMass Boston; and Honorary Degrees at UMass Amherst, Boston, Dartmouth, Lowell, and Medical School. The tenure items were approved and placed on the Consent Agenda for Board approval.

Chairman Manning thanked Trustee Paris Jeffries for his leadership over the past 18 months.

**Committee on Administration and Finance**

Trustee Karam reported that at yesterday's Committee on Administration and Finance, the Committee received a budget update from Senior Vice President Calise which highlighted some of the fiscal challenges that are starting to emerge based on the year-end results for FY21 and in the current fiscal year budget, and received highlights on areas of priority for the A&F Committee.

Trustee Karam noted that it is critical to bring the University's spending in line with available revenues and not rely on one-time revenues to support ongoing operating needs of the campuses. The University also needs to return to its previous commitment to achieving a 2% operating margin beginning in FY24. The FY21 year-end results serves as a reminder of why the University cannot have thin operating margins that leave no room for unexpected changes in its operations. Trustee Karam reported that he will continue to stay in touch with the A&F team over the coming months as they complete the Five-Year Forecast for review in December. The Forecast will serve as a blueprint for addressing the issues starting in FY23 and going forward.

There were 6 action items before the Committee: the Establishment of the Our Danny Cancer Fund Chair in Biomedical Research at the UMass Chan Medical School, Doc. T21-058; the Renaming of the College of Nursing at the University of Massachusetts Amherst to the Elaine Nicpon Marieb College of Nursing, Doc. T21-054; the Authorization to Submit the University's Fiscal Year 2023 Budget Request, Doc. T21-047; the Approval of changes to the University's Five-Year FY2022-FY2026 Capital Plan, Doc. T21-048; the Approval of Vote 1 Changes to the Approved Capital Projects List (traditional projects), Doc. T21-049; and the Approval of Cost Changes to the Approved Capital Projects List (traditional projects), Doc. T21-050. The action items were approved by the Committee and placed on the Consent Agenda.

Procurement-related policy revisions proposed for review and vote in December were noted under informational items.

Chairman Manning thanked Trustee Karam for his leadership over the past 18 months. Trustee Karam acknowledged the A&F team for the accomplishments of the past 18 months.

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Trustee Epstein spoke to cost-saving measures that could help the University's financial position. He suggested that consideration be made for a shared enrollment system across the campuses, stated that a mandatory requirement should be in place on the campuses to comply with the co-op buy-in program, and the cost of course inventory should be looked at as a cost saving measure.

President Meehan reported that Chancellor Subbaswamy and his team have been working with Chancellor Fuller and the Dartmouth campus to set up a system related to the enrollment process.

**Consent Agenda**

Chairman Manning stated that yesterday, the Committee on Administration and Finance and the Committee on Academic and Student Affairs approved and voted to place their action items on the Consent Agenda for Board approval. As noted earlier, the Governance Committee approved and voted to place the amendments to the Board's By-Laws on the Consent Agenda this morning. Also on the Consent Agenda is a Resolution ratifying the University's work on UMassOnline and UMass Global and a Resolution delegating the Board's powers regarding UMassOnline and UMass Global.

Chairman Manning then asked for a motion to approve items 1-13 on the Consent Agenda by a single vote. It was moved by Trustee Karam and seconded by Vice Chair Peters.

The Secretary then called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Burns, Epstein, Houle, Karam, Kunda, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Peysner, Ramos Gagliardi, Scheibel, Woolridge and Wu.

**VOTED:** To approve the following votes listed as 1-13 on the Consent Agenda:

The Committee on Academic and Student Affairs approved items 1-5 on September 29, 2021

1. **Appointments to Named Professorship and Endowed Chair, UMass Amherst, Doc. T21-042**

To concur with the President in the appointment of Professor Giuseppe (Joe) Labianca to the Berthiaume Chair in Business Leadership at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Professor Kathryn A. McDermott to the Dwight W. Allen Distinguished Professorship in Education Policy and Leadership at the University of Massachusetts Amherst.

2. **Amendments to Faculty Council Constitution, UMass Boston, Doc. T95-050, as amended**

To approve the amendments to the Faculty Council Constitution at the University of Massachusetts Boston.

3. **Appointments with Tenure, UMass Amherst, Boston, Medical School, Doc. T21-043**

To concur with the President in the appointment of Giuseppe (Joe) Labianca as Professor with tenure in the Department of Management at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Tyson King-Meadows as Professor with tenure in the Department of Political Science at the University

of Massachusetts Boston.

And further, to concur with the President in the appointment of Kimberly Yonkers as Professor with tenure in the T.H. Chan School of Medicine at the University of Massachusetts Chan Medical School.

4. **Awards of Tenure, UMass Amherst, Medical School, Doc. T21-044**

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

**AMHERST** Ysaaca Axelrod, Teacher Education and Curriculum Studies  
Karen K. Giuliano, Nursing

M. Sloan Siegrist, Microbiology  
Guangyu Xu, Electrical and Computer Engineering

**MEDICAL SCHOOL** Michael Lee, T.H. Chan School of Medicine

5. **Transfers of Tenure, UMass Boston, Doc. T21-045**

To concur with the President in the following transfers of tenure at the University of Massachusetts Boston:

Associate Professor Joseph Cooper FROM the Department of Leadership in Education TO the Department of Counseling and School Psychology within the College of Education and Human Development.

Professor Kibibi Mack-Shelton FROM the Department of Africana Studies TO the Department of History within the College of Liberal Arts.

Professor Bonnie Miller FROM the Department of American Studies TO the Department of History within the College of Liberal Arts.

The Committee on Administration and Finance approved items 6-11 on September 29, 2021

6. **Establishment of the Our Danny Cancer Fund Chair in Biomedical Research, UMass Chan Medical School, Doc. T21-058**

In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws: to establish the Our Danny Cancer Fund Chair in Biomedical Research at the University of Massachusetts Chan Medical School.

7. **Renaming of the College of Nursing to the Elaine Nicpon Marieb College of Nursing, UMass Amherst, Doc. T21-054**

To rename the College of Nursing at the University of Massachusetts Amherst as the Elaine Nicpon Marieb College of Nursing, and to accept with sincere gratitude the generous gift by the Elaine Nicpon Marieb Foundation.

**8. Fiscal Year 2023 State Budget Request Authorization, Doc. T21-047**

To authorize the President to prepare and submit the University’s Fiscal Year 2023 State Budget request per the Board’s Governance policy (T73-098).

**9. Approval of the University’s FY2022–FY2026 Capital Plan, Doc. T21-048**

Pursuant to Trustee Policy T93-122, as amended, to approve the University’s Five-year Capital Plan (FY2022 to FY2026). 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, as amended.

And further,

With respect to any or all of the projects in the University’s Five-Year Capital Plan described 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 the President 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 making a written request in the name and on behalf of the trustees that the University of Massachusetts Building Authority initiate and undertake any such project in the Approved Capital Project list, or to request the Worcester City Campus Corporation to effectuate the financing thereof through any appropriate issuer of debt, 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.

**10. Approval of Changes to the Capital Projects List (related to the FY2022–FY2026 Capital Plan), (Vote 1), UMass Amherst and UMass Lowell, Doc. T21-049**

Pursuant to Trustee Policy T93-122, as amended, to authorize the following projects 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 projects to the extent permitted by Trustee Policy T93-122, as amended and Board vote T21-048:

*\$ in thousands*

Campus	Project Name	Preliminary Campus Estimate	Funding Sources				
			Local Funding	External Funding	Borrowed Funding	State Funding	Alternative Finance & Delivery
Amherst	School of Public Health and Health Sciences Renovation	\$30,000	-	\$5,000	\$25,000	-	-
Lowell	Ball Hall Comprehensive Renewal Phase I (Infrastructure & Envelope)	\$30,000	-	\$15,000	\$15,000	-	-
Lowell	Olney Project A - Instructional Modernization	\$40,000	-	\$15,000	\$25,000	-	-
Lowell	Weed Hall Renewal Phase I (includes NIH Grant Project Scope)	\$25,000	-	\$8,000	\$17,000	-	-
	<b>TOTAL</b>	<b>\$125,000</b>	<b>\$0</b>	<b>\$43,000</b>	<b>\$82,000</b>	<b>\$0</b>	<b>\$0</b>



**11. Approval of Changes to the Capital Projects List (related to the FY2022–FY2026 Capital Plan), (Cost Change >10%), UMass Lowell, Doc. T21-050**

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 University’s written request that the UMass Building Authority undertake projects in accordance with Board of Trustees vote T21-048, as amended:

*\$ in thousands*

Campus	Project Name	Vote 1	Vote 2	Adjusted Cost	Funding Sources				
					Local Funding	External Funding	Borrowed Funding	State Funding	Alternative Finance & Delivery
Lowell	Critical Repair - Olsen Strategic Renovations, Repairs and Replacements	\$18,500	\$18,500	\$22,746	\$13,926	-	-	\$8,820	-
	<b>TOTAL</b>	<b>\$18,500</b>	<b>\$18,500</b>	<b>\$22,746</b>	<b>\$13,926</b>	<b>\$0</b>	<b>\$0</b>	<b>\$8,820</b>	<b>\$0</b>

The Governance Committee approved item 12 on September 30, 2021

**12. Amendments to the University of Massachusetts Board of Trustees By-Laws, Doc. T91-100, as amended**

To recommend that the Board approve the following amendments to the By-Laws of the University of Massachusetts pursuant to: TRUSTEE DOCUMENT T91-100 UMass Board of Trustees By-Laws; Article II. Sections 3. and 4. – AGENDA and CONSENT AGENDA; Article III COMMITTEES OF THE BOARD: Section 1. Standing Committees and Section 5. Responsibilities of Standing Committees, (c) and (e): and ARTICLE IV. Section 1. (a) TRUSTEE GOVERNANCE COMMITTEE

To change the name of the Committee on Academic and Student Affairs to the Committee on Academic Affairs and Economic Development; and to change the name of the Audit Committee to the Audit and Risk Committee.

The Board of Trustees approved item 13 on September 30, 2021

**13. Resolution Ratifying the University’s Work on UMassOnline and UMass Global and Resolution Delegating the Board’s Powers Regarding UMassOnline and UMass Global, Doc. T21-057**

**To approve the Delegation of Authority to Act as Sole Corporate Member of UMass Global**

In order to ensure that the University of Massachusetts at all times fulfills its responsibilities as sole corporate member of UMass Global (f/k/a Brandman University) (“UMass Global”), the Board of Trustees of the University of Massachusetts (the “Board”) resolves as follows.

WHEREAS, Section 2(b) of Article VIII of the Bylaws (“Bylaws”) of UMass Global provides that the University of Massachusetts, acting through the Board and in its capacity as the sole corporate member of UMass Global, has the right to appoint and remove all of the regents to UMass Global’s Board of Regents (“Board of Regents”), subject to recommendations from UMass Global’s Executive Committee with respect to Independent Regents (as defined in the Bylaws). Pursuant to Section 4 of Article VII of the Bylaws, the University of Massachusetts also has the sole right to appoint and remove the Chair of the Board of Regents and any vice-Chair, and pursuant to Section 2 of Article X of the Bylaws, it has the sole right to select, appoint and remove the Secretary of UMass Global;

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WHEREAS, Section 2 of Article VI of the Bylaws provides that the University of Massachusetts, as the sole corporate member of UMass Global, has the sole right to approve certain extraordinary decisions as described therein (hereinafter “Approval Rights”);

WHEREAS, the University of Massachusetts has the responsibility of appointing regents to the Board of Regents with the appropriate backgrounds and expertise based, with respect to Independent Regents, on the recommendations from UMass Global’s Executive Committee; WHEREAS, the University of Massachusetts has the responsibility to carry out all of its member rights, including without limitation Approval Rights, with due care and diligence; and WHEREAS, Section 5 of Article VI provides that the University of Massachusetts may authorize another person or persons to act as its proxy with respect to its being the sole corporate member of UMass Global.

NOW, THEREFORE, BE IT RESOLVED that the Board hereby delegates all its authority and responsibility as sole corporate member of UMass Global to the Chairman of the Board of Trustees of the University of Massachusetts (the “Chairman”), thereby authorizing the Chairman to act as its proxy in respect of all matters concerning the University of Massachusetts being the sole corporate member of UMass Global, without reservation.

The forgoing proxy shall be valid for a period of three years from the date hereof unless expressly revoked by the Board prior thereto.

And further,

**To Approve the Resolution with Respect to Closing of UMass Global Change of Control Transaction**

WHEREAS, on April 15, 2020, the Board of Trustees approved a Change of Control Agreement and related documents (“Transaction Documents”) by and among UMass, Chapman University and UMass Global (f/k/a Brandman University). The closing of the transactions contemplated by the Transaction Documents (the “Transactions”) was consummated on September 1, 2021.

**RESOLVED**, that all actions taken by the President, officers and/or employees of UMass in connection with the Transactions since April 15, 2020 through the date of this consent are hereby ratified, confirmed and approved in all respects, including without limitations entering into the Change of Control Agreement on May 29, 2020, entering into the Amended and Restated Change of Control Agreement on May 28, 2021, entering into both the Intellectual Property License Agreement and the Services and Cooperation Agreement on September 1, 2021, and amending the name of Brandman University to UMass Global on September 10, 2021.

**FURTHER RESOLVED**, that all actions taken by the Board of Trustees and/or employees and/or officers of UMass prior to the date of this consent, which are within the authority conferred, are hereby are ratified and approved.

**Other Business: Department of Defense Exclusion from Personnel Clearance Requirements, Document T21-040**

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

The Chairman stated that it was a routine item updating Trustees on the exclusion list from personnel classification for the Department of Defense.

The Secretary then called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Burns, Epstein, Houle, Karam, Kunda, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Peyser, Ramos Gagliardi, Scheibel, Woolridge and Wu.

**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:

<b><u>NAME</u></b>	<b><u>TITLE</u></b>
Joshua P. Bates	Trustee
Barkha Bhandari	Trustee
Mary L. Burns	Trustee
Zachary S. Dyer	Trustee
Robert Epstein	Trustee
Derek S. Houle	Trustee
Stephen R. Karam	Trustee

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Richard M. Kelleher	Trustee
Narcisse M. Kunda	Trustee
Robert Lewis, Jr.	Trustee
Michael V. O'Brien	Trustee
Noreen C. Okwara	Trustee
Kerri Osterhaus-Houle	Trustee
Imari K. Paris Jeffries	Trustee
R. Norman Peters	Trustee
James A. Peyser	Trustee
Julie N. Ramos Gagliardi	Trustee
Elizabeth D. Scheibel	Trustee
Steven A. Tolman	Trustee
Victor Woolridge	Trustee
Charles F. Wu	Trustee

**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 Honorary Degrees at the University of Massachusetts. He stated that the meeting will not reconvene in open session.

It was moved by Trustee Karam and seconded by Trustee Epstein.

The Secretary then called the roll. Chairman Manning voted for the motion as did Vice Chair Peters; Trustees Burns, Epstein, Houle, Karam, Kunda, Lewis, O'Brien, Osterhaus-Houle, Paris Jeffries, Peyser, Ramos Gagliardi, Scheibel, Woolridge and Wu.

Chairman Manning thanked everyone for joining the meeting. He thanked the campuses for everything they continue to do for the students.

Chairman Manning then announced that the Zoom meeting will be closed by the host and instructed those participating in the Executive Session to hang up and join the Zoom meeting for that session with the specific link provided.

The time was 10:42 a.m.

Zunilka Barrett  
Secretary to the Board of Trustees