

UNIVERSITY OF MASSACHUSETTS

VOTES

BOARD OF TRUSTEES

SEPTEMBER 30, 2021

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Governance – September 30, 2021

ACTION ITEM #1: 2021/2022 Board of Trustees Officers and Committee Leadership

DATE: Board of Trustees – September 30, 2021

DOC. & VOTE I.D. #: T21-039

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.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

DOC. T21-039

OFFICERS AND COMMITTEE LEADERSHIP
2021/2022

| | |
|--|---|
| Chairman | Robert J. Manning (Serves at the Pleasure of the Governor) |
| Vice Chair | R. Norman Peters |
| Chair, Academic Affairs and Economic Development | Imari K. Paris Jeffries |
| Vice Chair, Academic Affairs and Economic Development | Elizabeth D. Scheibel |
| Chair, Administration and Finance | Stephen R. Karam |
| Vice Chair, Administration and Finance | Michael V. O'Brien |
| Chair, Audit and Risk | Richard M. Kelleher |
| Vice Chair, Audit and Risk | Stephen R. Karam |
| Chair, Advancement | Mary L. Burns |
| Vice Chair, Advancement | Robert Epstein |
| Chair, Compensation | Robert J. Manning |
| Vice Chair, Compensation | R. Norman Peters |
| Chair, Governance | Robert J. Manning |
| Vice Chair, Governance | Elizabeth D. Scheibel |
| Secretary to the Board of Trustees | Zunilka M. Barrett |

Effective September 30, 2021

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

DATE: Board of Trustees – September 30, 2021

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

CONSENT AGENDA VOTES

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 | - | - |
| | TOTAL | \$125,000 | \$0 | \$43,000 | \$82,000 | \$0 | \$0 |

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 | | | | Alternative Finance & Delivery |
|--------|---|-----------------|-----------------|-----------------|-----------------|------------------|------------------|----------------|--------------------------------|
| | | | | | Local Funding | External Funding | Borrowed Funding | State Funding | |
| Lowell | Critical Repair - Olsen Strategic Renovations, Repairs and Replacements | \$18,500 | \$18,500 | \$22,746 | \$13,926 | - | - | \$8,820 | - |
| | TOTAL | \$18,500 | \$18,500 | \$22,746 | \$13,926 | \$0 | \$0 | \$8,820 | \$0 |

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;

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.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS #1: **Department of Defense, Exclusion from Personnel Clearance Requirements**

DATE: **Board of Trustees – September 30, 2021**

DOC. & VOTE I.D. #: **T21-040**

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:

| <u>NAME</u> | <u>TITLE</u> |
|--------------------|---------------------|
| Mary L. Burns | Trustee |
| Joshua P. Bates | Trustee |
| Barkha Bhandari | Trustee |
| Zachary S. Dyer | Trustee |
| Robert Epstein | Trustee |
| Derek S. Houle | Trustee |

| | |
|--------------------------|---------|
| Stephen R. Karam | Trustee |
| 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 |