

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

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

Tuesday, December 12, 2023; 9:00 a.m.

Remote Meeting via Zoom

**Pursuant to the Governor's Order Suspending Certain Provisions of the
Open Meeting Law, G.L. c.30A, §20 dated March 12, 2020, and subsequently updated
and extended by the Governor and their staff**

Trustees Present: Chairman Karam; Vice Chair Burns; Trustees Alden, Brady, Brunelle, Colella, Delgado, Dooley (joined at 9:13 a.m.), Epstein, Lewis, Maguire Keches, O'Brien, Paris Jeffries, Ramos Gagliardi, Scheibel, Tolman, Toye and Worthy; and Mr. Moreau (representing Trustee Tutwiler)

Trustees Absent: Trustees Kelleher, Okwara, Tutwiler and Wu

University Administration: President Meehan; General Counsel Leone; Senior Vice Presidents Calise and Subbaswamy; Chancellors Reyes, Suárez-Orozco, Fuller, Chen and Collins; Provosts Malone, Berger, Balasubramanian, Hartman and Flotte; Vice Chancellors Mangels, Kirleis, Doyle, O'Riordan and Lindstedt

Faculty Representatives: Professor Hoagland, UMass Amherst

Documents Used:

- Meeting Minutes: September 20, 2023 (Joint CASA and A&F, Open & Executive Session)
- Meeting Minutes: September 21, 2023 (Open & Executive Session)

Chairman Karam convened the meeting at 9:02 a.m. and reminded everyone of the Governor's executive order. The Governor issued an executive order on March 12, 2020, which has been extended until March 31st, 2025. Under the Emergency Order, all members of the Board may participate by remote virtual means, without affording public access to the physical meeting locations, as long as they engage, as they are today, with adequate and alternative means of access available.

He reminded the Trustees to unmute themselves for the roll call votes and to state their name when they move and second a motion for vote.

Consideration of the prior Meeting Minutes

Chairman Karam stated that the Board was provided with the draft meeting minutes from the September 20, 2023 Joint CASA and A&F meeting's open and executive sessions, and the September 21, 2023 Board meeting's open and executive sessions and asked for any corrections. With no corrections, the minutes were approved.

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Pursuant to Mass General Laws Chapter 30A and under the Office of The MA Attorney General, Open Meeting Law Guide and Educational Materials, General Counsel Leone, under the delegation of the UMass Board of Trustees, has determined that the Executive Session minutes will not be released at this time, and should remain confidential because publication would defeat the lawful purposes of the executive session.

Chair's Remarks

Chairman Karam commended President Meehan, his team, as well as the Chancellors and their teams, for their transparent and strategic approach to ensure that the University remains on strong financial footing today and for years to come. He thanked the members of the Advisory Working Group, chaired by Senior Vice President Calise, which is analyzing the data to understand where the University's vulnerabilities and opportunities exist. Current and future students, and the Commonwealth, are depending on the Board to preserve the University as an engine of economic mobility. Chairman Karam advised the Board to read the Governor's recently released economic development plan, a cornerstone making Massachusetts a "global talent magnet." The University of Massachusetts is and must remain a workforce development leader if the Commonwealth is going to achieve that goal.

Chairman Karam thanked General Counsel Gerry Leone for his six years of service to the University. General Counsel Leone is leaving the University to accept an opportunity in the private sector. Justice David Lowy, a UMass graduate, has been appointed to serve as the next General Counsel.

President's Report

President Meehan congratulated Chancellor Suarez-Orozco and his fellow Beacons on last week's announcement of a \$10 million gift from New Balance to establish the New Balance Institute for Innovative Leadership in Sport. The UMass Boston campus has undergone a remarkable physical transformation in recent years and will soon begin to see the Dorchester Bay City development get underway which will not only create tremendous internship and job opportunities for UMass Boston students and graduates but inject nearly \$200 million of capital into the campus.

President Meehan shared that the Legislature passed, and the Governor signed, legislation granting the University's faculty and staff well-deserved pay raises. He also highlighted several accomplishments over the last year, including the University research enterprise topping \$813M and the University contributing \$8.3B to the Massachusetts economy.

In addition to Chairman Karam's remarks about the Governor's economic development plan, President Meehan shared that Chancellor Chen sat on the planning council and participated in drafting the report, and Mark Melnick, Director of the UMass Amherst Donahue Institute presented at each of the nine regional listening sessions that informed the plan. The report recognizes that UMass is a major workforce development asset and that UMass has a leadership role in attracting, developing, and retaining talent in Massachusetts. Evidence of this support was in the Governor's recent announcement of the \$62 million MassGrant Plus scholarship expansion for public higher education students.

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President Meehan thanked General Counsel Leone who will be leaving the University after six years to return to private practice, and highlighted several areas within the University and higher education where he made an impact. President Meehan shared that Justice David Lowy of the Massachusetts Supreme Judicial Court will serve as General Counsel. Justice Lowy is the first UMass alumnus to serve on the state's highest court and is a highly respected member of the legal community, who brings experience as an educator and as both a public sector and private practice attorney.

Chancellor Suárez-Orozco shared a video highlighting UMass Boston 2.0.

Student Trustee Report, UMass Boston

Trustee Dooley reported on the state of UMass Boston, highlighting previous events and initiatives that showcase the engagement and passion of the student body. He is pleased by the University's unwavering commitment to student well-being and inclusivity, and dedication to creating an atmosphere that allows every student to focus on their academic pursuits, free from unnecessary challenges. UMass Boston is an institution committed to fostering a welcoming environment and takes pride in being recognized as one of the most diverse and inclusive schools in the nation. Trustee Dooley is looking forward to seeing the campus build upon this success and continue to nurture an environment that produces the opportunity for excellence for everyone who attends.

Standing Committee Reports:

Committee on Academic and Student Affairs (CASA)

Trustee Paris Jeffries reported that the Committee on Academic Affairs and Student Affairs met on Wednesday, November 29, 2023. President Meehan provided a report followed by remarks from Senior Vice President Subbaswamy. The Committee considered and voted on two action items: Bachelor of Arts in Computational Linguistics at UMass Amherst and two distinguished professorships at UMass Amherst and one Endowed Deanship at UMass Lowell. The action items were voted for inclusion in the Consent Agenda for the Board's approval. The Committee had one discussion item on the evolution of academic advising and tools being used to provide a holistic picture of students in order to guide them to success, and two informational items: Academic Quality Assessment and Development Report, and the Periodic Multi-Year Review Report.

The Committee then voted to enter Executive Session for the purpose of considering two action items: Appointments with Tenure at UMass Amherst, Boston, Dartmouth and Lowell; and Honorary Degrees at UMass Lowell. The tenure items were voted for inclusion on the Consent Agenda for the Board's approval.

Athletics Committee

Trustee Brunelle reported that the Athletics Committee met on Wednesday, November 29, 2023. The Committee heard from the system's two Division III programs – UMass Boston and UMass Dartmouth. Both presentations provided committee members with information about the Division III mission and the impact of the respective programs on campus life.

Audit and Risk Committee

Trustee Scheibel reported that the Audit and Risk Committee met on Monday, December 11, 2023. Senior Vice President Calise and Controller Hitchcock provided a summary of the University's

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fiscal year 2023 financial results, KPMG presented the results from their unmodified audit opinion of the University's financial statements, and Assistant Vice President Packard provided a program update and progress made assessing the University's top risks and mitigation strategies. Chief Audit Officer David and Director Scano briefed the Committee on the team's fiscal year activity and results and provided an update on the Committee's and Internal Audit's priorities, including insight into the importance of data center and the audit services provided.

The Committee considered two action items: University's Fiscal Year 2023 Financial Statements, Doc. T23-048; and the Audit and Risk Committee Charter, Doc. T03-030, as amended. Both action items were approved and placed on the Consent Agenda for Board approval.

Committee on Administration and Finance (A&F)

Trustee O'Brien reported that the Committee on Administration and Finance met on Monday, December 11, 2023. Senior Vice President Calise and her team presented the quarterly capital report. The President's Office and campuses have been working to introduce more data regarding deferred maintenance into the materials and are working toward a framework to support tracking investments. The Committee adopted important changes to the Non-Unit Personnel Policy and a resolution to reinforce the Board's support of the work of the Advisory Working Group on Financial Planning.

The Committee considered five action items: Approval of Changes to the Capital Projects List (related to the FY2024-FY2028 Capital Plan) which has two parts – Traditional Project Vote 1, UMass Amherst Flint Renovations, Doc. T23-047, as amended, and Traditional Project Vote 2, PVTB Bus Garage Expansion, Engineering Building, Thermal Energy Storage Tank, and School of Public Health and Health Sciences Hub, UMass Amherst; Façade Repairs Phase 1B, UMass Boston; CVPA Building Envelope Improvement Project, UMass Dartmouth; and Olney Project A – Instructional Modernization, UMass Lowell, Doc. T23-047, as amended; Authorization to Issue Debt in Support of the University's Capital Plan, Doc. T23-057; Approval of Changes to the Non-Unit Personnel Policy, Doc. T94-023, as amended; Resolution to Leverage the University to Address Enrollment Challenges, Doc. T23-063; and Resolution to Appoint the Chancellor of UMass Lowell as the Sole Member Representative to the University of Massachusetts Lowell Applied Research Corporation, Doc. T23-064. All action items were approved and placed on the Consent Agenda for Board approval. An informational item was also included in the materials: the Annual Clery Report, Doc. T23-058.

Consent Agenda

Chairman Karam stated that the Committee on Academic Affairs approved and voted to place their action items on the Consent Agenda for Board approval today, and yesterday the Audit and Risk Committee and Committee on Administration and Finance approved and voted to place their action items on the Consent Agenda for Board approval. He then asked for a motion to approve items 1-11 on the Consent Agenda. It was moved by Vice Chair Burns and seconded by Trustee Scheibel. Chairman Karam asked for questions or comments.

Chairman Karam asked for a vote and the motion passed unanimously.

VOTED: To approve the following votes listed as 1-11 on the Consent Agenda:

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The Committee on Academic and Student Affairs approved items 1-3 on November 29, 2023.

1. Bachelor of Arts in Computational Linguistics, UMass Amherst, Doc. T23-053

To approve the Bachelor of Arts in Computational Linguistics at the University of Massachusetts Amherst.

2. Appointments to Named Professorships and Endowed Chairs, UMass Amherst, Lowell, Doc. T23-054

To concur with the President in the appointment of Professor Jack Schnieder for the title of Dwight W. Allen Distinguished Professorship in Educational Policy and Leadership at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Professor Ana Caicedo for the title of Dr. Constantine J. Gilgut Professorship in Plant Biology at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Professor Bertie Greer for the title of Rist Family Endowed Dean in the Manning School of Business at the University of Massachusetts Lowell.

3. Appointments with Tenure, UMass Amherst, Boston, Dartmouth, Lowell, Doc. T23-055

To concur with the President in the appointment of Professor Jack Schnieder in the Department of Educational Policy, Research & Administration at the University of Massachusetts Amherst.

To concur with the President in the appointment of Professor Hettie V. Williams in the Department of History at the University of Massachusetts Boston.

To concur with the President in the appointment of Professor Samuel Panarella in the School of Law at the University of Massachusetts Dartmouth.

To concur with the President in the appointment of Associate Professor Adam Lerner in the College of Fine Arts, Humanities & Social Sciences at the University of Massachusetts Lowell.

The Audit and Risk Committee approved items 4-5 on December 11, 2023.

4. University's Annual Financial Statements, Doc. T23-048

To approve the University's Annual Financial Statements.

5. Audit and Risk Committee Charter, T03-030, as amended

To approve the changes to the Audit and Risk Committee Charter.

The Committee on Administration and Finance approved items 6-11 on December 11, 2023.

6. Approval of Changes to the Capital Projects List (related to the FY2024–FY2028 Capital Plan) - Traditional Project Vote 1: Flint Renovations, UMass Amherst, Doc. T23-047, as amended

Pursuant to Trustee Policy T93-122, as amended, to authorize 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 projects to the extent permitted by Trustee Policy T93-122, as amended:

Campus	Project Name	Building	Total Building DM	Preliminary Campus Estimate	Funding Sources				
					Local Funding	External Funding	Borrowed Funding	State Funding	Alternative Finance & Delivery
Amherst	Flint Renovations	Flint Laboratory	\$7,913,638	\$28,000,000	\$28,000,000	-	-	-	-
TOTAL			\$7,913,638	\$28,000,000	\$28,000,000	\$0	\$0	\$0	\$0

7. Approval of Changes to the Capital Projects List (related to the FY2024–FY2028 Capital Plan) - Traditional Project Vote 2: PVTA Bus Garage Expansion, Engineering Building, Thermal Energy Storage Tank, and School of Public Health and Health Sciences Hub, UMass Amherst; Façade Repairs Phase 1B, UMass Boston; CVPA Building Envelope Improvement Project, UMass Dartmouth; and Olney Project A - Instructional Modernization, UMass Lowell, Doc. T23-047, as amended

Pursuant to Trustee Policy T93-122, as amended, to authorize the following projects under the **second 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:

Campus	Project Name	Building	Total Building DM	Vote 1	Vote 2	Funding Sources				P3
						Local Funding	External Funding	Borrowed Funding	State Funding	
Amherst	PVTA Bus Garage Expansion	PVTA Bus Facility Building	\$1,712,707	\$11,000,000	\$11,000,000	-	11,000,000	-	-	-
Amherst	Engineering Building	Draper Hall Annex, New Construction	\$1,160,954	\$100,000,000	\$125,000,000	25,000,000	20,000,000	80,000,000	-	-
Amherst	Thermal Energy Storage Tank	New Construction		\$9,750,000	\$13,000,000	13,000,000	-	-	-	-
Amherst	School of Public Health and Health Sciences Hub	Totman	\$6,795,224	\$30,000,000	\$43,000,000	13,000,000	5,000,000	25,000,000	-	-
Boston	Façade Repairs - Phase 1B	Wheatley Hall	\$174,367,200	\$7,775,000	\$10,623,000	6,292,018	-	-	4,330,982	-
Dartmouth	CVPA Building Envelope Improvement Project	College of Visual & Performing Arts	\$26,525,852	\$7,500,000	\$7,500,000	-	-	3,300,000	4,200,000	-
Lowell	Olney Project A - Instructional Modernization	Olney	\$150,573,723	\$40,000,000	\$127,000,000	18,000,000	-	72,000,000	37,000,000	-
TOTAL			\$361,135,660	\$206,025,000	\$337,123,000	\$75,292,018	\$36,000,000	\$180,300,000	\$45,530,982	\$0

8. Authorization to Issue Debt in Support of the University’s Capital Plan, Doc. T23-057

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, working capital, and tangible and intangible property, 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");

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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 FY2024-FY2028 Capital Plan, Doc. T23-047, as amended 'which are on' the Authorized Capital Project list, as reviewed and amended quarterly 'by the Trustees'; and
 - 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 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.

9. Approval of Changes to the Non-Unit Personnel Policy, Doc. T94-023, as amended

To approve revisions to the changes to the Non-Unit Personnel Policy, and to authorize the President or his/her designee to issue Standards to be followed by each campus.

10. Resolution to Leverage the University to Address Enrollment Challenges, Doc. T23-063

Whereas, the University and the Board of Trustees have required transparency regarding enrollment assumptions and strategies that address enrollment challenges related to the declining number of college-bound high school graduates, questioning of return on investment in post-secondary education, decreasing professional requirements for post-secondary degree, and increasing competition in the international student market;

Whereas, campuses are adapting approaches to recruiting and retaining students to address enrollment challenges;

Whereas, the Board of Trustees directed the Advisory Working Group on Financial Planning to develop short term initiatives that can impact Fall 2024 enrollment and a long term plan for system-wide admissions planning guided by:

- Preserving and improving enrollment on all campuses,
- Engaging campus subject matter experts,
- Ensuring strategies do not place any of our campuses at a competitive disadvantage,
- Recognizing that the calendar for admissions has an established cycle, and
- Building upon existing infrastructure where appropriate (i.e., Common App);

Now therefore, the Board endorses the short-term strategy recommendations for Fall 2024 admissions of the Advisory Working Group on Financial Planning to:

1. Improve Campus Sharing of Applicants by implementing more deliberate timing and messaging and expanding the Dartmouth pilot to Lowell,
2. Target Non-Enrolling In-State & Regional Students by exploring a digital marketing of the value of a UMass education (any campus) through an education awareness campaign, and

3. Research the outcomes of admission & transfer programs at other systems; including intercampus transfers.

The Board of Trustees requests a status report at each meeting to include the status of implementation, metrics used to measure progress and continued development of longer-term strategies that leverage the power of the University.

11. Resolution to Appoint the Chancellor of UMass Lowell as the Sole Member Representative to the University of Massachusetts Lowell Applied Research Corporation, Doc. T23-064

WHEREAS, in 2020, the University established the University of Massachusetts Lowell Applied Research Corporation (the “Corporation”) for the purpose of promoting research at the University of Massachusetts Lowell campus;

WHEREAS, the University acting through its Board of Trustees, is the Sole Member of the Corporation;

WHEREAS, pursuant to the By-laws of the Corporation, as the Sole Member the University may authorize an individual (the “Sole Member Representative”) to act on the University’s behalf in connection with the Corporation;

WHEREAS, due to the transition of the Corporation’s current Sole Member Representative to a new position at the University of Massachusetts Amherst campus, there is a need for the appointment of a new Sole Member Representative.

NOW, THEREFORE:

1. The Chancellor of the University of Massachusetts Lowell is hereby designated as the Sole Member Representative to the Corporation and shall serve as the Sole Member Representative on behalf of the University of Massachusetts until such time as the University of Massachusetts Board of Trustees votes to remove and replace the Chancellor of the University of Massachusetts Lowell as Sole Member Representative, or until such person’s earlier death, disability or other disqualification pursuant to the By-laws of the University of Massachusetts or the Corporation.
2. The Sole Member Representative shall provide updates regarding the activities of the Corporation to the Committee on Administration and Finance of the University of Massachusetts Board of Trustees on at least an annual basis, or as requested by the Committee on Administration and Finance.
3. The President of the University of Massachusetts or his designee is hereby authorized and empowered to provide such notice to the Corporation of the foregoing designation of the Chancellor of the University of Massachusetts Lowell as Sole Member Representative as is sufficiently expedient or required by the By-laws of the Corporation.

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4. The Sole Member Representative is authorized to amend and restate the By-laws of the Corporation on behalf of the Sole Member as reasonably necessary, provided the Sole Member reserves the right to reject such amendments to the By-laws adopted by the Sole Member Representative or to make further amendments thereto.

Public Speakers

Chairman Karam stated that 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. Under the law, the Chair has complete discretion in granting or denying the request to speak and may limit the duration that the public has to address the Board.

Annetta Argyres, President of the Professional Staff Union at UMass Boston gave remarks on increased wage investment in public higher education.

President Meehan thanked the staff across the President's Office and the campuses, who worked tirelessly over the weekend to ensure the cost-of-living increases made it into paychecks before the holidays.

Executive Session Announcement

Chairman Karam asked for a roll call vote to enter into Executive Session pursuant to M.G.L. c. 30A, Purpose 7, citing Chapter 75, Section 4, for the purpose of considering Honorary Degrees at UMass Lowell. Chairman Karam stated that the meeting would not reconvene in open session and asked for a motion. It was moved by Vice Chair Burns and seconded by Trustee Scheibel.

The Secretary called the roll. Chairman Karam voted for the motion as did Vice Chair Burns; Trustees Brunelle, Colella, Delgado, Dooley, Epstein, Lewis, O'Brien, Paris Jeffries, Ramos Gagliardi, Scheibel, Tolman and Worthy; and Mr. Moreau (representing Trustee Tutwiler). Trustee Keches' vote was not heard.

The Chairman thanked everyone for attending the meeting.

The time was 9:43 a.m.

Chelsey L. Burke
Assistant Secretary to the Board of Trustees