

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

**MINUTES OF THE MEETING OF THE  
COMPENSATION COMMITTEE**

**Friday, June 7, 2024; 8:00 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**

**Committee Members Present:** Chairman Karam; Vice Chair Burns (UMass Board of Trustees); Vice Chair Epstein (Compensation Committee)

**University Administration:** President Meehan; General Counsel Lowy; Chief Human Resources Officer Dunlap

**Documents Used:**

•Meeting Minutes: February 16, 2023 (Open & Executive Session)

Chair O'Brien convened the meeting at 8:00 a.m. and reminded the Committee that the Governor of Massachusetts issued an executive order on March 12, 2020, which had been extended until March 31, 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 with adequate and alternative means of access available. Any member of the public wishing to address the Committee 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 Committee 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 the meeting.

**Consideration of Minutes of the Prior Meeting of the Committee**

Chairman Karam stated that the Committee was provided with the draft minutes of the February 16, 2023 Open and Executive Session meetings and asked for any corrections. With no corrections, the minutes were approved.

Chairman Karam stated that the General Counsel, through delegation of the Board of Trustees, has determined that the executive session minutes of the last meeting will not be released at this time, and should remain confidential because publication would defeat the lawful purposes of the executive session, per the Massachusetts Attorney General's Office Open Meeting Guidelines and cited laws, including Massachusetts General Law Chapter 30A.

**Chair's Report**

Chairman Karam thanked the Committee for their time and stated that he called the meeting to provide President Meehan an opportunity to update the Committee on Chancellor Mark Fuller's recent review. He reminded the Committee that the Open Meeting Law requires that the President

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provide an update in open session. Discussion about contract negotiations will occur in executive session.

**President's Report**

President Meehan reported that he met with Chancellor Fuller on February 28, 2024. The Chair of the Review Process, Nick Christ, was selected in March and interviews were conducted in early April. The report was submitted on April 22, 2024 and shared with the Chancellor, who had a month to review it and provide feedback. President Meehan met with Chancellor Fuller on May 28, 2024 and agreed the report was final document and it was submitted to the Board Chair.

President Meehan noted that the report contained information from 27 interviews that met the required cross section in Board policy T93-080. According to the report and invitation shared, they provided and asked the questions outline in T93-080.

President Meehan noted the overall feedback from the report was positive for his current and future vision. His priorities of "Recruitment, Retention, Research, and Reputation" have resonated. Only 2 of the 27 wanted more in person communication from the Chancellor, as opposed to through Zoom or another staff person. Highlights of feedback in the report included: brings a business sense, positive attitude, data driven, and he thinks long-term.

**Executive Session Announcement**

Chairman Karam asked the Committee for a roll call vote to enter into Executive Session for a strategy session in preparation for contract negotiations with non-union personnel as permitted under Chapter 30A, Section 21(a)(2), since a discussion in open session would have a detrimental effect on the University's position. He announced that the Committee would not reconvene in open session. The motion was moved by Vice Chair Burns and seconded by Vice Chair Epstein.

The Assistant Secretary then called the roll. Chairman Karam voted for the motion as did Vice Chairs Burns and Epstein.

The time was 8:10 a.m.

Chelsey L. Burke  
Assistant Secretary to the Board of Trustees