Board of Trustees
Special Meeting
Minutes

September 18, 2017
President’s Boardroom, The Horace Mann Center

Board of Trustees members in attendance: Chair Steven Marcus, Vice Chair Linda Slakey, Secretary Madeline Landrau and Trustee members James Hagan, Robert Magovern, Robert Martin, Lydia Martinez-Alvarez, Kevin Queenin, and Cameron Swan.

Excused absences: Trustees Edward Sullivan and Terrell Hill.

Dr. Ramon S. Torrecilha, President of Westfield State University, was also present.

Chair Marcus called the meeting to order at 10:10 AM.

Chair Marcus stated that according to the Audit Committee’s charter, the appointment of the chair of that committee needed to be confirmed by the full board.

**MOTION** was made by Trustee Magovern, seconded by Trustee Landrau, to confirm the appointment of Trustee Edward Sullivan as the Chair of the Audit Committee. **Motion passed unanimously.**

Chair Marcus then stated that the Executive Committee has presented the President’s Evaluation for approval and submission by the full Board.

**MOTION** was made by Trustee Slakey, seconded by Trustee Martin, to approve the presidential evaluation for the 2016-2017 academic year as presented by the Executive Committee on today’s date and the submission of said evaluation to the Commissioner of the Department of Higher Education. **Motion passed unanimously.**

Chair Marcus welcomed Trustees Cameron Swan and Lydia Martinez-Alvarez, both of whom had just been sworn in prior to the meeting. Trustees Swan and Martinez-Alvarez each expressed excitement to be on the Board and are ready to serve as the Board needs them.

Chair Marcus moved the meeting to a discussion of the July retreat and stated he was very pleased with the retreat facilitator, Dr. Jolene Koester. The dates for the 2018 retreat will be June 13 and 14.
Trustee Slakey suggested that in preparation for next year’s retreat, there should be an update passed out with what has been accomplished with the items listed to be done at the 2017 retreat.

Attention was turned to page 3 of the Retreat Report to the list of areas that were identified as most important. It was agreed that there needs to be a comprehensive orientation created with details of expectations and responsibilities given to new Trustees. A starting point needs to be the requirement to attend meetings and to be prepared and engaged.

Trustee Martin had shared with the President and Chair Marcus a document entitled “Statement of Commitment and Responsibilities” for Boards of Trustees which was produced by the Public Education Nominating Council. President Torrecilha suggested the Governance Committee could take the lead in creating an assessment of board performance and board expectations. Members of Cabinet could then come up with an orientation program for each division to share their strategic issues and how their divisions function.

Trustee Slakey suggested it may also be helpful if each of the trustees could create a paragraph of personal information about themselves to share on a one-page sheet for new trustees.

The Trustees turned to the Retreat Follow Up “To Do” list.

President Torrecilha stated that for item #3, Trustees Martin and Hill are serving on the Strategic Planning Committee. The status of the Strategic Planning Committee is unclear since it was established through the All University Committee after the expiration of the faculty contract. The Strategic Plan first met on September 6 with the kickoff on September 7. All members of the faculty attended those events and had suggestions and discussions. The work continues and Attorney Jim Cox has been asked for guidance on this issue. There are additional negotiations at the end of September which will hopefully move toward resolution.

Attorney Cox’s recent email addressing the definition of work to rule was discussed. No one is talking about not doing the teaching and advising. Planning is the business of the university and shared governance is fundamental in carrying out that business. The standing governance committees are functioning as they are protected in the contract. It was questioned why some of the Strategic Planning couldn’t be done by the AUC. President Torrecilha explained the need to figure out a way to expand that committee since the Strategic Planning Committee is more than just faculty. The AUC would need to check their bylaws to see if it would be allowed. Even if restrictive, it may get the ball rolling and will be explored.

President Torrecilha shared that the chairs of the academic departments voted not to carry out any work on Saturdays. They receive a stipend and part of that is that they will work on Saturdays as needed and directed by the Provost. In mid-October open houses will start for our recruitment and it is important for chairs to be there to field questions from parents and students. Westfield State was the only institution where the chairs formally voted not to work on Saturdays. It was commented that other universities may compensate separately for that activity.

In connection with item #5, it was agreed that Trustees Queenin and Landau, in conjunction with Institutional Advancement, would develop a list of individuals and companies for President Torrecilha to speak with about our student interns. A plan will then be developed in partnership with Academic and Student Affairs, since they provide the faculty interaction and supervision for the interns.
For item #6, it was decided to hold the committee meetings on the same day as the full board meeting with all members of the Board being encouraged to attend all of the committee meetings.

President Torrecilha stated that on October 12, Governor Baker will be in Springfield and it is important for the Board to have a presence at that event as the university will be seeking funds from the State for the Parenzo renovation.

Chair Marcus went to item #23 and it was agreed that the recent cabinet update that had been emailed was very helpful. In the future, President Torrecilha and Chair Marcus will add information on upcoming events for the Trustees’ information.

Ways to incorporate item #27 were discussed. Last year, members of the Board attended union meetings and received strong feedback. Chair Marcus requested two Trustees go to each union meeting, without members of administration present, to present what is going on at the Board level. Chair Marcus will attend an SGA meeting, and all the Trustees volunteered to attend the union meetings in the fall semester.

It is also appropriate for the Board to reach out, through the Provost, to the chairs and invite them to the Board committee meetings. As the move is made toward implementation of the college structure, it would be good to have members of faculty at those meetings.

Item #7, bylaw revisions, were discussed. Trustees Johnson and Martin had reviewed our Board’s existing bylaws, together with the bylaws of sister institutions, and drafted a proposed new set of bylaws. The role of the President and his interaction with the Board, Board succession, Board function and Board effectiveness were addressed. A draft of the revisions has been shared with Chair Marcus and President Torrecilha.

Item #8 – The bylaws make reference to committee charters, which every committee needs to have. It was suggested that the committee charters be taken out of the bylaws as it is easier to change a charter than change the bylaws, as in the case of Enrollment Management where it was decided to combine it with Advancement. Draft charters were created by Trustees Johnson and Martin by taking the current language from the bylaws for each committee. On the agenda for the October committee meetings will be to review and modify their draft charters. There is a comprehensive Audit Committee charter which was written by Trustee Hagan with the assistance of Attorney Cox. That charter is provided with the other materials for today’s meeting.

Trustee Queenin left the meeting at 10:59 AM and returned at 11:00 AM.

Chair Marcus indicated that Trustee Johnson was surprised when his term ended in August as he didn’t know it wasn’t a full term. The Board will honor him with a gift to thank him for his great service to the Board and the date will be announced. A list of term expiration dates for all the Trustees was handed out. In 2019 there are four Trustee term expiration dates. An updated Committee Assignment list was also handed out.

Item #9 - It was agreed that the Governance and Nomination Committee will meet on a regular basis to perform the responsibilities listed in the bylaws.
Item #10 – As previously discussed, President Torrecilha will work with the Cabinet to set up orientation with the divisions for Trustees Swan and Martinez-Alvarez where they can meet with the Vice Presidents to discuss their divisions as a primer and chance to ask questions. This will give a better sense of how the divisions work and a better understanding of tenure, enrollment management, facilities, or deferred maintenance. Academic and Student Affairs could set up an academic primer on vocabulary to give a better understanding of terms used frequently.

Item #11 – The discussion of adding Enrollment Management to Institutional Advancement has already been decided and the appropriate bylaw change will be drafted.

Chair Marcus stated the Board has come a long way in the last year and that he was pleased with the level of engagement and richer conversations held at this year’s retreat.

For the next section of Board Engagement, items #13 through #19 are expectations for the Governance Committee to evaluate and expound. In the discussion of Trustees attending campus events, it was announced that the date for the Gala will be May 11, 2018.

Items #12 and #20 are different as they require an understanding of what the issues are in higher education. Most Board members’ experience is not in the ordinary work of academy. Higher education works on a yearly rhythm that can’t change as fast as business decisions can. Some of the national and local trends are being reflected in the President’s initiatives being launched.

There is substantial information found on the following websites as well. President Torrecilha stated the Association of Governing Board membership was not renewed this year, but their website has great articles that can be accessed. Inside Higher Ed and the Chronicle of Higher Ed also have good websites to scan and get a feel of national trends.

At 11:24 AM, Chair Marcus left the meeting and Vice Chair Slakey took over as Chair of the meeting.

Trustee Martin left the meeting at 11:25 AM and returned at 11:27 AM.

Chair Slakey continued with the To Do list, item #22, using Board members in their best role. This could be incorporated into the work of the committees as they create their charters and put their committee members to use in the best way.

Item #23, communications between meetings, was discussed. In addition to communication between the university and Trustees, there does have to be some communication between Trustees, keeping in mind the number of people in the conversation so a quorum is not reached. A refresher on the Open Meeting Law should be read by all the Trustees and a link to the Law and updated training will be sent out.

Chair Slakey moved to items #24 through #28. There has been more communication between the President and Trustees through phone calls and lunches. Reaching out to the faculty has already been discussed and the periodic email updates will be sent to Trustees from the Cabinet, which will include information from President Torrecilha and Chair Marcus.

The conversation turned to Strategic Planning and the need for it to start with the discussion of the mission, values, and vision. President Torrecilha suggested the Board should help set the parameters for
the mission, but not define it. Westfield State is to be known as a *Model Public Comprehensive Institution Committed to Student Success*. One sentence; that’s what Strategic Planning is working towards. The process started with reviewing the state’s statement of the mission of state universities and we are in line with how the state defines the mission. The steering committee provided input and some of that has been provided to the consultant. There also needs to be a collective understanding of priorities and what it means to be a public comprehensive institution. We’ll never be a research institution.

President Torrecilha returned the conversation to committee structure and stated that all of the committees have a Vice President staffing them except the Governance Committee. He suggested that Dr. Diane Prusank, Chief of Staff, be added to that committee, and it was agreed to by the Board.

Chair Slakey asked for input on the meeting. The consensus was that it was a good, productive session and it is important to keep things rolling for the October Board meeting.

**MOTION** to adjourn was made by Trustee Magovern and seconded by Trustee Landrau, which was passed unanimously.

The meeting adjourned at 11:41 AM.

**Attachments:**

a. Charter of the Audit Committee
b. Motion – Confirm Appointment of Audit Committee Chair
c. President’s Self-Evaluation
d. FY2017 Presidential Evaluation
e. Motion to Approve and Submit FY2017 Presidential Evaluation
f. Report and To Do List from 2017 Trustees Retreat

**Handouts:**

g. Trustee Term Expiration Dates
h. Updated Committee Assignment List