



Board of Trustees

Governance and Nomination Committee Minutes

President's Boardroom, Horace Mann Center
October 12, 2017

Board of Trustees committee members in attendance: Committee Chair Hill, Secretary Slakey, and Trustee Marcus.

Excused absence: Vice Chair Landrau and Trustee Hagan.

Trustee guests present: Trustees Magovern, Martin, Queenin, Sullivan and Swan.

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

The meeting was called to order by Committee Chair Hill at 2:03 PM.

Committee Chair Hill moved forward to agenda item Approval of Minutes and asked for a Motion.

MOTION was made by Trustee Marcus, seconded by Trustee Slakey, to approve the minutes of the June 15, 2017 meeting. **There being no discussion, the Motion passed unanimously.**

Committee Chair Hill moved to the first Item for Discussion and presented the draft Committee Charter. The process of trustee appointments was discussed and it was stated that in the past, nominations and appointments were both a political and a university process. The university had a significant role in who was selected so there were strategic appointments based on people's strengths and expertise. Prospective trustees were interviewed by the Governance Committee and a case was made and sent to Boston, like a selling process that went with the nomination. We need to be consciously involved and proactive in finding the right person, recognizing the demographics the Governor's office is requiring. President Torrecilha stated that the process has changed and the Department of Higher Education has very little say; it is purely a political process. It was stated that the Governance Committee should consider and make recommendations to the President and Board Chair on prospective trustees. If this process is to be reactivated, the charter language needs to be approved and work started because we have four Trustees whose terms expire in 2019.

The Trustee Board currently has a chair, vice chair and secretary. The third paragraph of the charter proposes a chair, first vice chair, second vice chair, and a secretary. The second vice chair was intended to also be a clerk. The proposed bylaw changes added a treasurer as well, but a clerk and treasurer are not needed. There does need to be a clear succession through the Board, but this Board only has eleven Trustees and they are appointed, not elected. The Governor's office currently appoints the Board chairs for

community colleges and UMass and there has been some discussion of that office appointing the chairs for state universities. According to our bylaws, the chair cannot serve more than three years.

Committee Chair Hill asked for comments to be sent to him on the charter before October 27.

The Statement of Responsibilities was discussed and it was agreed that the Public Education Nominating Council (PENC) document was a good starting point as a model and can be modified to include both the state regulations and our more specific responsibilities. Chair Marcus would like to institute such a document which could be given to new Trustees. He also mentioned the monthly updates would be a good place to add upcoming events for Trustees to attend such as SGA, faculty, union and forum meetings. It was agreed that committee members will review the document and send their ideas to Trustee Hill by October 27.

Committee Chair Hill continued to the next agenda item, Assessment of Board Performance. In the discussions surrounding the Retreat, it was agreed that it would be beneficial to draft an annual board assessment at the beginning of the year setting goals, which would then be reviewed at the end of year. The board should not assess individual trustees, but a self-assessment could be performed by each trustee on their performance for the year. On the provided "*Association of Community College Trustees Board Self-Assessment Instrument Item Bank*," the last page of Open-Ended Questions would be a great start. Trustee Queenin suggested obtaining copies of other institutions' manuals, expectations and philanthropic models. Given the shift in board appointments, this is very important to have in place. Suggestions and recommendations for this document should be sent to Trustee Hill by October 27.

Chair Marcus stated he plans to invite Trustee Johnson back to the December or February meeting to present him with a gift of appreciation for his service as a Trustee.

There being no further business, Trustee Slakey made the motion to adjourn, which was seconded by Trustee Marcus. **Motion passed unanimously.**

The meeting was adjourned at 2:49 PM.

Attachments presented at this meeting:

- a. Current charter with suggested revisions
- b. PENC Statement of Commitment and Responsibilities for the Massachusetts Public College and University Boards of Trustees (MA/BHE Trustee Materials)
- c. Association of Community College Trustees Board Self-Assessment Instrument Item Bank (MA/BHE Trustee Materials)