



Board of Trustees

Governance and Nomination Committee

Minutes

President's Boardroom, Horace Mann Center

December 7, 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 Martin, Queenin, 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 1:31 PM.

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

MOTION was made by Trustee Slakey, seconded by Trustee Marcus, to approve the minutes of the October 12, 2017 meeting. **There being no discussion, Motion passed unanimously.**

Committee Chair Hill moved to the first Item for Discussion, and there was dialogue on the committee charter about board goal setting and evaluation and whether this committee should evaluate the performances of individual trustees, or just the board as a whole. It was agreed that the board has a responsibility for evaluating its own effectiveness and trustees do need to be held accountable to perform the duties expected of them. The Massachusetts General Laws do have a provision for the termination of a board member for non-attendance at meetings. It was stated that this committee should monitor the effectiveness of board operations and make recommendations. The board chair should encourage trustees to make attendance at board meetings a priority and to also encourage trustees to give financially to the University.

The process of recruiting and nominating new board members was discussed. It was agreed that the board needs to define what diversity and expertise is needed on the board and then find the candidates that fit that criteria. Those candidates would then be nominated for membership, and each trustee should push for the appointments, given their various connections. Helpful skill sets for the board would be legal, financial, and business knowledge, philanthropic leadership, understanding of organizational development and change as well as academic life, and someone with a history in Massachusetts politics.

Recruitment could be done a number of ways, such as information on potential trustees from local bar or other associations, ideas from former trustees, and current trustees thinking of someone they know who would be beneficial to bring to the table. There are also firms that will populate a board, based on need.

Trustee Queenin left the meeting at 2:08 PM.

It was agreed to remove the offices of first and second vice chair and secretary out of the third paragraph of Section (A) of the charter so that it will state that "The Governance and Nomination Committee shall present for nomination a slate of officers for the full board of Trustees." It was also agreed that the last sentence in paragraph D was redundant and could be removed. The final charter should be brought forward as a motion to be approved at the February meeting.

Since there are four trustees whose terms expire in 2019, it was suggested to bring to the February meeting a definition of the action items needed for the nomination of new trustees, incorporating needed expertise on the board, together with a time line to accomplish the action items.

Committee Chair Hill continued to the next agenda item, Statement of Responsibilities, for the board and the Public Education Nominating Council (PENC) Statement was reviewed. Many boards require reading and signing a similar statement every year. President Torrecilha will go through the PENC Statement and make additions as needed and discuss with Trustees Slakey & Hill, who will devise a template for use with our board. Any suggestions from trustees should be sent to Trustee Slakey to incorporate. A revised document will be presented at the February 15 meeting.

Trustee Queenin returned to the meeting at 2:11 PM.

Committee Chair Hill continued to the next agenda item, and the Association of Community College Trustees Board Self-Assessment Instrument Item Bank was reviewed. Chair Marcus will set the board's goals for AY18-19 and he volunteered to create a subcommittee to review the assessment question bank and select questions to present at the trustee retreat in June.

It was requested that the assistant to the board of trustees create a list of action items discussed for each committee and email them to the board so that these items do not get forgotten before the next meeting.

There being no further business, **MOTION** made by Trustee Slakey, seconded by Trustee Marcus, to adjourn. **Motion passed unanimously.**

The meeting was adjourned at 2:16 PM.

Attachments presented at this meeting:

- a. Minutes of October 12, 2017 Meeting
- b. Proposed charter with suggested revisions
- c. PENC Statement of Commitment and Responsibilities for the Massachusetts Public College and University Boards of Trustees (MA/BHE Trustee Materials)
- d. Association of Community College Trustees Board Self-Assessment Instrument Item Bank (MA/BHE Trustee Materials)