



## Board of Trustees

### Governance and Nomination Committee Minutes

President's Boardroom, Horace Mann Center  
February 15, 2018

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

Excused absence: Trustee Hagan.

Trustee guests present: Trustees Magovern, Martin, Martinez-Alvarez, 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 1:13 PM.

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

**MOTION** was made by Trustee Landrau, seconded by Trustee Slakey, to approve the minutes of the December 7, 2017 meeting. **There being no discussion, Motion passed unanimously.**

Committee Chair Hill moved on to Items for Action, and stated there were four Motions on the agenda to be voted upon.

**MOTION** made by Trustee Marcus, seconded by Trustee Slakey, to approve the name change of Westfield State University's Board of Trustees *Advancement, Alumni and University Relations Committee* to *Advancement and Enrollment Management Committee*; and to authorize any cross-references to language in this newly approved subcommittee name change to be made in all other Westfield State University publications and to the Board of Trustees Bylaws.

Trustee Hill reiterated that just the name of the committee is changing and that they are not going to exclude alumni events. **There being no further discussion, the Motion passed unanimously.**

**MOTION** made by Trustee Slakey, seconded by Trustee Marcus, to amend Article V, Section 9, B of the Westfield State University Board of Trustees Bylaws as follows:

Current language:

*B. Responsibilities.* The committee shall (1) provide oversight of university advancement and (2) facilitate board and board member participation in advancement, resource development, and fundraising activities. Committee responsibilities shall minimally include overseeing university advancement plans, goals and projects, monitoring progress toward meeting those goals, and advising the president on matters related to university advancement; considering and recommending fundraising policies and procedures; establishing a Memorandum of Understanding with the Westfield State University Foundation, Inc.; establishing goals for board member participation in charitable giving; and participating in identifying, cultivating, and approaching major donors.

Proposed language:

*B. Responsibilities.* The committee shall (1) provide oversight of university advancement and (2) facilitate board and board member participation in advancement. Committee responsibilities shall minimally include overseeing university advancement plans, goals and projects, monitoring progress toward meeting those goals, and advising the president on matters related to university advancement; considering and recommending fundraising policies and procedures; establishing a Memorandum of Understanding with the Westfield State University Foundation, Inc.; establishing goals for board member participation in charitable giving; and participating in identifying, cultivating, and approaching major donors. With regard to enrollment management, the committee shall (1) provide oversight to enrollment management strategies and plans, and (2) monitor key metrics to help track progress toward the stated goals. The committee shall set minimal standards for board participation toward assisting enrollment efforts.

**There being no discussion, the Motion passed unanimously.**

**MOTION** made by Trustee Landrau, seconded by Trustee Marcus, to approve revisions in Article V, Section 6 (Finance and Capital Assets Committee), Paragraphs A and B, of Westfield State University's Board of Trustees Bylaws, as follows:

Current language:

*A. Membership.* The Finance and Capital Assets Committee shall consist of at least three voting trustees.

*B. Responsibilities.* The Finance and Capital Assets Committee shall consider and recommend to the board policies and actions regarding the formulation of the operating budget of the University and the establishment of the student activity fee structure, and shall oversee the development and review of long-range plans, and the capital budget for the University. The committee shall also consider and recommend to the board policies and actions regarding the capital planning and development and security of the campus.

Proposed language:

A. *Membership.* The Finance and Capital Assets Committee shall consist of at least five voting trustees.

B. *Responsibilities.* The Finance and Capital Assets Committee shall consider and recommend to the board policies and actions regarding the formulation of the University's operating budget and the establishment of student fees. The committee oversees the development and review of long-range plans as well as the University's capital budget. The committee shall also consider and recommend to the board policies and actions regarding capital planning, development, and security of the campus.

**There being no discussion, the Motion passed unanimously.**

**MOTION** made by Trustee Marcus, seconded by Trustee Landrau, to adopt the following charter for the Governance and Nomination Committee:

#### **CHARTER**

The Governance and Nomination Committee shall oversee Board member cultivation, recruiting, orientation, mentoring, and annual goal-setting activities. It shall develop strategic cultivation and recruiting plans for prospective Board members that are based on the needs of WSU and its Board. The expectations of the Governor of the Commonwealth, The Board of Higher Education, the students, faculty and staff will all be of the utmost importance.

The Governance and Nomination Committee shall oversee appropriate orientation, mentoring, and annual goal-setting programs to educate new Board members regarding WSU's mission, organization, and operations, and to help all Board members maximize their involvement and effectiveness for WSU. The Committee shall implement practices to evaluate the performance and activities of individual Board members, based on their Annual Statements of Commitment as well as Board Committee assignments.

The Governance and Nomination Committee shall present for nomination a slate of officers for the full board of Trustees.

The Governance and Nomination Committee shall act upon the recommendations of the board chair regarding the makeup and leadership of standing committees.

**There being no discussion, the Motion passed unanimously.**

Committee Chair Hill continued to the Items for Discussion and welcomed Dr. Diane Prusank, Chief of Staff, to the table to give an update on the review of board expertise and timeline for the nomination of new Trustees. Dr. Prusank directed attention to the board grid which is kept to keep track of trustee characteristics. On the grid provided, the information was removed for the four Trustees whose terms are expiring in 2019. The goal is to determine what skill sets are needed on the board and then set a timeline to actively pursue candidates.

Trustees Landrau, Martin, Slakey and Queenin's terms expire in 2019. Trustee Queenin cannot be reappointed and it is not known whether the other three Trustees will be reappointed by the

Governor's office. Contact will be made with the Governor's office to determine how expiring terms may be filled.

It was agreed to set up a subcommittee to work on the timeline and look at potential names. Knowledge of higher education is imperative on the board. Other skill sets that would be helpful to have are legal, finance, facilities, and information technology. A number of local community members and alumni were discussed as possibilities, and Dr. Erica Broman, Vice President of Institutional Advancement, will look through her contacts for possible candidates to pass along to the subcommittee.

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

The meeting was adjourned at 1:44 PM.

Attachments presented at this meeting:

- a. Minutes of December 7, 2017
- b. Motion – Advancement and Enrollment Management Committee Name Change
- c. Motion – Advancement and Enrollment Management Committee Bylaws Change
- d. Motion – Finance and Capital Assets Committee Bylaws Change
- e. Motion – Governance and Nomination Committee Charter
- f. Board Grid 2019