



## **Board of Trustees**

Governance and Nomination Committee

1:00 pm

February 6, 2020

President's Boardroom, Horace Mann Center

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- |   |                 |
|---|-----------------|
| <b>1. Call to Order</b>   | Trustee Landrau |
| <b>2. Approval of Minutes</b><br>December 11, 2019  | Trustee Landrau |
| <b>3. Items for Discussion</b><br>a) Identification of Gaps in Skill Set for Board<br>b) Process for Nominating New Trustees<br>c) Daily Schedule for Trustee Orientation<br>d) PENC Trustees Statement of Commitment<br>and Responsibilities Revisions                               | Trustee Landrau |
| <b>4. Items for information</b><br>e) Divisional Information Session March 2020<br>f) Upcoming University Events:<br>a. Nursing Pinning Ceremony May 13, 2020 at 5:30 PM<br>b. Graduate Commencement May 14, 2020 at 6:30 PM<br>c. Undergraduate Commencement May 16, 2020 at 4:00 PM | Trustee Landrau |

**Attachment(s):**

- a) Minutes of December 11, 2019
- b) Board Grid
- c) Draft Process for Nominating New Trustees
- d) PENC Statement of Commitment and Responsibilities



## Board of Trustees

Governance and Nomination Committee

### Minutes

President's Boardroom, The Horace Mann Center

December 11, 2019

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**MEMBERS PRESENT:** Committee Chair Landrau, Vice Chair Boudreau, and Trustees Alvarado and Martin

**MEMBERS EXCUSED:** Committee Secretary Hagan

**TRUSTEE GUESTS PRESENT:** Trustees Magovern, Martinez-Alvarez, Neves, Queenin, and Williams

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

The meeting was called to order at 2:00 PM by Committee Chair Landrau.

**MOTION** made by Trustee Boudreau, seconded by Trustee Martin, to approve the minutes of the June 20, 2019 meeting. **There being no discussion, Motion passed unanimously.**

Committee Chair Landrau started the discussion on Trustee Orientation and referred Trustees to the minutes of the April 24, 2019 minutes containing ideas for orientation. She requested Trustees to submit their feedback for the most effective orientation. Ideas shared were:

- Having the orientation session and prior meetings' minutes before the first meeting was helpful.
- Discussion with the Board Chair on the work of each committee and the role and expectations of Board members was useful.
- Continue to provide divisional information sessions with the vice presidents to provide information on the five major divisions in the institution. Provide the sessions to both existing and new Trustees within three-to-six months of their appointment, after they have had the opportunity to attend a couple of meetings. Schedule the sessions annually for the full board – possibly at a retreat.
- Have someone like Bob Brown come and give new Trustees a history of Higher Ed both in the state and here at Westfield.

Trustee Martin left the meeting at 2:11 PM.

Committee Chair Landrau turned the discussion to the next agenda item of Trustee Training. We have requested the Inspector General's office to come to campus to provide training since there are a number of new Trustees needing it, and to comply with our response to the Open Meeting Law complaint filed last year. The training will cover fiduciary duties and board responsibilities, detecting and preventing fraud, Public Records Law and Open Meeting Law.

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

Meeting adjourned at 2:18 PM.

Attachments presented at this meeting:

- a. Draft Minutes of June 20, 2019 Meeting
- b. Minutes of April 24, 2019 for discussion
- c. Current Orientation Table of Contents
- d. Senate Bill No. 2392 (October 30, 2019)

**Secretary's Certificate**

I hereby certify that the foregoing is a true and correct copy of the approved minutes of the Westfield State University Board of Trustees Governance and Nomination Committee meeting held on December 11, 2019.

\_\_\_\_\_  
James Hagan, Secretary

\_\_\_\_\_  
Date

Westfield State University  
2019-2020 Board Grid (current as of 1-16-2020)

	Trustee 1	Trustee 2	Trustee 3	Trustee 4	Trustee 5	Trustee 6	Trustee 7	Trustee 8	Appointed Alum	Elected Alum	Student	Total
<b>Residence</b>												
Local (+/- 25 miles)	X	X	X		X	X	X	X	X	X		9
Massachusetts	X	X	X	X	X	X	X	X	X	X	X	11
Other												
<b>Gender</b>												
Male		X	X	X	X	X	X					6
Female	X							X	X	X	X	5
<b>Demographic</b>												
African American/Black									X			1
Asian/Pacific Islander												
Caucasian/White		X	X	X	X	X	X			X		7
Latino/Hispanic	X							X			X	3
Native American												
Other												
<b>Age</b>												
Under 40											X	1
40-65	X				X	X		X		X		5
Over 65		X	X	X			X		X			5
<b>Education</b>												
Bachelor's		X				X	X					3
Master's	X				X			X		X		4
M.D./J.D.			X									1
Doctorate				X					X			2
Other	X											1
<b>Board Experience (exclusive of WSU)</b>												
Community/nonprofit	X	X	X	X	X	X	X	X		X		9
For profit			X			X						2
Foundation/Trust		X	X		X					X		4
Higher Education		X	X	X								3
<b>WSU Alum</b>												
Yes	X				X		X		X	X		5
No		X	X	X		X		X				5

Westfield State University  
2019-2020 Board Grid (current as of 1-16-2020)

	Trustee 1	Trustee 2	Trustee 3	Trustee 4	Trustee 5	Trustee 6	Trustee 7	Trustee 8	Appointed Alum	Elected Alum	Student	Total
<b>WSU Parent</b>												
Yes -- current student												
Yes -- Alum		X			X		X					3
No	X		X	X		X		X	X	X		7
<b>Occupation (check all that apply) U.S. Bureau of Labor Standard Occupational Classifications</b>												
11-0000 Management		X			X	X	X	X				5
13-0000 Business and Financial Operations					X	X		X				3
15-0000 Computer and Mathematical								X				1
17-0000 Architecture and Engineering												
19-0000 Life, Physical and Social Science						X						1
21-0000 Community and Social Services						X		X				2
23-0000 Legal			X									1
25-0000 Education, Training and Library	X			X		X			X			4
27-0000 Arts, Design, Entertainment, Sports and Media												
29-0000 Healthcare Practitioners and Technical												
31-0000 Healthcare Support												
33-0000 Protective Service												
35-0000 Food Preparation and Serving Related												
37-0000 Building, Grounds Cleaning and Maintenance						X						1
39-0000 Personal Care and Service												
41-0000 Sales and Related		X			X	X		X				4
43-0000 Office and Administrative Support								X				1
45-0000 Farming, Fishing and Forestry												
47-0000 Construction and Extraction												
49-0000 Installation, Maintenance and Repair						X						1
51-0000 Production						X						1
53-0000 Transportation and Material Moving												
55-0000 Military Specific												

Westfield State University  
2019-2020 Board Grid (current as of 1-16-2020)

	Trustee 1	Trustee 2	Trustee 3	Trustee 4	Trustee 5	Trustee 6	Trustee 7	Trustee 8	Appointed Alum	Elected Alum	Student	Total
<b>Functional Expertise (check all that apply)</b>												
Accreditation				X								1
Audit			X		X							2
Banking/Financial Management			X		X		X	X				4
Diversity/Intercultural	X								X			2
Facilities Management/Real Estate			X			X			X			3
Fundraising		X	X	X	X		X					5
Higher Education Governance				X	X							2
Government		X				X						2
Human Resources / Labor Relations				X		X						2
Information Technology										X		1
Insurance			X			X		X		X		4
International							X					1
Law			X									1
Management (Pres./CEO/Exec. Dir./Senior Mgmt.)	X	X		X	X	X	X			X		7
Marketing/Public Relations		X			X			X		X		4
Mission/Strategic Planning				X	X		X	X				4
Teaching/Pedagogy				X					X	X		3

**Westfield State University**  
Governance and Nomination Committee

**Process for Nominating New Trustees or Trustees Seeking Reappointment**

**DRAFT**

February 6, 2020

1. Discuss with the President and Board Chair the Trustees whose terms are ending to determine if those Trustees are willing to be reappointed, if eligible. If not eligible, discuss new Trustee candidates needed.
2. Determine skillset and diversity needed on board by possible vacancies. Needed skills previously identified in 2018 were:
  - a. Legal
  - b. Financial and business knowledge
  - c. Philanthropic leadership
  - d. Knowledge and experience in Higher Education
  - e. History in Massachusetts politics
  - f. Facilities
  - g. Information Technology
3. Solicit Trustees and Vice President of Institutional Advancement to give the names of possible Trustee candidates to the Governance and Nomination Committee and Board Chair.
4. Governance and Nomination Committee to vet the candidates by researching them and requesting a curriculum vitae or resume.

Review:

- a. Public Education Nominating Council (PENC) Criteria to Guide the Appointment of Trustees
  - b. Overview: Public Education Nominating Council
5. Governance and Nomination Committee Chair and Board Chair interview potential candidates and provide them with a copy of the Public Education Nominating Council Statement of Commitment and Responsibilities for the Massachusetts Public College and University Boards of Trustees.
  6. Forward a nomination letter from the President (identifying the board seat the nominee is being nominated for), the nominee's curriculum vitae/resume, and the Westfield State University board grid, to the Office of the Governor with copies to the Governor's Office of Boards and Commissions and the Director of Trustee Relations at the Massachusetts Department of Higher Education.
  7. For terms that end in March, the material should go to the Governor's office at the beginning of January.

## **PUBLIC EDUCATION NOMINATING COUNCIL**

### **STATEMENT OF COMMITMENT AND RESPONSIBILITIES FOR THE MASSACHUSETTS PUBLIC COLLEGE AND UNIVERSITY BOARDS OF TRUSTEES**

The Public Education Nominating Council (PENC) is charged with the responsibility to “advise the governor with respect to appointments to...all boards of trustees of community colleges, state colleges, and the University of Massachusetts.”

This Statement of Commitment and Responsibilities serves the dual purposes of (a) informing candidates for Trusteeship so that, if appointed, there is a clear and transparent understanding of the expectations for performance, and (b) is a guide with which to measure trustee performance and assist in the process of reappointment.

#### **STATEMENT OF COMMITMENT AND RESPONSIBILITIES**

Serving as a trustee in public higher education is an important form of public service to the Commonwealth of Massachusetts. The quality of this public service makes a significant contribution to the future intellectual, economic and social character and well-being of the state and its citizens. Trusteeship offers the reward of fostering the continuing growth and development of the school and the unique stimulation of working among a group of committed individuals who seek to ensure the continuing success of the Westfield State University mission. Trustees enjoy the intellectual and professional offerings of Westfield State University as they converse with scholars, educators and students in a variety of disciplines and interact with Westfield State University constituents drawn from many races, cultures, religions and perspectives. Trustees experience the satisfaction of contributing to an outstanding educational enterprise and to a local and regional constituency that is constantly enhanced by persons grounded in the professional disciplines.

The of Westfield State University has long welcomed and benefited from the dedication, service, and support from alumni, its community and friends. From this broad constituency, a small number of individuals are selected and invited to assume the special responsibility of serving as Trustees of the school. The commitment and performance of those asked to offer their expertise in this capacity have been critical to surmounting the challenges of the past and are essential to the present and future vitality and strength of Westfield State University.

For these reasons it is important that those selected understand clearly their responsibilities as trustees of a public institution of higher education in the Commonwealth of Massachusetts. By accepting the responsibilities set forth in this statement, Trustees confirm their commitment to contribute to a governance environment that helps to shape the experience that Westfield State University offers to students and to the career fulfillment of faculty and staff.



As ultimate fiduciaries through their oversight of the operating performance of Westfield State University and by the approval of strategies, policies and programs, Trustees accept the responsibility to fulfill certain obligations, which include:

1. EDUCATIONAL MISSION: *Support and advance the educational mission of Westfield State University.*

Trustees endeavor to be familiar with the bylaws, mission statement, core values, and the strategic plan of the school, and the school's place within the state system of higher education. They exercise their governance responsibilities in the larger context of the school's history, organizational structure, academic programs, campus plans and financial condition.

Trustees are responsible for keeping abreast of current issues and trends in higher education through regular exposure to publications, on-campus educational events and attendance at selected local, regional and national seminars and conferences.

2. GOVERNANCE & PERFORMANCE ACCOUNTABILITY: *Provide oversight, review and approve strategies, policies, and plans of implementation while deferring to the school's administrative staff the management of day-to-day business; develop policies and practices that measure performance in accord with agreed goals and objectives.*

To fulfill this responsibility, Trustees select and recommend for approval a president as chief executive officer of the school and regularly assess this president's performance. Trustees support the president through their work on the Board of Trustees, including the committees of the board, and through their availability for consultations.

Trustees will participate in the development and implementation of a process of board assessment, recognizing that it is good practice to review their collective work as a board and their own individual contributions to the board's effectiveness.

3. FINANCIAL OVERSIGHT: *Ensure sound management of the institution through a process of budget review and approval.*

Trustees, through a process of budget review and approval, verify that resource allocations are consistent with the mission and strategic plan and that they contribute to the long-term financial stability and advance the strategic viability of Westfield State University. Trustees review and approve the audited financial statements and all interim financial reports.

Trustees assist the institution's senior leadership in promoting public understanding of the mission of the institution so that it can receive the resources necessary to fulfill its mission of access and quality.

4. PHILANTHROPY: *Work closely with the institution's foundation to provide philanthropic support through personal contributions to annual giving, special fund-raising initiatives, and identification and solicitation of potential donors to the school.*

Trustees collaborate with and support the Westfield State University Foundation in its fund-raising mission. They ensure that the activities and goals of the Foundation are consistent with the Westfield State University mission and strategic plan. Trustees are encouraged to make personal philanthropic gifts at levels consistent with their financial abilities and to collaborate with the president and the Westfield State University Foundation staff to identify and solicit donors, and actively support the advancement work of the institution.

5. PARTICIPATION: *Attend and participate in the plenary meetings of the board, actively contribute as a member to one or more committees of the board.*

Trustees are expected to review and familiarize themselves with materials distributed for all meetings of the board so that all actions of the board are based upon an informed and thoughtful consideration of the issues.

Trustees are expected to attend board and committee meetings regularly, and to be aware of the Commonwealth's statutory requirements for attendance as follows: "...If a member is absent from four regular meetings in any calendar year, exclusive of July and August, that person's membership on the board shall terminate and a vacancy shall be deemed to exist. The chairman shall forthwith notify the governor when any vacancy exists." (MGL Chapter 15A, section 21).

6. PLANNING: *Actively participate in the review and regular updating of a plan for the strategic direction of Westfield State University.*

Trustees should have current and comprehensive knowledge of the school's strategic plan and the annual goals and priorities that support the plan. They are also expected to understand how their work on committees of the board is aligned with and supportive of the strategic plan.

7. IDENTIFICATION OF NEW TRUSTEES: *Assist when asked to determine the strategic composition of the Board of Trustees.*

The composition of the Board of Trustees is critical to the performance of the board. All Trustees, therefore, shall participate in discussions about the board's composition and its future talent needs. The president and board chair forward trustee candidates to the appointing authorities (to the PENC for all appointments except for the elected alumni trustee and the student trustee, and to the governor's appointment office for these two constituency-elected trustee positions).

8. PUBLIC SUPPORT & VISIBILITY: *Attend Westfield State University receptions, programs, and special events throughout the year, recognizing the importance of a trustee "face" at these occasions.*

Trustees shall attend annual commencement exercises and special events to which all Trustees are invited. In addition to attending receptions, programs and events, Trustees should promote the school favorably to all Westfield State University constituents. Trustees shall also use their professional knowledge and personal influence to access information, external contacts or other resources consistent with the strategic needs of Westfield State University. Trustees should inform the president or appropriate vice president of opportunities to strengthen or extend the school's reputation, programs or services.

9. STEWARDSHIP: *Act as stewards of Westfield State University's mission and values.*

Trustees hold the heritage, values and purposes of the school in trust for current and future generations of students, faculty and staff. Consistent with this trust, they should ensure that all resource allocations and all proposals for new plans and programs, including the strategic plan, serve to advance and fulfill the mission and values of Westfield State University.

10. GENERAL CONDUCT AND CONFLICTS OF INTEREST *All trustee acts and decisions are motivated by what the trustee believes is in the best interests of the school without regard to the trustee's personal interests or those of family, friends and business associates.*

In carrying out their fiduciary and oversight responsibilities, Trustees must be sensitive to any situation that could cause even the appearance of a conflict of interest. This policy is not intended to preclude any trustee from carrying out official duties as an elected official or employee of a federal, state or local government agency. Neither shall any trustee be required to perform duties of Trusteeship that place him/her in conflict with other personal or professional responsibilities. Trustees must adhere to the Commonwealth's Conflict of Interest statute.

Trustees shall not use their presence on the Board of Trustees to seek special advantages, favors or privileges from the president or other members of the institution, including the enrollment of students, applications for open positions or to act as a contractual provider of goods and services.

Trustees should serve the school as a whole and ensure that board actions benefit the broadest possible interests rather than any individual interest or group. In this regard, Trustees should avoid making judgments on the basis of information received from individuals or groups with any real or perceived grievance and refer to the president or chair of the board all substantive information referred by those sources.

Board of trustee actions should benefit from the fullest possible debate in board meetings. Once decisions are made, Trustees are also expected to support, publicly if appropriate and necessary, all expressions of board consensus.

Committee meetings and meetings of the full board, including executive sessions, and informal conversations with administrators or other representatives of the school must adhere to the requirements of the Commonwealth's Open Meeting/Open Records statutes.

Trustees are not authorized to speak publicly for or otherwise represent the institution, recognizing that only the president may serve as a spokesperson for Westfield State University and only the board chair for the Board of Trustees.

Trustees are provided with the school's by-laws, mission, core values, vision and strategic plans in addition to this *Statement of Commitment & Responsibilities* and other documents relevant to the fullest possible understanding of the governance role and responsibilities of the Board of Trustees.

Trustees (other than student Trustees) are appointed by the Governor for a full term of five years, or if they are filling out another trustee's term, for the remaining period of that five-year term. They may be considered for reappointment for a second five-year term and cannot be reappointed again for any terms on the board beyond this, unless they have been off the board for at least five years. (If a trustee has served for more than 2.5 years of a previous trustee's term, that first term is considered a full term for the purpose of reappointment.) Each member's performance is assessed by the Public Education Nominating Council in consideration for reappointment on the basis of fulfillment of the trustee responsibilities outlined in this statement. This process of performance assessment and reappointment occurs at the conclusion of each member's term.

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I have received and read the *Statement of Commitment and Responsibilities* for members of the Board of Trustees of the Westfield State University and understand that this acknowledgment of acceptance shall be retained by the Secretary of the Board.

Read and Accepted: \_\_\_\_\_  
Trustee Signature

\_\_\_\_\_  
Printed name of Trustee

Date: \_\_\_\_\_