



Board of Trustees

Governance and Nomination Committee

1:30 pm

June 25, 2020

Via Zoom

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| 1. Call to Order | Trustee Landrau |
| 2. Approval of Minutes
February 6, 2020 | Trustee Landrau |
| 3. Items for Discussion
a) PENC Trustees Statement of Commitment
and Responsibilities
b) Nominations for Board of Trustees Officers | Trustee Landrau |

Attachment(s):

- a) Draft Minutes of February 6, 2020
- b) PENC Trustees Statement of Commitment and Responsibilities
- c) Proposed Slate of Board of Trustees Officers for 2020-2021



Board of Trustees

Governance and Nomination Committee

Minutes

President’s Boardroom, The Horace Mann Center

February 6, 2020

MEMBERS PRESENT: Vice Chair Boudreau, Secretary Hagan (entered at 1:56 PM), and Trustees Alvarado and Martin

MEMBERS PARTICIPATING REMOTELY: Committee Chair Landrau

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

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

The meeting was called to order at 1:54 PM by Committee Vice Chair Boudreau who stated that Committee Chair Landrau would be joining the meeting remotely.

MOTION made by Trustee Alvarado and seconded to approve the minutes of the December 11, 2019 meeting.

ROLL CALL VOTE taken:

Trustee Landrau	Yes	Trustee Alvarado	Yes
Trustee Boudreau	Yes	Trustee Martin	Abstain
Trustee Hagan	Absent		

Motion passed.

Committee Vice Chair Boudreau continued with the following items for discussion.

- Identification of Gaps in Skill Set for Board. At Trustee Landrau’s request, Ms. Tricia Oliver, Chief of Staff , reviewed the current skill set shown on the Board Grid. It was stated that the demographics listed should be considered when filling vacancies on the Board. (Trustee Hagan entered the meeting at 1:56 PM.) Since some of the information provided for the Grid is outdated for Trustees, it was agreed to update the document with current information from Board members.
- Process for Nominating New Trustees. The process sheet provided is a working draft that the committee started some time ago. Trustee Landrau requested committee members to review the process and make suggestions for revisions to be an inclusive document. It was suggested to expand items (a) through (g) to include skill sets always needed on the Board. It was mentioned that in the past , the institution sent two nominations for each Trustee vacancy to the State, but that has not been happening with the current administration in Boston. Having a set of internal procedures is important, regardless of what happens when nominations leave campus. This process is a good start to show an

effort to be systematic and to identify skill sets needed on the Board.

- Daily Schedule for Trustee Orientation. Creating a schedule for orientation would add uniformity to what each new Trustee would do on day one. Recent orientation materials were thorough and discussions with the Board Chair on campus culture and Board structure and expectations were helpful. Another effective way to become oriented is to spend time on campus interacting with students, faculty and staff. Combine what the Board of Higher Education requires with our campus requirements for a complete orientation process. It was also suggested to offer annual Divisional Information Sessions with the vice presidents to all Trustees instead of just new Trustees.
- PENC Trustees Statement of Commitment and Responsibilities. This document should be reviewed by committee members who should bring their input to next meeting.

Committee Vice Chair Boudreau summarized that the action items for this committee are to review and make suggestions for revisions to the documents presented and to be prepared to speak about them at the next meeting. Also add to the orientation process that the Chair of the Board reaches out to new Trustees to explain culture, expectations and duties and to make sure there are no questions.

The following informational items were shared:

- A Divisional Information Session with the vice presidents will try to be scheduled in March, 2020 and be offered to all Trustees. Proposed dates will be sent out.
- The following upcoming University events should be placed on everyone’s calendar. It is important to be seen and have an active Board that is interested in these student events.
 - a. Nursing Pinning Ceremony May 13, 2020 at 5:30 PM
 - b. Graduate Commencement May 14, 2020 at 6:30 PM
 - c. Undergraduate Commencement May 16, 2020 at 4:00 PM

There being no further business, **MOTION** made by Trustee Martin, seconded by Trustee Alvarado, to adjourn.

ROLL CALL VOTE taken:

Trustee Landrau	Yes	Trustee Alvarado	Yes
Trustee Boudreau	Yes	Trustee Martin	Yes
Trustee Hagan	Yes		

Motion passed unanimously.

Meeting adjourned at 2:10 PM.

Attachments presented at this meeting:

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

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 February 6, 2020.

James Hagan, Secretary

Date

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.

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: _____



Board of Trustees

June 25, 2020

Proposed Slate of Officers for the 2020-2021 academic year:

Kevin R. Queenin, Chair

Edward C. Sullivan, Vice Chair

Lydia Martinez-Alvarez, Secretary