



Board of Trustees

Governance and Nomination Committee

June 13, 2023

Minutes

Tilia Fantasia Student Lounge, Woodward Athletic Center

A live stream of the meeting for public viewing also took place on YouTube.

MEMBERS PRESENT: Committee Chair Melissa Alvarado, Vice Chair Ali Salehi, Secretary William Reichelt, Trustee Chris Montemayor, and Board Chair Dr. Robert Martin, ex-officio member

TRUSTEE GUESTS PRESENT: Trustees George Gilmer [joined at 9:50 AM] Madeline Landrau [joined at 9:30 AM], and Dr. Gloria Williams [joined at 9:50 AM]

TRUSTEE GUESTS PARTICIPATING REMOTELY: Trustee Theresa Jasmin

Also present and participating were Westfield State University President Dr. Linda Thompson, Chief of Staff Dr. Michael Freeman, and Special Assistant to the President for Community and Governmental Affairs Timothy Rooke.

The meeting was called to order at 9:02 AM by Committee Chair Alvarado. A roll call was taken of the committee members participating as listed above and it was announced that the meeting was being livestreamed and recorded.

MOTION made by Trustee Salehi, seconded by Trustee Reichelt, to approve the minutes of the April 25, 2023, meeting. **There being no discussion, motion passed unanimously.**

Nominations for Board of Trustees Officers for 2023-2024. Committee Chair Alvarado stated that based on input from trustees, the following nominations are being suggested to present as a slate of officers to the full board for vote:

Chair: Ali Salehi
Vice Chair: Melissa Alvarado
Secretary: Dr. Gloria Williams

Bylaw Review of Committee Term Limits. Committee Chair Alvarado shared that the last bylaw review showed inconsistencies on how long trustees could serve on specific committees with financial, oversight, and audit functions.

- The bylaws of UMass and sister institutions had been reviewed and none had term limits on audit committee members, and some had requirements for financial expertise.
- Bylaw records going back to 2006 did not indicate reasons term limits were added for committee members.

- Discussion took place on revising the bylaws to remove committee members' term limits on the audit, finance, and governance committees. The Board Chair and Governance and Nomination Committee Chair review the proposed committee assignments every year and members are reassigned when needed. Each Board member is tracked by the number of years on each committee. It was agreed to update the bylaws and committee charters to remove term limits.
- There should not be term limits on the role of committee chairs so that consistency can be created in the committee's work. It is important to maintain term limits for board officers.
- Committees are not vested with authority; they are voting to make recommendations to the full Board for a final and authorizing vote. Going forward, committee motions will have this language.

Review and Approval of Amended Governance and Nomination Committee Charter. Roles were moved from the Mission to the Oversight and Implementation section.

MOTION made by Trustee Reichelt, seconded by Trustee Martin, to recommend approval and adoption of the Westfield State University Board of Trustees Governance and Nomination Amended Committee Charter, as presented. **There being no discussion, motion passed unanimously.**

Committee Assignments. Committee preferences have been received and Chair Salehi will review those, together with the length of service on committees, and create new committee assignments over the summer.

Prospective Trustees. The committee discussed the diversity and skillsets needed as positions open in the next year and reviewed the process for nominating potential trustees.

- Solicit trustees and cabinet for potential names of trustees who are alumni or engaged with the University. Some names have been received and at the six-month window of an ending trustee term, names will be reviewed to see who fits those needs.
- The Chair of the Governance and Nomination Committee vets candidates by researching and obtaining a current resume.
- The Chair of the Governance and Nomination Committee recommends candidates to the Board Chair, and they interview candidates and provide responsibilities and expectations.
- A nomination letter is sent to the governor on behalf of the Board identifying the gaps in the Board and why that person would fit. President Thompson requested that names be submitted in a timely way to avoid vacancies in the Board.
- The following skillsets were identified as being needed on the Board in the future:
 - Connection to local business community
 - Fundraising ability and/or capacity
 - Higher Education background once Trustee Martin's term ends
 - Marketing to diverse populations
 - Experience in contract, employment, and labor law

There being no further business,

MOTION made by Trustee Reichelt, seconded by Trustee Montemayor, to adjourn. **There being no discussion, motion passed unanimously.**

Meeting adjourned at 10:00 AM.

Attachments presented at this meeting:

- a. Draft Minutes of April 25, 2023

- b. Bylaw Language of Committee Terms
- c. Motion – Approval of Amended Committee Charter
- d. Amended Governance and Nomination Committee Charter

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 June 13, 2023.

Dr. Robert Martin, Secretary

Date