



## **Board of Trustees**

Governance and Nomination Committee

1:30 pm

April 27, 2022

Loughman Living Room, Scanlon Hall

A live stream of the meeting for public viewing will also take place on YouTube at the following link: <https://www.westfield.ma.edu/live>

For information about Westfield State's COVID-19 procedures, visit: <https://www.westfield.ma.edu/spring-2022covid/faq>

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|---|------------------|
| <b>1. Call to Order</b>                                   | Trustee Alvarado |
| <b>2. Approval of Minutes</b>                             | Trustee Alvarado |
| a) February 17, 2022 Meeting                              |                  |
| <b>3. Items for Review</b>                                | Trustee Alvarado |
| a) Board of Trustees Bylaw Draft Review                   |                  |
| <b>4. Items for Discussion</b>                            | Trustee Alvarado |
| a) Board Annual Assessment                                |                  |
| b) Officers of the Board and Annual Committee Assignments |                  |

**Attachment(s):**

- a) Draft Minutes of February 17, 2022
- b) Proposed Bylaw Revisions April 27, 2022



## Board of Trustees

Governance and Nomination Committee

February 17, 2022

Minutes

Loughman Living Room, Scanlon Hall

In accordance with Massachusetts Gov. Charlie Baker's Executive Order Suspending Certain Provisions of the Open Meeting Law, G.L. c. 30A, § 20 dated March 12, 2020.

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

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**MEMBERS PRESENT:** Committee Chair Melissa Alvarado, Vice Chair Ali Salehi, Secretary William Reichelt, and Trustee Dr. Gloria Williams

**TRUSTEE GUESTS PRESENT:** Trustee Dr. Robert Martin

**TRUSTEE GUESTS PARTICIPATING REMOTELY:** Trustees Paul Boudreau and Madeline Landrau

Dr. Linda Thompson, President of Westfield State University, was also present.

The meeting was called to order at 2:00 PM by Committee Chair Alvarado who announced that the meeting was being livestreamed and recorded.

**MOTION** made by Trustee Reichelt, seconded by Trustee Landrau, to approve the minutes of the December 16, 2021 meeting. There being no discussion, **Motion passed unanimously.**

President's Remarks. President Thompson stated she had no remarks to share.

Board of Trustees Bylaw Review Update. Committee Chair Alvarado stated that she and Board Chair Martin are continuing to review the Trustee Bylaws together with Bylaws at sister institutions in Massachusetts. Proposed revisions will be brought to a future committee meeting for review.

An individual has been elected to the Alumni Trustee position by the Alumni Association and will be brought forward once appointed by Gov. Baker's office. Chair Martin explained that there was an Alumni Trustee election because the governor's office moved Trustee Alvarado into the vacant seat formerly held by Trustee Kevin Queenin.

There being no further business, **MOTION** made by Trustee Reichelt, seconded by Trustee Williams, to adjourn. There being no discussion, **Motion passed unanimously.**

Meeting adjourned at 2:33 PM.

Attachments presented at this meeting:

- a. Draft Minutes of December 16, 2021 Meeting

**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 17, 2022.

\_\_\_\_\_  
William Reichelt, Secretary

\_\_\_\_\_  
Date

**WESTFIELD STATE UNIVERSITY  
BOARD OF TRUSTEES  
BYLAWS**

ARTICLE I.

*Board Authority and Responsibilities.*

*Section 1. Statutory Duties and Responsibilities.* The governance of Westfield State University is vested in the board of trustees. As such, but subject to the provisions of the General Laws and regulations of the Commonwealth, the board may do the following:

- A. Periodically review the University's mission and purposes.
- B. Appoint the president, who shall be the University's chief executive officer, and set appropriate terms of employment, including but not limited to compensation.
- C. Support the president and annually assess his or her performance based on such goals and other criteria as the board and DHE may prescribe from time to time after consultation with the president and to conduct a periodic comprehensive evaluation of the president, consistent with DHE policy
- D. Review and approve the University's table of organization with specific attention to newly created administrative positions such as Vice President and Dean [should the Board approve individuals who are being appointed to these administrative positions OR be informed of who is being appointed?]. Determine broad policy guiding the appointment of all faculty members and employees, on the recommendation of the president, and consistent with its other policies and with any applicable collective bargaining agreements. [Should the Board approve salary adjustments for NUP that are greater than x% or \$x?]
- E. Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission, plans, and financial resources.
- F. Approve the annual budget and fees, regularly monitor the University's financial condition, establish policy and approve guidelines affecting all institutional assets, including investments and the physical plant.
- G. Encourage its members to contribute financially to the University's fund-raising goals, participate in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to board policy and the regulations of the Commonwealth. [move this to Section 2.]
- H. Adopt bylaws, rules, and regulations for the governance of its members, officers, agents, and employees and require adherence to such rules.

- I. Determine [Approve?] the University's administrative and academic structure [as submitted by the president?] and major academic programs and services needed for the successful conduct of its mission and purposes. [Combine this bullet item with D above.]
- J. Grant diplomas and confer degrees based upon the recommendation of the president and faculty.
- K. Grant honorary degrees.
- L. Approve the naming of University buildings, facilities and spaces according to applicable policies and procedures.
- M. Serve actively as advocates for the University in appropriate matters of public policy and preserve institutional autonomy in consultation with the president and with other responsible parties, as the board shall determine.
- N. Periodically assess its own performance in order to set an example for the University community and to seek ways to strengthen its effectiveness as a corporate body.
- O. Exercise such other authority as from time to time may be conferred upon the board in accordance and compliance with the applicable laws and regulations of the Commonwealth of Massachusetts.
- P. To ensure and promote the University's commitment to diversity, equity and inclusion in the University's student recruitment, hiring practices, curriculum, and co-curricular offerings.
- Q. To act on all recommendations, whether approved or not, of the Board's standing and special committees.

*Section 2. Trustee Duties and Responsibilities.* Recognizing the significance of serving on the board of trustees of Westfield State University, each trustee is expected to adhere to the following principles: [Note: no other Mass state university has a section like this]

- A. To remember that no individual board member has legal standing or authority to act on behalf of the board or the University except only as and to the extent authorized by the board. Only the full board as a corporate body is vested with such authority.
- B. To devote time to learn how the University's missions and multiple purposes are met and to understand the University's uniqueness, strengths, and needs.
- C. To become familiar with and committed to, and to abide by, the board's responsibilities and policies, as set forth in these bylaws and in applicable

provisions of law, including the provisions of chapter 15A of the General Laws of Massachusetts. [Not sure whether this last clause “including...” is necessary.]

- D. To accept and defend academic freedom and the Board’s role in the practice of collaborative governance as fundamental characteristics of good University governance. Encourage the engagement of members of the University community in shared governance.
- E. To assist the board in its efforts to balance its responsibilities in serving its broad public trust with advocacy for the University’s autonomy and needs to fulfill its mission and purposes.

## ARTICLE II.

### *Officers of the University*

*Section 1. President of the University.* Subject to governing provisions of law, the president of the University shall be appointed by the board subject to the approval of the BHE and shall serve at its [the Board’s] pleasure. The president shall be the University’s chief executive officer and the chief adviser to and executive agent of the board of trustees and shall, for those purposes, assume such responsibilities and exercise such authorities as the board shall from time to time confer on him or her. The president shall serve as an ex-officio, non-voting member of the Board and of all its committees. The president shall endeavor to attend the meetings of board committees and shall bring any matter before the board or any of its committees as may be required by these bylaws or by any applicable policy or directive of the board or as he or she may deem appropriate. The president shall designate a member of the University’s senior administration to serve as a liaison to each Board committee.

*Section 2. Other Officers.* In consultation with the president, the board shall determine the number of vice presidents and the number of such other senior administrative officers necessary to efficiently and effectively manage and administer the University. All such vice presidents and senior administrative officers shall be hired by the president, be under the president’s supervision and shall exercise such powers and duties as he or she may prescribe.

## ARTICLE III.

### *Officers of the Board*

*Section 1. Election.* At its regular meeting held in June of each year, the board shall elect a chair, vice chair and secretary, all of whom shall be voting trustees. The chair and vice chair and secretary shall have renewable one-year terms, but shall not serve more than three consecutive years.

*Section 2. Chair.* The chair of the board shall preside at all meetings of the board. He or she shall have the authority to perform the duties usually attached to the office, including establishing the time and place of all meetings and (but subject to the requirements of these bylaws) setting the agenda therefor [for all Board meetings] and

shall have such other authority and duties as are prescribed by these bylaws and from time to time by the board. The chair shall serve as an ex-officio, voting member of all Board committees [but not count toward a committee's quorum] [Audit?].

*Section 3. Vice Chair.* The vice chair of the board shall have the authority to perform the duties of the chair of the board in the event of the chair's absence or incapacity. The vice chair may have such other authority and duties as are prescribed by these bylaws and from time to time by the board.

*Section 4. Secretary.* The secretary shall be elected annually and shall ordinarily serve for at least two consecutive years but not more than three years. [Delete the first sentence since it is now covered in Section 1 above.] The secretary shall ensure that the board of trustees is acting in accordance with these bylaws, that bylaw amendments are promptly made as necessary, that the minutes of board and committee meetings are accurate, entered into the records of the University and promptly distributed to all trustees, that meetings are properly scheduled and noticed, and that board policy statements and other official records are properly maintained. The secretary shall perform such other duties as are prescribed from time to time by the board and may be assisted in all duties by a staff member designated by the president at the request of the secretary.

#### ARTICLE IV.

##### *Meetings of the Board of Trustees*

*Section 1. Board Meetings.* Meetings of the board of trustees shall be held on the campus or any other place that the board may from time to time designate. All meetings of the board and its standing and special committees or subcommittees shall be noticed and conducted in accordance with the relevant General Laws of Massachusetts, including the state's open meeting law.

*Section 2. Regular Meetings.* There shall be five regular meetings of the board of trustees each year; one such meeting shall be held in June. Each meeting shall be held at such time, date and place as the board shall prescribe. At such meetings any business relating to the University may be discussed and transacted.

*Section 3. Special Meetings.* The chair of the board shall have the power to assemble the board at any time in special meetings. He or she shall also assemble the board in such meetings upon the written request of at least six [four?] members of the board or the president. At a special meeting, the board shall deal with only the business that was stated in the call for and notice of the meeting.

*Section 4. Notice of Meetings.* Notice of the time, place and date (and, in the case of a special meeting, the purpose) of each meeting shall be served either personally, by e-mail or by mail not less than seven (7) nor more than thirty (30) days before the meeting to each member of the board and to the president. If mailed, such notice shall be directed to the trustee at his or her address as it appears in the records of the University unless he or she shall have filed with the secretary a written request that notices be mailed to the address designated in such request; unless he or she requests otherwise, notice shall be

directed to the president at the University. A notice of every meeting shall be posted in accordance with the requirements of the state's open meeting law.

*Section 5. Quorum.* A simple majority of the voting members of the board then in office shall constitute a quorum for the transaction of board business [Is this consistent with law/statute?]. The trustees present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present, but shall conduct no other business. All questions coming before the board of trustees shall be determined by a majority vote of those trustees voting on that issue. Voting by proxy is not permissible.

*Section 6. Pro Tempore Chairman.* If the Chair and Vice-chair are absent, the trustees present may elect a chair *pro tempore* to preside at the meeting.

*Section 7. Remote Participation.* In accordance with 940 CMR 29.10, the board may authorize remote participation in its meetings. [This may need to be revisited in light of new/changing regulations. Is prior approval required? Does remote participation count as being present?]

*Section 8. Executive Sessions.* Executive sessions of the board and its committees shall be convened and conducted in conformity with the state's open meeting law. In addition to any person whose attendance may be permitted by law, the board and any of its committees may in any particular case or cases permit persons (including the president) who are not members of the board to attend all or any part of an executive session in order to give information or advice as deemed necessary or appropriate by the board or such committee. The topics and purposes of executive sessions shall be limited to those matters permitted by the state's open-meeting law.

*Section 9. Rules of Procedure.* Business before the board shall be conducted according to the latest edition of Robert's Rules of Order when not inconsistent with these bylaws or with any other rule or order of the board. The board should prescribe protocols governing the petitions of persons wishing to address the board and ensure their availability in a policy separate from these bylaws.

*Section 10. Other Participants.* [?] The Board may, at its sole discretion, invite former trustees to participate in Board and committee meetings as trustees emeriti – ex-officio, non-voting members. Other individuals may be invited by the Board or its committees to participate in meetings of the Board or its committees. [see Framingham, for example]

## ARTICLE V.

### *Board Committees*

*Section 1. Standing Committees.* The board shall establish certain standing committees as it wishes. It shall minimally have (1) an executive committee, (2) an academic and student affairs committee, (3) a finance and capital assets committee, (4) an audit committee, (5) a governance and nomination committee, and (6) an advancement and enrollment management committee. Each standing committee shall have a written description of its responsibilities.

*Section 2. Appointment of Committee Members.* The chair of the board of trustees, in consultation [?] with the executive committee and president, shall appoint annually from among the voting members of the board the members and chairs of all committees, subject to the consent of the board of trustees [?]. The board chair shall serve as an ex officio member of all committees, except the Audit Committee [Is this necessary; it was included earlier.]. Unless the board shall otherwise permit or require, a majority of the voting members of each committee shall constitute a quorum for the conduct of business. The chair shall endeavor to insure some degree of carryover in committee memberships from year to year.

*Section 3. Notice of Meetings.* Notice of each committee meeting shall be given to the members of the committee in such fashion as the committee shall from time to time prescribe and otherwise in accordance with the requirements of Article IV, Section 4, of these bylaws and applicable provisions of law.

*Section 4. Executive Committee*

A. *Membership.* The executive committee shall consist of the board chair, the most recent past board chair, the board vice chair, and the board secretary. The chair of the board shall chair this committee. The executive committee shall convene when called by the chair, by any two members of the committee or, by the president and any single member of the committee. In the event of a permanent or temporary vacancy of the board vice chair, secretary, or past board chair, the chair of the board of trustees, with the consent of the executive committee and in consultation with the president, shall appoint a replacement from among the other voting members of the board to fill that position until a replacement is elected to office or becomes available.

B. *Responsibilities.*

- 1) See Executive Committee Charter for a more detailed listing of responsibilities. The executive committee shall exercise in emergencies all the authority of the board of trustees consistent with the policies of the board or with any action taken earlier by the board. The committee shall not preempt the board except in those emergency circumstances that do not permit the handling of a matter in the normally prescribed manner by the board and shall be required to secure the board's ratification of any actions taken at the board's next meeting. The executive committee of the board, will meet, upon due notification of the chair and president to transact business between regular board meetings and to act with the full power and authority of the board. The executive committee shall have the authority to determine, in its sole discretion, whether an emergency exists for the purposes of this paragraph, and in any such case shall make a record of its decision and the reasons. In the event of an emergency the executive

committee may waive the meeting notice requirements of Article IV.

- 2) Unless the board shall otherwise direct, the executive committee shall act on behalf of the board and shall exercise all of its authorities during the period commencing upon the conclusion of the board's meeting in June of each year and ending upon the convening of the board's next regular meeting. The committee shall be required to secure at such meeting the board's ratification of any actions taken during such period.
- 3) A decision of the board to decline to ratify any act done by the executive committee under the authorities conferred on it by the preceding paragraphs shall have only prospective effect and shall not operate to impair or limit the effect of such act as and when taken and shall not operate to impair or limit the efficacy or effect of anything done or not done pursuant to or in reliance on such act prior to the date on which the board declines to ratify it.
- 4) The executive committee also shall have the responsibility to oversee the president's annual performance evaluation in accordance with the board's standing policies and procedures.
- 5) The executive committee shall provide general oversight of progress toward planning goals and other matters related to University long-range and facilities planning and otherwise advise the president and board chair.
- 6) Bridgewater Article 3, sect 6, #'s 4, 9, 10, 11 & 14
- 7) Framingham Article 3, sect 3 #C pg. 5
- 8) Worcester Article 4, Sect 6 D, pg. 6
- 9) Salem Article 3, Sect 6, K pg. 8

*Section 5. Academic and Student Affairs Committee*

- A. *Membership.* The Academic and Student Affairs Committee shall consist of at least three voting trustees.
- B. *Responsibilities.* See Academic and Student Affairs Charter for a more detailed listing of responsibilities. The Academic and Student Affairs Committee shall consider and recommend to the board policies and actions regarding the academic affairs of the University, including admission policies, new curricula (graduate and undergraduate), student records and research; student life, including intramural and varsity athletics, health services, housing, student activities, and student government; and shall advise the President on matters relating to academic and student affairs of the University.

*Section 6. Finance and Capital Assets Committee*

- A. *Membership.* The Finance and Capital Assets Committee shall consist of and serve no more than three consecutive years.
- B. *Responsibilities.* See Finance and Capital Assets Charter for a more detailed listing of 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 and capital budgets and the establishment of student fees. The committee oversees the development and review of long-range budget and facility 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.

*Section 7. Audit Committee*

- A. *Membership.* The audit committee shall consist of at least three voting trustees; provided however, that no more than one committee member may also be a member of the *Finance and Capital Assets Committee*. In no case may a trustee serve on the committee for more than three consecutive years.
- B. *Responsibilities.* See Audit Charter for a more detailed listing of responsibilities. The committee shall oversee the University's financial practices and standards of fiscal conduct. The committee shall oversee all external financial audits, ensure compliance with legal and regulatory requirements, and monitor internal controls and risk management systems. The committee shall have free and open communication among all segments of the University community and the authority to ask any employee of the University to appear before it within the mandate of the committee, as well as the authority to engage independent counsel and any other professional advisors as may be necessary to carry out its duties, providing the board has approved the expenditure of funds for such engagements.

*Section 8. Governance and Nomination Committee*

- A. *Membership.* The governance and nomination committee shall consist of at least three voting trustees. A trustee shall not serve on the committee for more than three consecutive years.
- B. *Responsibilities.* See Governance and Nomination Charter for a more detailed listing of responsibilities. The committee shall work with the board chair and the president to help the board function effectively, efficiently, and with integrity. Its responsibilities shall minimally include nominating annually the board chair, vice chair, and secretary; working with the board chair and president to nominate potential new trustees to

the Governor according to procedures separate from these bylaws; ensuring that a substantive orientation process is in place for all new board members; overseeing, or determining with the board chair and president, the timing and process of periodic board self-assessment; encouraging board members to participate periodically in in-service education opportunities; and ensuring that the board adheres to its rules of conduct, including conflict-of-interest and disclosure policies, and that it otherwise maintains the highest levels of integrity in everything it does. It shall also periodically review the adequacy of the board's bylaws. This committee shall first consider all recommendations for amendment of these bylaws.

*Section 9. Advancement and Enrollment Management Committee*

- A. *Membership.* The advancement and enrollment management committee shall consist of at least three voting trustees.
- B. *Responsibilities.* See Advancement and Enrollment Management Charter for a more detailed listing of responsibilities. The committee shall provide oversight of university advancement and 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 and retention management, the committee shall provide oversight to enrollment management strategies and plans, and monitor key metrics to help track progress toward the stated goals. .

ARTICLE VI.

*Indemnification*

The board recognizes and acknowledges that the Commonwealth has undertaken to indemnify its members in the manner and to the extent set forth in chapter 15A, §22, of the General Laws, and that the Commonwealth has undertaken to indemnify the officers and employees of the University to the extent provided in General Law chapter 258, section 9. The board may secure a policy of directors' and officers' liability insurance in a manner consistent with law and in the best interests of the University.

ARTICLE VII.

*Conflict of Interest and Annual Disclosure*

All members of the board are state employees within the meaning of the state's ethics statute (chapter 268A of the General Laws). Violations of the statute may give rise to

both civil and criminal penalties. Each member of the board is therefore expected to be familiar with the requirements of the ethics statute and to comply with them.

All trustees are advised to disclose to the board any actual or potential conflict of interest at the earliest practicable time and to take such other action in that regard as the law may require. Further, each trustee is advised to absent himself or herself from discussions of and to abstain from voting on any matters under consideration by the board of trustees or its committees if to do otherwise would constitute an actual or potential conflict of interest. The minutes of such meeting shall, as appropriate, reflect that a disclosure was made and that the trustee having an actual or potential conflict of interest absented himself or herself from discussions of and abstained from voting on the affected matter.

#### ARTICLE VIII.

##### *Board Membership and Trustee Terms*

Add Bridgewater language from pg 1, section 3

The board is composed of 11 members who are appointed by the governor of the Commonwealth of Massachusetts. Each member is appointed for a five-year term, with the possibility of one additional term of five years. Each member of the board is required to take an oath to discharge faithfully, impartially, honestly, and to the best of his or her abilities the duties of a trustee.

The members of the board recognize and acknowledge that, by taking up their appointments as such, they have assumed an obligation, fiduciary in its nature, to conduct themselves, to exercise their authorities and to discharge their responsibilities for the benefit of the University and of those whom it serves and not for any other purpose. They also therefore recognize and acknowledge that it is both necessary and appropriate for all members of the board to be regular in their attendance at meetings of the board and at meetings of the committees on which they serve, to assume an equitable share of the responsibilities that fall to members of the board individually, to inform themselves concerning the University's mission and purpose and to commit themselves to promoting the University's success in its efforts to provide an excellent and accessible education to its students. Because the board's effectiveness as the governing body of the University depends on the commitment its members make to these principles, the board as a whole recognizes and acknowledges that it is itself responsible both for monitoring the manner and extent to which its members adhere to them and for bringing its concerns to the attention of any member whenever it judges him or her to have failed to have adhered to them fully or appropriately.

#### ARTICLE IX.

##### *Amendments*

At any meeting of the board that has been duly called, noticed and convened, these bylaws may be amended or repealed in whole or in part by the affirmative vote of at least two-thirds of the members of the board then in office. A draft of the proposed amendment shall be given to each member at least five days before a regular or special board meeting

at which such vote is to be taken.

ADOPTED MARCH 25, 1981  
AMENDED NOVEMBER 8, 1983  
AMENDED JUNE 3, 1986  
AMENDED SEPTEMBER 2, 1986  
AMENDED MAY 7, 1990  
AMENDED FEBRUARY 3, adva1997  
AMENDED DECEMBER 3, 1998  
AMENDED DECEMBER 7, 2000  
AMENDED JUNE 12, 2002  
AMENDED APRIL 13, 2006  
AMENDED OCTOBER 6, 2008  
AMENDED FEBRUARY 9, 2012  
AMENDED JUNE 26, 2014  
AMENDED OCTOBER 8, 2014  
AMENDED JUNE 25, 2015  
AMENDED FEBRUARY 15, 2018  
AMENDED DECEMBER 17, 2020