



Board of Trustees

Governance and Nomination Committee

2:00pm

December 11, 2019

President's Boardroom, Horace Mann Center

- | | |
|--|-----------------|
| 1. Call to Order | Trustee Landrau |
| 2. Approval of Minutes June 20, 2019 | Trustee Landrau |
| 3. Items for Discussion a) Trustee Orientation | Trustee Landrau |
| 4. Item for information a) Trustee Training | Trustee Landrau |

Attachment(s):

- a) Minutes of June 20, 2019
- b) Minutes of April 24, 2019 for discussion
- c) Current Orientation Table of Contents



Board of Trustees

Governance and Nomination Committee

Minutes

President's Boardroom, The Horace Mann Center

June 20, 2019

MEMBERS PRESENT: Committee Chair Marcus, Vice Chair Hill, Secretary Landrau, and Trustees Hagan and Slakey.

TRUSTEE GUESTS PRESENT: Trustees Magovern, Martin, Martinez-Alvarez, Queenin and Swan.

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

The meeting was called to order at 1:15 PM by Committee Chair Marcus.

MOTION made by Trustee Slakey, seconded by Trustee Hill, to approve the minutes of the April 24, 2019 meeting. **Motion passed unanimously.**

Committee Chair Marcus asked Chair Queenin to give an update on new Board appointments. Chair Queenin stated that the process is ongoing at the Governor's office. We have given input, but have little involvement in the process. Hopefully new Trustees will be appointed by the Governor's office between July and September.

Committee Chair Marcus brought forward the proposed slate of officers for the 2019-2020 academic year to present to the full Board for vote, asking if there were any questions or comments, which there were not

- Kevin R. Queenin, Chair
- Edward E. Sullivan, Vice Chair
- Lydia E. Martinez-Alvarez, Secretary

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

Meeting adjourned at 1:18 PM.

Attachments presented at this meeting:

- a. Minutes of April 24, 2019
- b. Proposed Slate of Board of Trustees Officers for 2019-2020

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 20, 2019.

James Hagan, Secretary

Draft Minutes Pending Approval

Date



Board of Trustees

Governance and Nomination Committee

Minutes

President's Boardroom, Horace Mann Center

April 24, 2019

MEMBERS PRESENT: Committee Vice Chair Hill, Secretary Landrau and Trustee Slakey.

MEMBERS EXCUSED: Trustees Hagan and Marcus.

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 at 1:30 PM by Committee Vice Chair Hill, who asked for a motion to approve the minutes of the October 9, 2018 meeting (this committee did not meet on December 5, 2018 nor February 7, 2019).

MOTION made by Trustee Landrau, seconded by Trustee Slakey, to approve the minutes of the October 9, 2018 meeting. **Motion passed unanimously.**

Committee Vice Chair Hill welcomed Dr. Susan Leggett, Chief of Staff, who gave an overview of Trustee orientation in the past:

- At the state level there are annual orientations and conferences for new Trustees.
- Westfield State provides divisional information in regular meetings and special sessions for new Trustees.
- Westfield State's board liaison organizes tours and provides the organizational structure and required information on the Open Meeting Law, BHE Standards for Expenditure of Trust Funds, State Ethics training and other state regulations.
- The following ideas were shared as helpful information to provide to new Trustees:
 - To receive an introduction to Roberts Rules of Order.
 - To receive a copy of Professor Robert Brown's book, which would give an orientation on the history of Westfield State and help understand the evolution of state colleges and how they fit in the higher education system.
 - To attend divisional meetings and receive a one-page information sheet of what happens under each department. Have additional divisional meetings periodically.
 - To spend time as an observer on University or search committees, which helps understand the culture on campus and meet people.
 - To receive a one-page information sheet on the union contracts.
 - To have another Trustee mentor them for the first year by prepping them for meetings, answering questions, and instructing on procedures.

- To attend the annual retreat where there is an opportunity to interact and engage differently than between structured meetings.
- To understand the culture of academic life, such as an Academic Culture 101, which would include information on items such as the legal ramifications of approving tenure and what faculty expect.
- To understand that the time frame at a University takes a year to incorporate changes. The pace is very foreign to business people.
- To review the Department of Higher Education Trustee Resources section on their website and to be provided with the contact information for the Department's Director of Trustee and Governmental Relations.
- To receive in the orientation binder links to policies, the Affirmative Action plan, and the Cleary Report.
- To receive information on how to engage the faculty.
- It was suggested to send the orientation checklist to all the current Trustees for them to review and to see what each one may be missing.

MOTION made by Trustee Landrau, seconded by Trustee Slakey, to adjourn. **Motion passed unanimously.**

Meeting adjourned at 1:54 PM.

Attachment:

- a. Minutes of October 9, 2018 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 April 24, 2019.



Madeline Landrau, Secretary



Date



Board of Trustees

Orientation

Table of Contents

| | |
|--|-------|
| Organizational Structure | Tab 1 |
| a. Westfield State University Organizational Charts for President & Senior Administration | |
| b. Commonwealth of MA Executive Office of Education, Secretary Peyser | |
| c. MA Department of Higher Education, Commissioner Santiago | |
| d. Board of Higher Education, Chairman Chris Gabrieli | |
| e. Higher Ed Authority Overview | |
| Board of Higher Education Standards for the Expenditure of Trust Funds | Tab 2 |
| Massachusetts Open Meeting Law, Mass General Laws Chapter 30A, Sections 18-25 | Tab 3 |
| a. Open Meeting Law | |
| b. Regulations Promulgated by the Attorney General | |
| c. Open Meeting Law Guide | |
| d. Open Meeting Law Determinations of Violation against WSU in last 5 years | |
| e. Summary of Open Meeting Law by Rubin & Rudman | |
| f. Certificate of Receipt of Open Meeting Law Materials | |
| Massachusetts Public Records Law, Mass General Laws, Chapter 66, Section 10 | Tab 4 |
| a. Guide to the Massachusetts Public Records Law | |
| b. Summary of the Massachusetts Public Records Law provided by Rubin & Rudman | |
| c. Sign off of Receipt of Massachusetts Public Records Law | |
| Massachusetts Conflict of Interest Law, Mass General Laws, Chapter 268A | Tab 5 |
| a. Information provided to take online training. Certification of completion must be provided to Assistant to Board of Trustees at WSU | |
| b. State Ethics Commission Summary of the Conflict of Interest Law | |

Table of Contents, continued

- c. Summary of Conflict of Interest Law provided by Rubin & Rudman
- d. Acknowledgement of Receipt of Summary of Conflict of Interest Law

| | |
|---|--------|
| Massachusetts Public Education-Board of Trustees, Mass General Laws, c. 15A, §§ 21&22 | Tab 6 |
| Westfield State University Board of Trustees Bylaws | Tab 7 |
| Westfield State University Board of Trustees Committee Assignments & Committee Charters | Tab 8 |
| Westfield State University Board of Trustees Meeting Schedule | Tab 9 |
| Westfield State University Board of Trustees Agenda and Minutes of last Board Meetings | Tab 10 |
| Westfield State University Board of Trustees Directory | Tab 11 |
| Westfield State University Current Fiscal Year Operating Budget | Tab 12 |
| Westfield State University last Annual Report | Tab 13 |
| Westfield State University Current Strategic Plan | Tab 14 |
| Westfield State University Student Profile; Tuition, Fees & Refunds; Degree Programs | Tab 15 |
| <i>The 10 Habits of Highly Effective Boards</i> | Tab 16 |
| <i>How to be an Effective Member of a Public Board or Commission</i> | Tab 17 |
| Trustee Resources | Tab 18 |
| Westfield State University Visitor Guide & Campus Map | Tab 19 |

SENATE No. 2392

Senate, October 30, 2019 – Text of the Senate amendment to the House Bill support improved financial stability in higher education (House, No. 4099, amended) (being the text of Senate document number 2387, printed as amended)

The Commonwealth of Massachusetts

—
In the One Hundred and Ninety-First General Court
(2019-2020)
—

1 SECTION 1. Chapter 15A of the General Laws is hereby amended by adding the
2 following section:-

3 Section 45. (a) The board of higher education shall establish and implement a
4 comprehensive training program for members of the boards of trustees of public institutions of
5 higher education under section 5. The board shall provide instruction and training to the
6 members on the proper governance of a public institution of higher education. Instruction and
7 training shall include, but not be limited to, an overview of: (i) sections 18 to 25, inclusive, of
8 chapter 30A; (ii) clause Twenty-sixth of section 7 of chapter 4 and chapter 66; (iii) chapters
9 268A and 268B; (iv) state procurement laws; (v) state finance provisions under chapter 29; (vi)
10 fraud prevention; and (vii) fiduciary responsibilities. In developing instruction and training
11 programs under this section, the board shall consult with the attorney general and the inspector
12 general.

13 Members of a board of trustees of a public institutions of higher education shall complete
14 the comprehensive training program within 4 years of the date of the member’s last training;
15 provided, however, that the board shall establish a schedule that ensures that all appointed or

16 elected members of the boards of trustees of said public institutions complete the comprehensive
17 training program. Membership on a board of trustees of public institutions of higher education
18 shall terminate and a vacancy shall exist if a member fails to complete the comprehensive
19 training program within the period of time established by the board or fails to complete a training
20 program within 4 years of the date of the member's last training. A vacancy on a board that
21 exists as a result of this section shall be filled for the remainder of the term in the same manner
22 as the prior appointment and be consistent with section 21 and section 1A of chapter 75.

23 (b) Annually, each public institution of higher education shall post on its website the
24 institution's financial report required pursuant to section 13 of chapter 73, however termed,
25 together with a summary of the report that is in a format understandable by the general public.

26 SECTION 2. Chapter 69 of the General Laws is hereby amended by striking out section
27 31B, as appearing in the 2018 Official Edition, and inserting in place thereof the following
28 section:-

29 Section 31B. (a) As used in this section the following terms shall have the following
30 meanings unless the context clearly requires otherwise:

31 "Accrediting agency", an organization recognized by the United States Department of
32 Education to provide accreditation to an institution.

33 "Board", the board of higher education established in section 4 of chapter 15A.

34 "Financial screening", a review and evaluation of an institution's financial information,
35 conducted by the board or by an accrediting agency on behalf of the board, designed to assess
36 whether an institution's financial status indicates that it may be at risk of imminent closure.

37 “Governing body”, the group of persons at an institution that exercises authority and has
38 oversight or control of its matters or discharge functions of a fiduciary character for the
39 institution including, but not limited to, its board of trustees or equivalent.

40 “Imminent closure”, a determination based on the financial screening that an institution is
41 at risk of being unable to continue operations within a period of time established by the board.

42 “Institution”, an independent institution of higher education located in the commonwealth
43 and authorized to grant degrees pursuant to any general or special law.

44 (b)(1) An institution shall immediately notify the board of any known financial liabilities
45 or risks that are reasonably likely to result in the imminent closure of the institution or otherwise
46 negatively affect the institution’s ability to fulfill its obligations to current and admitted students.

47 (2) The board shall establish a process to annually assess each institution’s financial
48 information to identify whether an institution is at risk of imminent closure. The assessment shall
49 be based on a review of information received through an annual financial screening of the
50 institution as well as any additional information submitted under clause (ii) of paragraph (3).
51 Financial screenings may be conducted by: (i) an accrediting agency, pursuant to a memorandum
52 of understanding approved by the board; or (ii) the department of higher education.

53 (3) Upon either: (i) a determination by the board that an institution may be at risk of
54 imminent closure; or (ii) acceptance by the board of a determination made by an accrediting
55 agency that an institution may be at risk of imminent closure, the board shall provide the
56 institution with a summary of the basis for its determination. Upon receiving the summary, the
57 institution shall immediately: (i) inform the board of any known liabilities, risks or financial
58 issues; (ii) provide to the board any information necessary to accurately and fairly determine the

59 institution's financial status and likelihood of imminent closure and to monitor its condition; and
60 (iii) prepare a contingency plan for closure, which shall include a process for the institution or
61 the board, or both, as determined by the board, to provide appropriate notification to relevant
62 stakeholders, as determined by the board, including, but not limited to, enrolled students,
63 candidates who have submitted applications, recent graduates, faculty, staff and host
64 communities. The board shall establish requirements for contingency plans for closure that shall
65 include, but not be limited to: (i) arrangements for students to complete their programs of study;
66 (ii) a plan for the transfer and long-term maintenance of student records if the institution ceases
67 to exist; (iii) information about the rights and responsibilities of student loan borrowers; (iv)
68 information about the institution's financial condition, accreditation status and any outstanding
69 compliance issues regarding federal and state student financial aid programs; and (v) a plan that
70 assures the refund of deposits made by students in anticipation of enrolling or continuing their
71 enrollment at the institution and for the cost of protecting and maintaining student records
72 including, subject to criteria established by the board, a requirement that the institution furnish a
73 bond with surety or a letter of credit sufficient to meet the costs of so refunding and maintaining.
74 An institution required to submit a contingency plan for closure shall also provide the board with
75 access to all financial and other records upon request of the board.

76 (c) Upon a finding by the board that an institution has failed to comply with the
77 requirements of this section, the board may impose a fine not to exceed \$1,000 per day, order the
78 suspension of any state funding designated for the institution, suspend or revoke any degree
79 granting authority previously conferred upon the institution or impose other penalties the board
80 deems appropriate.

81 (d) Any information submitted to or developed by the board in furtherance of this section
82 shall not be a public record and shall be exempt from disclosure under clause Twenty-sixth of
83 section 7 of chapter 4 and section 10 of chapter 66.

84 (e) Each member of an institution's governing body shall receive instruction and training
85 in higher education financial metrics, legal and fiduciary responsibilities and applicable
86 standards for accreditation at least once every 4 years.

87 (f) Each institution shall post on its website a copy of the institution's annual financial
88 report or statement, required pursuant to section 8F of chapter 12 and a summary of the report,
89 however termed, that is written in terms that are understandable by the general public.

90 (g) The board shall establish rules and regulations to implement and enforce this section.

91 SECTION 3. Section 1A of chapter 75 of the General Laws, as so appearing, is hereby
92 amended by adding the following 2 paragraphs:-

93 Each elected or appointed member shall complete the comprehensive training program
94 developed by the board of higher education pursuant to section 45 of chapter 15A.

95 Annually, the university shall post on its website a copy of the institution's financial
96 report required pursuant to section 10 of chapter 75, however termed, and a summary of the
97 report that is written in terms that are understandable by the general public.