



## **Board of Trustees**

Governance and Nomination Committee

8:00 a.m.

December 20, 2022

Room 127, Catherine Dower Center for Performing and Fine Arts

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/covid>

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| <b>1. Call to Order</b>                        | Trustee Alvarado |
| <b>2. Approval of Minutes</b>                  | Trustee Alvarado |
| a) October 12, 2022, Meeting                   |                  |
| <b>3. Items for Discussion</b>                 | Trustee Alvarado |
| a) Board of Trustees Bylaw Revision Discussion |                  |
| b) Committee Charters Review and Update        |                  |

### **Attachment(s):**

- a) Draft Minutes of October 12, 2022
- b) Proposed Revisions to Board of Trustees Bylaws
- c) Committee Charters



## Board of Trustees

Governance and Nomination Committee

October 12, 2022

Minutes

Arno Maris Gallery, Room 201, Ely Campus Center

And via Zoom, 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 Chris Montemayor

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

Also present and participating were Westfield State University President Dr. Linda Thompson and Chief of Staff Dr. Michael Freeman. Vice President for Justice, Equity, Diversity, and Inclusion LaRue Pierce was joining via Zoom.

The meeting was called to order at 8:38 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 June 28, 2022, meeting. There being no discussion, **Motion passed unanimously.**

Committee Chair Alvarado stated the first order of business was to consider a bylaw amendment to add a Justice, Equity, Diversity, and Inclusion (JEDI) Board committee. The new Vice President for JEDI, LaRue Pierce, is getting to know the campus climate and finding resources and opportunities to engage with others.

Bylaw Amendment to Create a Committee for Justice, Equity, Diversity, and Inclusion (JEDI).

**MOTION** made by Trustee Alvarado, seconded by Trustee Montemayor, to amend the Westfield State University's Board of Trustees Bylaws **Article V.** by adding **Section 10.** to establish a standing committee to consider and recommend to the Board policies and actions regarding the Division of Justice, Equity, Diversity, and Inclusion activities. The proposed language of Section 10 is as follows:

*Section 10. Justice, Equity, Diversity, and Inclusion (JEDI) Committee*

- A. *Membership.* The justice, equity, diversity, and inclusion committee shall consist of at least three voting trustees.
- B. *Responsibilities.* See the Justice, Diversity, Equity & Inclusion Charter for a more detailed listing of responsibilities. The committee shall provide oversight to the University's strategic planning of activities, initiatives, and practices designed to enhance the campus climate and culture.

Discussion: It was important to create this independent committee. The first responsibility of the committee will be to create a charter by pulling information from the UEAAC report. This is an opportunity for Mr. Pierce, the JEDI committee, and the University community to build something that has not existed before. This was one of the more impactful UEAAC recommendations and it is incumbent on the Board to support that work and help set the JEDI agenda for the University. The committee will be chaired by Trustee Landrau and members include Trustees Montemayor (vice chair), Alvarado (secretary), and Williams. The University staff liaison will be LaRue Pierce, who has been talking about linking the Strategic Plan category of culture in engaging with people on and off campus. There being no further discussion, **Motion passed unanimously.**

Board of Trustees Committee Assignments and new Committee Structures. New committee assignments were provided in the Board materials. There was no discussion on them.

Other Bylaw Revisions. Bylaw revisions need to be vetted with the president and cabinet and brought back to this committee in December. Trustees were requested to provide feedback to the revisions to the Board assistant by November 2.

This committee has discussed an external assessment of the Board, initially thinking a couple of Trustees could conduct focus groups of campus constituents. It may be more beneficial to have an unbiased third party who has deep ties to the University and all the constituents do a review. The names of past Board members were suggested, or the person could be a retired faculty member or administrator. It should be someone with whom participants trust and feel comfortable talking to who can be a scribe in reporting back what they hear. The process needs to be confidential. Trustees Alvarado and Martin will discuss further.

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 8:55 AM.

Attachments presented at this meeting:

- a) Draft Minutes of June 28, 2022
- b) Motion – Bylaw Amendment to Create a Committee for Justice, Equity, Diversity, and Inclusion (JEDI)
- c) Proposed Bylaw Amendment to Create a Committee for Justice, Equity, Diversity, and Inclusion
- d) Committee Assignments for 2022-2023

#### **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 October 12, 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. The President shall inform the Board of all senior-level appointments at the rank of Dean and above prior to hire. The Board shall 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. The President shall inform the Board of any salary adjustments of non-unit personnel beyond cost-of-living adjustments prior to the granting of those adjustments.
- 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. Adopt bylaws, rules, and regulations for the governance of its members, officers, agents, and employees and require adherence to such rules.

- H. Review and **approve** changes to the University's major academic programs and services as needed for the successful conduct of its mission and purposes.
- I. Grant diplomas and confer degrees based upon the recommendation of the president and faculty.
- J. Grant honorary degrees.
- K. Approve the naming of University buildings, facilities and spaces according to applicable policies and procedures.
- L. 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.
- M. 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.
- N. 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.
- O. 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.**
- P. 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.
- F. Encourage its members to contribute financially to the University’s fund-raising goals, participate in strategies to secure sources of fro, and authorize University officers to accept gifts or bequests subject to board policy and the regulations of the Commonwealth. [moved from Section 1.]

## 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 will not count toward establishing a committee's quorum. The chair shall count toward establishing a quorum of the full Board.

*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 consistent with current regulation and statute.

*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 Affairs committee, (3) a Financial Affairs and Advancement committee, (4) an Audit committee, (5) a Governance and Nomination committee, and (6) an Enrollment Management and Student Affairs committee and (7) a Justice, Equity, Diversity, and Inclusion (JEDI) 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 Affairs Committee*

- A. *Membership.* The Academic Affairs Committee shall consist of at least three voting trustees.
- B. *Responsibilities.* See Academic Affairs Charter for a more detailed listing of responsibilities. The Academic 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 Affairs of the University.

*Section 6. Financial Affairs and Advancement Committee*

- A. *Membership.* The Financial Affairs and Advancement Committee shall consist of at least three voting trustees (excluding the chair) and serve no more than three consecutive years.
- B. *Responsibilities.* See Financial Affairs and Advancement Charter for a more detailed listing of responsibilities. The Financial Affairs and Advancement 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 *Financial Affairs and Advancement 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. Enrollment Management and Student Affairs Committee*

- A. *Membership.* The Enrollment Management and Student Affairs committee shall consist of at least three voting trustees.
- B. *Responsibilities.* See Enrollment Management and Student Affairs 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.

*Section 10. Justice, Equity, Diversity, and Inclusion (JEDI) Committee*

- A. *Membership.* The Justice, Equity, Diversity, and Inclusion committee shall consist of at least three voting trustees.
- B. *Responsibilities.* See the Justice, Diversity, Equity & Inclusion Charter for a more detailed listing of responsibilities. The committee shall provide oversight to the University's strategic planning of activities, initiatives, and practices designed to enhance the campus climate and culture.

## 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*

The board is composed of 11 members who are appointed by the governor of the Commonwealth of Massachusetts including an elected student trustee and elected alumni trustee. Each member is appointed for a five-year term, with the possibility of one additional term of five years including the elected alumni trustee. 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 term of office for the elected student member shall be for one year. The student member shall be eligible for reelection for as long as that student remains a full-time undergraduate student in good standing. If at any time during the elected term of office the student trustee ceases to be a full-time undergraduate student in good standing, that membership on the Board shall be terminated and the office of the elected student member will be deemed vacant. A vacancy in the office of the elected student member prior to the expiration of a term shall be filled for the remainder of the term in the same manner as student elections to full terms.

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. Trustees may be removed if their attendance at Board and standing committee members of which they are members is less than 50% of those meetings in an academic year. Trustees have a responsibility 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, 1997  
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  
AMENDED OCTOBER 12, 2022  
AMENDED DECEMBER 1, 2022

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## AUDIT COMMITTEE OF THE BOARD OF TRUSTEES OF WESTFIELD STATE UNIVERSITY CHARTER

### I. STATEMENT OF POLICY

The primary function of the Audit Committee of Westfield State University (the "University") is to oversee the accounting and financial reporting processes of the University, audits of the University's financial statements, reports and records, and risk management systems. In addition, the Audit Committee must provide assistance to the University's Board of Trustees (the "Board") in fulfilling its responsibilities to the University's students, parents, faculty, donors and staff as to the University's accounting, auditing and reporting practices and controls. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication among the Board, independent auditors, internal auditors and members of the senior administration of the University.

### II. COMPOSITION OF THE AUDIT COMMITTEE

Per Westfield State University Board of Trustee By-laws, Section 7.A., 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.

The Audit Committee chairperson shall be appointed by the Chairman of the Board and confirmed by the majority vote of the Board members. If an Audit Committee chairperson is not designated or present at a meeting, the members of the Audit Committee may designate a chairperson by a majority vote of the Audit Committee membership.

### III. MEETINGS

The Audit Committee shall meet at least four (4) times a year or more frequently as circumstances require. The Audit Committee shall maintain minutes of each meeting of the Audit Committee and shall report the significant actions of the Audit Committee to the Board, with such recommendations as the Audit Committee deems appropriate.

### IV. RESPONSIBILITIES AND DUTIES OF THE AUDIT COMMITTEE

The primary duties and responsibilities of the Audit Committee are to oversee and monitor the University's financial reporting process, internal controls and risk

# Westfield State University

Policy concerning:

APPROVED: December 2014

Section Administrative

Number 0460

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REVIEWED: April 2021

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management systems and review and evaluate the performance of the University's independent auditors. The Audit Committee will also evaluate the performance of the unit's internal auditing staff as it directly relates to internal audit functions. In fulfilling these duties and responsibilities, the Audit Committee shall take the following actions, in addition to performing such functions as may be assigned by law or regulation, or the Board:

1. The Audit Committee shall review and reassess this Charter annually and recommend any proposed changes to the Board for approval.
2. The Audit Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged (including resolution of disagreements between administration and the auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the University. The independent auditor must report directly to the Audit Committee.
3. The Audit Committee shall act as a liaison with University administration and staff and the independent external auditor to develop an annual audit plan and schedule.
4. The Audit Committee, in its capacity as a committee of the Board, shall determine, and the University shall provide, providing the Board has approved the expenditure of funds for such engagements, funding for payment of: (i) compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the University; (ii) compensation to any advisers, including, without limitation, an independent financial expert, employed by the Audit Committee, and as permitted by this Charter; and (iii) ordinary and reasonable administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.
5. As part of the audit process, the Audit Committee shall meet with the independent auditors to discuss and determine the scope of the audit. The Audit Committee shall determine that the independent audit team engaged to perform the external audit consists of competent, experienced, auditing professionals.
6. The Audit Committee shall require the independent auditors to submit, on an annual basis, a formal written statement setting forth all relationships between the independent auditors and the University that may affect the objectivity and independence of the independent auditors, consistent with Independence Standards Board Standard No. 1, and the Audit Committee shall actively engage in a dialogue with the independent auditors with respect to any disclosed

relationships or services that may impact the objectivity and independence of the independent auditors. The Audit Committee shall take, or recommend that the full Board take, appropriate action to ensure the independence of the independent auditors.

7. The Audit Committee shall require the independent auditors to advise the University of any fact or circumstance that might adversely affect the outside auditors' independence or judgment with respect to the University under applicable auditing standards, including any significant changes to the University's accounting principles and any items required to be communicated by the independent auditor under prevailing audit standards.
8. The Audit Committee shall require the independent auditors to advise the University if it becomes aware that any officer or employee of the University, or its direct or indirect subsidiaries or affiliates, is related to a partner, employee or other representative of the independent auditors, to the extent that such relationship might adversely affect the University under applicable auditing standards.
9. Upon the completion of the annual audit, the Audit Committee shall review the audit findings, including any comments or recommendations of the independent auditors, with the entire Board and obtain the approval of such report from the Board. The Audit Committee shall report to the Board on any issues which may be unresolved.
10. The Audit Committee shall review the regulations and current audit trends and requirements and recommend appropriate policy and practice applications to University administration.
11. The Audit Committee shall meet at least annually with the University's internal auditor to assure itself that the University has a strong internal auditing function by reviewing the internal audit program and assessing (grading) risk areas along with a proper control environment that promotes accuracy and efficiency in the University's operations.
12. The Audit Committee shall receive reports from the University's internal auditor, which include a summary of findings from completed internal audits and a progress report on the internal audit plan, together with explanations for any deviations from the original plan.
13. The Audit Committee shall review the internal audit function of the University, including the independence and authority of its reporting obligations, the

# Westfield State University

Policy concerning:

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proposed audit plans for the coming year and the coordination of such plans with the independent auditors.

14. The Audit Committee shall recommend, with consultation from the University's leadership, the appointment, replacement, reassignment or dismissal of the University's internal auditor as may be warranted.
15. The Audit Committee shall determine, with consultation from the University's leadership, whether the internal audit function may be performed by a staff internal auditor or may be outsourced to a third party, as deemed appropriate.
16. The Audit Committee shall consider and review with the University's administration and the internal auditor: (a) significant findings during the year and management's responses thereto, including the status of previous audit recommendations, (b) any difficulties encountered in the course of their audits, including any restrictions on the scope of activities or access to required information, (c) any changes required in the planned scope of the internal audit plan; and (d) the internal auditing department budget and staffing.
17. The Audit Committee shall investigate or consider such other matters within the scope of its responsibilities and duties as the Audit Committee may, in its discretion, determine to be advisable. The Audit Committee shall have the authority to engage independent counsel and other advisers or experts, as it deems necessary to carry out its duties.
18. The Audit Committee shall prepare any report required by any governmental body or to the public, if any, as required by laws of the Commonwealth of Massachusetts and any/all regulations promulgated thereunder.
19. The Audit Committee shall establish procedures for the confidential, anonymous submission by University staff and administration of concerns regarding questionable accounting or auditing matters.
20. The Audit Committee shall at all times cooperate with all state auditors and provide any/all reports, statements, minutes and other related documents as may be required by such auditors.

## REVIEW

This policy shall be reviewed every year by the Board of Trustees Audit Committee Chair and the Vice President for Administration and Finance, prior to June 30<sup>th</sup>.

Westfield State University  
Board of Trustees

Charter of the Academic and Student Affairs Committee

**General Statement:** The Academic and Student Affairs Committee shall consider and make recommendations to the president of the university and the Board of Trustees on a broad range of policies and practices to ensure and promote the quality, integrity, and responsiveness of academic and student life programs, consistent with the mission and vision of the university. The committee shall provide advice, support, advocacy and consent in all matters affecting academic and student life programs and policies, including but not limited to academic programs, co-curricular and extracurricular programs, student life, faculty matters, assessment, and strategic planning.

**Membership:** The Academic and Student Affairs Committee shall consist of at least three voting trustees.

**Specific Responsibilities:** The committee is entrusted with considering and making recommendations to the president and the Board in the following areas:

- Admission Standards/Requirements
- Retention Standards, Policies, and Practices and Programs to Support Student Achievement/Success
- Curriculum, including proposals for new programs and program modifications and the university's general education program
- Teaching/Learning/Evaluation Process, including faculty appointment, reappointment, promotion, and tenure, and emeritus/a status.
- Maintenance and improvement of educational quality, including assessment of student learning, program review and accreditation, institutional accreditation
- Promotion of the teaching, research, and service functions of the university, consistent with mission and vision
- Policies, practices, and regulations that affect the quality of student life and promote a supportive, inclusive and diverse environment consistent with intellectual inquiry and student development (extra- and co-curricular programming, residential life, student conduct, student activities and student government, health services, athletics)

In carrying out its functions and specific responsibilities, the Academic and Student Affairs Committee shall exercise its role in accordance with applicable Board of Higher Education policies and regulations, existing collective bargaining agreements with faculty, administrative and support units, and a model of shared governance.

**Board of Trustees**  
**Advancement and Enrollment Management Committee**  
**Charter**

**(A) Committee Purpose and Roles**

The AEM Committee shall provide advice, consent, support and advocacy for development initiatives designed to enhance WSU's short and long-term financial position. The Committee will provide guidance and seek resources to assist management as it works to fully vet any such proposals. It shall seek to provide assistance to management with regard to ways of improving upon existing development activities and advocate for the provision of appropriate resources to ensure success.

***(B) Membership.*** The advancement and enrollment committee shall consist of at least three voting trustees.

***(C) Responsibilities.*** The committee shall (1) provide oversight of university advancement and (2) facilitate board and board member participation in advancement and enrollment management activities. 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. In addition, relative to Enrollment Management, the committee shall provide oversight to enrollment management strategies and plans, and monitor key metrics to help track progress toward the stated goals. The committee shall also set minimal standards for the board participation toward assisting enrollment efforts.

**Responsibilities of Committee members**

- Provide leadership in attaining major gifts and philanthropic support for WSU by identifying, cultivating, and soliciting donations and support.
- Engage in prospect identification, screening, prioritization, and development of engagement strategies. Encourage prospective donors to participate in events; highlight the impact and benefits of WSU's mission and programs.
- Participate in fundraising, cultivation, and recognition events.
- Plan involvement and engage other Board members in fundraising, cultivation, and recognition events. Outreach events should be coordinated with the Academic & Student Affairs Committee and with the Executive Committee as appropriate.
- Assist with educating, coaching, and mentoring other board members in "art" of:
  - Identifying, cultivating and soliciting donations; and
  - Deepening relationships with corporate and civic leaders.
- Assist in cultivating key community members to work with the University in its recruitment and retention efforts.
- Help to identify key alums to highlight their success and experiences at WSU to assist Enrollment Management.
- The trustees will actively promote and support the University in its recruitment efforts.
- Host and/or attend recruitment events.

**WESTFIELD STATE UNIVERSITY  
BOARD OF TRUSTEES  
FINANCE & CAPITAL ASSETS COMMITTEE  
CHARTER**

**Committee Purpose and Roles**

The Finance & Capital Assets Committee shall oversee Westfield State University's (WSU) finances, including financial control and accounting systems. It shall oversee the financial, legal and ethical integrity of WSU's books, records, and financial reporting processes for WSU's operating accounts, reserves, capital assets and other financial matters in line with Generally Accepted Accounting Principles (GAAP) and Governmental Accounting and Standards Board (GASB).

The Committee shall review the development of annual operating budgets prepared under the direction of the University president & the Vice President for Administration & Finance and make recommendations to the Board of Trustees regarding their approval. The Committee shall review and monitor quarterly operating statements of income and expenditures and monitor compliance with WSU's investment policy. Major budget variances, significant trends or financial concerns shall be communicated to the WSU Board of Trustees in a timely manner.

The Finance & Capital Assets Committee shall review proposed major financial transactions that are not included within Board-approved budgets. Proposed variances with recommendations shall be submitted to the Board of Trustees for approval.

The Committee shall also make recommendations to the Board in selecting the financial advisor for university investments, and shall then oversee the advisor. It shall cause to be prepared and submitted to the Board of Trustees at least once a year an audited statement of WSU's financial condition.

The Committee has the authority to establish sub-committees and/or working groups to monitor or focus on a specific topic or activity as deemed appropriate. A committee charge, membership, duration, and outcomes will be established if/or when such working groups are established and will report back to the Finance and Capital Assets Committee on a regular basis.

Westfield State University  
Board of Trustees

Governance and Nomination Committee Charter

The Governance and Nomination Committee shall oversee Board member cultivation, recruiting, orientation, mentoring, and annual goal-setting activities. It shall develop strategic cultivation and recruiting plans for prospective Board members that are based on the needs of Westfield State University and its Board. The expectations of the Governor of the Commonwealth, The Board of Higher Education, the students, faculty and staff will all be of the utmost importance.

The Governance and Nomination Committee shall oversee appropriate orientation, mentoring, and annual goal-setting programs to educate new Board members regarding WSU's mission, organization, and operations, and to help all Board members maximize their involvement and effectiveness for WSU. The Committee shall implement practices to evaluate the performance and activities of individual Board members, based on their Annual Statements of Commitment as well as Board Committee assignments.

The Governance and Nomination Committee shall present for nomination a slate of officers for the full board of Trustees.

The Governance and Nomination Committee shall act upon the recommendations of the board chair regarding the makeup and leadership of standing committees.

**Westfield State University**  
Board of Trustees

**Investment Subcommittee Charge**  
Of Finance and Capital Assets Committee

**Introduction:**

The Westfield State University Board of Trustees will form a subcommittee of the Finance and Capital Assets Committee to provide investment oversight for university investments. While the university has an investment policy and low risk investments, a more structured and performance focused investment approach is desired which may result in additional resources for the university.

**Goal:**

To leverage available cash resources, through a prudent investment policy and long-term asset allocation, which yields additional investment income for the university.

**Charge:**

1. To provide guidance and input in the selection of an investment advisor.
2. Review and update the Westfield State University Investment Policy and authority under the general laws of the Commonwealth of Massachusetts.
3. Review financial performance of the investment portfolio.
4. Utilize best practices to benchmark investment strategies.
5. Provide regular updates to the Finance and Capital Assets Committee and/or the Board of Trustees as is necessary or required.

WESTFIELD STATE UNIVERSITY  
BOARD OF TRUSTEES  
EXECUTIVE COMMITTEE  
CHARTER

NOTE: *Suggested language:*

*(A) COMMITTEE PURPOSE AND ROLES*

*The Executive Committee shall oversee the activities and performance of the standing committees of the Board of Trustees to ensure that Westfield State University's mission is fulfilled and advanced on an ongoing basis. It shall provide a mechanism to regularly communicate with and discuss the performance of standing Board or ad hoc Board Committees. It shall ensure appropriate involvement of non-Board members to committees other than the Executive Committee.*

*The Committee shall oversee the development and implementation of Westfield State University's strategic plans, engage, leverage and expand the strength of the Board, and continually maintain and strengthen communications with the University's senior leadership team. It shall set the agendas and schedules for meetings of the Board of Trustees.*

*The Executive Committee shall oversee Westfield State University's personnel and human resource functions, reporting its relevant actions to the full Board at its first meeting each year. Specifically, the Committee shall:*

- 1. make recommendations to the full Board in selecting the President of the University;*
- 2. evaluate and decide the terms of employment and compensation of the President of the University;*
- 3. act upon the recommendations of the University President with regard to compensation for the University's senior management team (his/her direct reports);*
- 4. ensure the adequacy of human resources and relevant policies; and*
- 5. review human resource-related regulatory compliance (e.g., privacy, healthcare information).*

*The Executive Committee shall not supplant the responsibilities of the full Board; rather, the Committee shall work to align strategic plans with the effective operation of the Board and its Committees. With the exception of compensation matters (nos. 2 and 3 above), where the Executive Committee has the full authority of the Board to act on its behalf, the Executive Committee shall ensure that standing and ad hoc Committees report to the full Board on each Committees' decisions and recommendations.*

**The following paragraphs come directly from the bylaws (12/17/20 version-needs to be updated) and should not be used verbatim as part of the committee charter:**

*(A) 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, in consultation with the executive committee and

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) 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 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 therefor. 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.

**CHAIR: Board Chair**

**MEETING FREQUENCY: Quarterly/Ad Hoc**