



## **Board of Trustees**

### **Governance and Nomination Committee**

8:00 to 8:30 a.m.

April 25, 2023

Scanlon Hall Banquet Room A

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

*For information about Westfield State's COVID-19 procedures, visit: [www.westfield.ma.edu/covid](http://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) December 20, 2022, Meeting                         |                  |
| b) February 7, 2023, Meeting                          |                  |
| <b>3. Items for Discussion</b>                        | Trustee Alvarado |
| a) BOT Committee Charter Reviews                      |                  |
| i. Review Governance and Nomination Committee Charter |                  |
| b) Trustee Officer Election Process                   |                  |
| c) New Trustee Nomination Process                     |                  |

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

- a) Draft Minutes of December 20, 2022
- b) Draft Minutes of February 7, 2023
- c) Draft Revisions to Governance and Nomination Committee Charter



## Board of Trustees

Governance and Nomination Committee

December 20, 2022

Minutes

Catherine Dower Center for the Performing and Fine Arts, Room 127

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 PARTICIPATING REMOTELY:** Dr. Robert Martin

Also present and participating were Westfield State University President Dr. Linda Thompson and Chief of Staff Dr. Michael Freeman.

The meeting was called to order at 8:02 AM by Committee Chair Alvarado. It was announced which Trustees were participating as listed above and that the meeting was being livestreamed and recorded.

**MOTION** made by Trustee Reichelt, seconded by Trustee Montemayor, to approve the minutes of the October 12, 2022, meeting. There being no discussion, **Motion passed unanimously.**

Committee Chair Alvarado stated the meeting will consist of discussion of the proposed bylaw amendments which will be brought back to the committee for approval at a future meeting.

Board of Trustees Bylaw Revision. The following proposed revisions were discussed.

Article III, Section 2. The chair shall serve as ex-officio, voting member of all Board committees but will not count toward establishing a committee's quorum.

- Whoever sits in the chair position should attend all meetings, but not affect the quorum.
- At public school committees, the mayor is the chair, but not a member, so doesn't affect what the committee does.
- Most items coming to the committees can also be addressed at the full board meeting where the chair can vote on a matter.
- The chair having a broader knowledge of all segments of the University is a significant factor but may persuade other members not to vote so that position becomes a super vote.

- Most of the other public institutions have voting chairs on committees. If not voting at committees, the chair has no other authority.
- An alternative is to make the chair a member of each committee.
- More review and consultation with legal counsel was requested.

Article IV, Section 3. Changing the number of members from six to four to request a special meeting is better.

Article IV, Section 5. A quorum of a public body needs to be consistent with the open meeting law. This will be reviewed further.

Article IV, Section 10. The title of others participating in meetings is not as important as the authority to be there. Further review and a legal opinion were requested.

Article V, Section 2, and Section 4.A. Where these paragraphs state that committee members are appointed by the board chair subject to the consent of the board of trustees, this consent does not require a vote; it is absent disagreement when presented in a meeting.

Article VIII, third paragraph. Language about attendance may not supersede general law. This needs further review.

Revisions will be made as discussed and presented at the next board meeting for vote.

Committee Charters Review and Update. Trustee Alvarado requested committee chairs to review the committee charters in the next few months. She will create a template for all committees to use to create consistent formatting and content.

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 9:00 AM.

Attachments presented at this meeting:

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

#### **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 December 20, 2022.

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William Reichelt, Secretary

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Date



## Board of Trustees

Governance and Nomination Committee

February 7, 2023

Minutes

Nettie Stevens Science and Innovation Center, Room 304

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 [joined at 8:13 AM]

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

**TRUSTEE GUESTS PARTICIPATING REMOTELY:** Trustee George Gilmer

Also present and participating were Westfield State University President Dr. Linda Thompson and Chief of Staff Dr. Michael Freeman.

The meeting was called to order at 8:03 AM by Committee Chair Alvarado and committee members participating as listed above were announced. It was also announced that the meeting was being livestreamed and recorded.

Discuss Bylaw Amendments. Committee Chair Alvarado provided the following clarification for some of the proposed amendments to the bylaws as requested at the December 20 committee meeting.

Article III, Section 2. Board chair serving as ex-officio voting member of committees but not counting toward a quorum. Guidance on this matter has been previously received from the University's legal counsel. An ex-officio member has all the rights of a member (attending, making motions, speaking in debate, and voting) but none of the duties (the duty to attend, i.e., count toward a quorum) of a member. Roberts Rules of Order support this guidance in their section on committees.

Article IV, Section 5. Quorum. The Division of Open Government in the Attorney General's office has confirmed that a quorum of an 11-member public body would still be six, even with a vacancy, because when there is a vacancy on a public body, a quorum is still measured by the number of members of the public body as constituted. To be clear in the bylaws, it was agreed to insert the number six as constituting a quorum.

Article IV, Section 10. Other participants. General counsel from the Department of Higher Education has provided guidance that non-trustees can be part of a subcommittee as long as they act in an advisory role and cannot vote. Chair Martin added that it is important to provide an opportunity for the board to engage other members of the community in discussion of its business if it chooses to do so.

Article V, Section 4, B. 1). Duplicate language of the executive committee's ability to meet was removed.  
[Trustee Montemayor joined the meeting at 8:13 AM]

Article V, Section 4, B. 6) – 9). Additional responsibilities of the executive committee will be added to that committee's charter.

Article VIII, second paragraph. Update language from the statute was added. The student trustee no longer needs to be a full-time student but does need to be an undergraduate who is enrolled and degree seeking.

Article VIII, third paragraph. The proposed attendance requirement was removed as it cannot supersede General Law 15A, Section 21 which states a board member will be removed from office upon missing four meetings. The statute does not address committee meetings. This is a volunteer board, but when making a commitment to serve, members are expected to actively participate. At the time of onboarding, board member expectations should be clearly presented. Other volunteer boards have their members sign a statement of responsibilities. The draft statement of responsibilities discussed by this committee in the past should be brought to a future meeting for discussion and approval. An attendance expectation could be added to that document. Article 1, Section 2 of the bylaws do enumerate key duties and responsibilities of Trustees.

Committee Chair Alvarado will research why previous versions of the bylaws stated the Board chair was an ex-officio member of all committees except the audit committee.

#### Motion – Approval of Bylaw Amendments.

**MOTION** made by Trustee Montemayor, seconded by Trustee Reichelt, to amend the Westfield State University's Board of Trustees Bylaws as amended in the meeting.

**Discussion:** The amendment to the proposed bylaws presented at the meeting was to add the number (6) in the following sentence in Article IV, Section 5. Quorum: "A simple majority of the board as constituted (6) shall constitute a quorum for the transaction of board business."

There being no further discussion, **Motion passed unanimously.**

Board of Trustees Committee Charters. A sample charter was presented for each committee use for their charters, with 80% of the work to be done in reformatting and reorganizing their template and 20% updating the committee duties to be consistent with what the committee does. Each charter should cross reference and align with the updated bylaws and should list restrictions on time limits in the membership section. The Audit Committee Charter is included in the Audit Policy, and it will be researched to find out why they were initially combined and whether they can be separated.

The committee reviewed and discussed its own charter and made some suggested changes. Committee Chair Alvarado will provide a clean template to review at the next meeting.

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 9:00 AM.

Attachments presented at this meeting:

- a) Proposed Amendments to the Board of Trustees Bylaws
- b) Motion – Bylaw Amendments
- c) Draft Committee Charter Template

**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 7, 2023.

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

\_\_\_\_\_  
Date

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**BOARD OF TRUSTEES  
GOVERNANCE AND NOMINATION COMMITTEE  
CHARTER**

**I. Mission**

The purpose of the Governance and Nomination committee is to 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 this charter; 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 the board's bylaws. 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.

**II. Authority and Responsibilities**

*Policies*

Establish, review, and update the governance policies for approval by the board including board bylaws and committee charters. Responsible for overseeing required trustee trainings, as well as new trustee onboarding.

*Oversight of Implementation*

**Need to complete**

*Evaluate Performance*

Review overall board performance (both internally amongst trustees and externally across the campus constituencies) at least annually to identify strengths and areas of opportunity that can be improved upon.

*Educate the Board*

Understand the required training provided by the DHE and ensure trustee completion. Focus on onboarding new trustee education and providing refresher training on specific topics when necessary.

### **III. Organization**

#### *Review of Charter*

This charter shall be reviewed and reassessed by the Governance and Nomination committee at least annually, and any proposed changes shall be submitted to the board for approval.

#### *Membership/Structure/Quorum*

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. The committee chair shall be appointed by the board chair.

#### *Staff Liaison*

The Chief of Staff and his/her designee shall be staff to the Governance and Nomination committee.

#### *Meetings*

The Governance and Nomination committee shall convene at least **three** (? To be discussed) times per year. A quorum of any meeting of the Governance and Nomination committee shall consist of a majority of its voting members. Committee members may participate by teleconference.

#### *Agenda, Minutes and Reports*

The committee chair, in collaboration with the staff liaison, shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be sent [**provided?**] to committee members **at least 5 (?)** days in advance of the meeting. Minutes for all meetings shall be drafted by the staff designee, reviewed by the committee chair, and approved by committee members at the following meeting.