



Board of Trustees

Governance and Nomination Committee

9:00 to 10:00 a.m.

June 13, 2023

Tilia Fantasia Student Lounge, Woodward Athletic Center

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

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| 1. Call to Order | Trustee Alvarado |
| 2. Approval of Minutes | Trustee Alvarado |
| a) April 25, 2023, Meeting | |
| 3. Items for Discussion and Action | Trustee Alvarado |
| a) Officers | |
| i. Nominations for Board of Trustees Officers
for 2023-2024 | Trustee Alvarado |
| b) Bylaw Review of Committee Term Limits | Trustee Alvarado |
| c) Committee Charter | Trustee Alvarado |
| i. Motion – Approval of Amended Committee Charter | |
| d) Committee Assignments | Trustee Alvarado |
| e) Prospective Trustees | Trustee Alvarado |

Attachment(s):

- a) Draft Minutes of April 25, 2023
- b) Bylaw language of Committee Terms
- c) Motion – Approval of Amended Committee Charter
- d) Amended Governance and Nomination Committee Charter



Board of Trustees

Governance and Nomination Committee

April 25, 2023

Minutes

Scanlon Banquet Hall A

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

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

MEMBERS PARTICIPATING REMOTELY: Committee Chair Melissa Alvarado

Also present and participating remotely were Westfield State University President Dr. Linda Thompson, Chief of Staff Dr. Michael Freeman, and Special Assistant to the President for Community and Governmental Affairs Timothy Rooke [joined at 8:12 AM].

The meeting was called to order at 8:03 AM by Committee Chair Alvarado and a roll call was taken of the committee members participating as listed above. It was announced the meeting was being livestreamed and recorded.

MOTION made by Trustee Salehi, seconded by Trustee Martin, to approve the minutes of the December 20, 2022, meeting. **There being no discussion, ROLL CALL VOTE** passed motion unanimously with Trustees voting in the affirmative: Montemayor, Reichelt, Salehi, Alvarado, and Board Chair Martin.

MOTION made by Trustee Reichelt, seconded by Trustee Martin, to approve the minutes of the February 7, 2023, meeting. **There being no discussion, ROLL CALL VOTE** passed motion unanimously with Trustees voting in the affirmative: Montemayor, Reichelt, Salehi, Alvarado, and Board Chair Martin.

Committee Charter Reviews

Specific language to be consistent among all the committee charters was discussed, which includes adding "transparency" to the mission paragraph, annual review of charters, removing the limit of the number of committee members, timeline for providing meeting documents, and post-meeting document availability. Language will be inserted into all charters that the committees shall meet in advance of each Board of Trustees meeting unless the chair of the committee and chair of the Board determines that a meeting is not necessary. At the beginning of each academic year, committees should create a list of objectives for the year. Committees will revise their charters to be brought to their June meetings for approval. [Timothy Rooke joined at 8:12 AM]

New Trustee Nomination Process

In the process for new Trustee nominations, the names of multiple candidates should be provided to the Governor’s office for every vacancy. That office will vet and determine the person to be placed on the Board. In preparation for vacancies, a pool of potential Trustees should always be available with a diversity of skills to complement the existing skill set of current Trustees. Any recommendations for potential Trustees should be sent to the Board assistant. The skills matrix of existing Trustees will be discussed in a future meeting.

Review Governance and Nomination Committee Charter

The committee reviewed and discussed revisions to their charter. The mission paragraph will be reduced and language moved to the authority and responsibility section. Discussion points will be made to the existing charter to be reviewed and approved in June.

Trustee Officer Election Process

An email will be sent soon requesting feedback for Board officers and committee preferences for next year.

There being no further business,

MOTION made by Trustee Reichelt, seconded by Trustee Montemayor, to adjourn.
There being no discussion, ROLL CALL VOTE passed motion unanimously with Trustees voting in the affirmative: Montemayor, Reichelt, Salehi, Alvarado, and Board Chair Martin.

Meeting adjourned at 8:40 AM.

Attachments presented at this meeting:

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

Secretary’s Certificate

I hereby certify that the foregoing is a true and correct copy of the approved minutes of the Westfield State University Board of Trustees Governance and Nomination Committee meeting held on April 25, 2023.

William Reichelt, Secretary Date

**WESTFIELD STATE UNIVERSITY
BOARD OF TRUSTEES
BYLAWS**

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, (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 5. Academic Affairs Committee

- A. *Membership.* The Academic Affairs Committee shall consist of at least three voting trustees.

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.

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.

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.

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.

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.

AMENDED FEBRUARY 7, 2023



Board of Trustees

June 13, 2023

MOTION

To approve and adopt the Westfield State University Board of Trustees Governance and Nomination Amended Committee Charter, as presented.

Robert A. Martin, Ph.D., Chair

Date



**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, president of the University and Board members to help the Board function effectively, efficiently, and with transparency, maintaining the highest levels of integrity in all matters pertaining to Westfield State University.

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

The Governance and Nomination Chair shall oversee all responsibilities of this committee and may delegate to the Vice Chair, if necessary, any matters that pertain to this committee. 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;

Coordinating, 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, It shall also periodically review the adequacy of the Board's bylaws.

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. Committee membership shall not exceed the maximum term(s) as identified in the current bylaws. The committee chair shall be appointed by the Board chair.

Staff Liaison

The President shall designate a member of the University's senior administration to serve as liaison to the Governance and Nomination Committee.

Meetings

The Governance and Nomination Committee shall meet in advance of each Board of Trustees meeting unless the committee chair and Board chair determine that a meeting is not necessary. 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 as permitted by state laws. All meetings will conform to Massachusetts open meeting laws.

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 provided to committee members at least 5 days in advance of the meeting. Minutes for all meetings shall be drafted by the staff liaison or designee, reviewed by the committee chair, and approved by committee members at the following meeting. Meeting materials will be posted on the University's website within 14 days after each committee meeting.