



Board of Trustees
Governance and Nomination Committee

October 11, 2023

8:00 AM

President's Boardroom, Horace Mann 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. June 13, 2023, Meeting | |
| b. July 21, 2023, Meeting | |
| 3. Items for Discussion | Trustee Alvarado |
| a. New Trustee Appointment Process | |
| b. Revision of #6 in the Nomination Process | |

Attachment(s):

- a. Draft Minutes of June 13, 2023
- b. Draft Minutes of July 21, 2023
- c. Draft Process for Nominating New Trustees or Trustees Seeking Reappointment



Board of Trustees

Governance and Nomination Committee

June 13, 2023

Minutes

Tilia Fantasia Student Lounge, Woodward Athletic Center

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

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

TRUSTEE GUESTS PRESENT: Trustees George Gilmer [joined at 9:50 AM] Madeline Landrau [joined at 9:30 AM], and Dr. Gloria Williams [joined at 9:50 AM]

TRUSTEE GUESTS PARTICIPATING REMOTELY: Trustee Theresa Jasmin

Also present and participating 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.

The meeting was called to order at 9:02 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 April 25, 2023, meeting. **There being no discussion, motion passed unanimously.**

Nominations for Board of Trustees Officers for 2023-2024. Committee Chair Alvarado stated that based on input from trustees, the following nominations are being suggested to present as a slate of officers to the full board for vote:

Chair: Ali Salehi
Vice Chair: Melissa Alvarado
Secretary: Dr. Gloria Williams

Bylaw Review of Committee Term Limits. Committee Chair Alvarado shared that the last bylaw review showed inconsistencies on how long trustees could serve on specific committees with financial, oversight, and audit functions.

- The bylaws of UMass and sister institutions had been reviewed and none had term limits on audit committee members, and some had requirements for financial expertise.
- Bylaw records going back to 2006 did not indicate reasons term limits were added for committee members.

- Discussion took place on revising the bylaws to remove committee members' term limits on the audit, finance, and governance committees. The Board Chair and Governance and Nomination Committee Chair review the proposed committee assignments every year and members are reassigned when needed. Each Board member is tracked by the number of years on each committee. It was agreed to update the bylaws and committee charters to remove term limits.
- There should not be term limits on the role of committee chairs so that consistency can be created in the committee's work. It is important to maintain term limits for board officers.
- Committees are not vested with authority; they are voting to make recommendations to the full Board for a final and authorizing vote. Going forward, committee motions will have this language.

Review and Approval of Amended Governance and Nomination Committee Charter. Roles were moved from the Mission to the Oversight and Implementation section.

MOTION made by Trustee Reichelt, seconded by Trustee Martin, to recommend approval and adoption of the Westfield State University Board of Trustees Governance and Nomination Amended Committee Charter, as presented. **There being no discussion, motion passed unanimously.**

Committee Assignments. Committee preferences have been received and Chair Salehi will review those, together with the length of service on committees, and create new committee assignments over the summer.

Prospective Trustees. The committee discussed the diversity and skillsets needed as positions open in the next year and reviewed the process for nominating potential trustees.

- Solicit trustees and cabinet for potential names of trustees who are alumni or engaged with the University. Some names have been received and at the six-month window of an ending trustee term, names will be reviewed to see who fits those needs.
- The Chair of the Governance and Nomination Committee vets candidates by researching and obtaining a current resume.
- The Chair of the Governance and Nomination Committee recommends candidates to the Board Chair, and they interview candidates and provide responsibilities and expectations.
- A nomination letter is sent to the governor on behalf of the Board identifying the gaps in the Board and why that person would fit. President Thompson requested that names be submitted in a timely way to avoid vacancies in the Board.
- The following skillsets were identified as being needed on the Board in the future:
 - Connection to local business community
 - Fundraising ability and/or capacity
 - Higher Education background once Trustee Martin's term ends
 - Marketing to diverse populations
 - Experience in contract, employment, and labor law

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 10:00 AM.

Attachments presented at this meeting:

- 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

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 13, 2023.

Dr. Robert Martin, Secretary

Date



Board of Trustees

Governance and Nomination Committee

July 21, 2023

Minutes

Via Zoom in accordance with Massachusetts 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.

MEMBERS PARTICIPATING REMOTELY: Committee Chair Melissa Alvarado, Secretary Dr. Robert Martin, and Trustees Madeline Landrau, Chris Montemayor, and William Reichelt, and Board Chair Ali Salehi, ex-officio member

MEMBERS EXCUSED: Vice Chair Theresa Jasmin

TRUSTEE GUESTS PARTICIPATING REMOTELY: Trustees Paul Boudreau [joined at 10:20 AM], Daniel Currier, George Gilmer, and Dr. Gloria Williams [joined at 10:23 AM]

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

The meeting was called to order at 10:16 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.

Committee Chair Alvarado shared the proposed changes to committees since the last Board meeting, causing a bylaw change which this committee needs to discuss and approve. Chair Salehi expressed his wish to create an independent committee for Advancement, Marketing, and External Relations. President Thompson shared the hope to launch a capital campaign for the campus, plans for celebrating 185 years next year, and the need to identify a brand that the entire University endorses. More support is needed for financial aid for the best students and the best faculty.

MOTION made by Trustee Martin, seconded by Trustee Landrau, as follows: The Governance and Nomination Committee recommends approval to the full Board to amend the Westfield State University's Board of Trustees Bylaws as presented.

There being no discussion, ROLL CALL VOTE passed motion unanimously with Trustees voting in the affirmative: Martin, Landrau, Montemayor, Reichelt, Alvarado, and Board Chair Salehi.

There being no further business,

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

Meeting adjourned at 10:27 AM.

Attachments presented at this meeting:

- a. Draft Motion – Bylaw Amendments
- b. Proposed Bylaw Amendments

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 July 21, 2023.

Dr. Robert Martin, Secretary

Date

Westfield State University
Governance and Nomination Committee

Process for Nominating New Trustees or Trustees Seeking Reappointment

April 30, 2020

Updated June 13, 2023

1. President and Board Chair determine if those Trustees whose terms are ending are willing to be reappointed, if eligible. If not eligible, discuss new Trustee candidates needed.
2. Determine skillset and diversity needed on board by possible vacancies. Preferred skillsets include:
 - a. Financial and Business Knowledge/Strategy
 - b. Philanthropic Leadership
 - c. History in Massachusetts Politics
 - d. Facilities
 - e. Information Technology

Priorities as of June 2023:

- f. Fundraising ability and/or capacity
 - g. Knowledge and Experience in Higher Education
 - h. Legal experience in contract, employment, and labor law
 - i. Marketing to Diverse Populations
 - j. Local business ties and connections
3. Solicit Trustees and Vice President of Institutional Advancement to give the names of possible Trustee candidates to the Governance and Nomination Committee Chair and Board Chair.
4. Governance and Nomination Committee to vet the candidates by researching them and requesting a curriculum vitae or resume.

Review:

- a. Public Education Nominating Council (PENC) Criteria to Guide the Appointment of Trustees
 - b. Overview: Public Education Nominating Council
5. Governance and Nomination Committee Chair and Board Chair interview potential candidates and provide them with a copy of the Public Education Nominating Council Statement of Commitment and Responsibilities for the Massachusetts Public College and University Boards of Trustees.
6. Forward a nomination letter from the President (identifying the board seat the nominee is being nominated for), the nominee's curriculum vitae/resume, and the Westfield State University board grid, to the Office of the Governor with copies to the Governor's Office of Boards and Commissions and the Director of Trustee Relations at the Massachusetts Department of Higher Education.