

UNIVERSITY OF MASSACHUSETTS

AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER

**MINUTES OF THE MEETING OF THE
BOARD OF TRUSTEES**

**Wednesday, November 16, 2005; 9:15 a.m.
Massachusetts Room – Mullins Center
University of Massachusetts
Amherst, Massachusetts**

Trustees Present: Chair Karam; Trustees Armstrong, Austin, Boyle, Carlin, DiBiaggio, Dubilo, Kennedy, King-Shaw, Longo, Louis, Mahoney, Makrez, O’Shea, Pearl, Rainey and Silver

Trustees Absent: Vice Chair White; Trustees Cassel, Hyppolite, McCarthy and Sheridan

University Administration: President Wilson; General Counsel O’Malley; Chancellors Lombardi, Collins, MacCormack, Hogan and Lazare; Vice Presidents Julian, Chmura, Gray and Lenhardt, Motley and Williams

Faculty Representatives: Professor O’Connor, UMASS Amherst; Professor May, UMASS Amherst; Professor Tirrell, UMASS Boston; Professor Gibbs, UMASS Dartmouth; Professor Carter, UMASS Lowell; Dr. Cooke, UMASS Worcester

Chair Karam convened the meeting at 9:18 a.m. and thanked Chancellor Lombardi, his staff and student workers for the hospitality shown to the Board.

Under the **Chair’s Report**, Chair Karam welcomed the newest member to the Board: Ruben King-Shaw. Trustee King-Shaw is the Senior Partner at Pine Creek Health Care Capital, a \$2.5 billion asset management firm. He is also a Founding Partner at Pan American Risk Management Associates, a health system development company.

Trustee King-Shaw will serve as a member of the Committee on Administration and Finance, the Development Committee and the Investment Advisory Task Force.

Chair Karam reported on the October 27th gala that took place at the University of Massachusetts Club celebrating our friend and colleague Grace Fey and her service to the University. The event helped us to create a \$100,000 scholarship fund in her name.

Two nights later there was the official Club Opening with hundreds of people in attendance. It was a great night for the University strengthening the bonds among our alumni. Currently there are 400 members; we look forward to reaching 1500.

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At yesterday's meeting of the Committee of the Whole, the Board heard the University's capital planning process and facility goals from the Amherst, Dartmouth and Worcester campuses. The University is striving to meet its education, research and service obligations to the Commonwealth. We will need investments from the Commonwealth, the federal government and the private sector.

Chair Karam reported on the University's development as a research and technology powerhouse. We have created a Science and Technology Task Force which met yesterday for the first time. The Task Force has been created to maximize the impact of that experience and knowledge and will report to us on its initial activities later in the meeting.

The Development Committee met yesterday under the new leadership of Trustee O'Shea. Chair Karam thanked Trustee Mahoney for his leadership on this Committee for the last several years.

The Board looks forward to assisting President Wilson and the Chancellors in all of their endeavors.

The next item on the agenda was **Consideration of Minutes of the Previous Meeting of the Board.**

It was moved, seconded and

VOTED: To approve the minutes of the August 24, 2005 meeting of the Board.

Ms. Megan McDonough, President of the Graduate Employee Organization spoke of her concerns regarding the Governor's reluctance to forward the 2004-2007 contracts for state appropriation to the Legislature. She thanked President Wilson for his recent lobbying efforts concerning the funding of higher education worker contracts.

Ms. McDonough asked the Trustees to act upon their requests and continue to lobby the Governor on our behalf. She indicated that she would be contacting each Board member about their suggestions in regards to communicating with the Governor.

Mr. Daniel Clawson, President of the Massachusetts Society of Professors first thanked the Board, Chancellor Lombardi and President Wilson for supporting the increase of faculty on campus. He also reported on the need to continue to increase the number of faculty, restore morale and pay people. We also need to offer a first rate education to all students including working class students and students of color.

Ms. Kathy Rhines, President of the Professional Staff Union, reported on the strained relationship across the University system. Last Wednesday, an election was held, 1190

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bargaining unit members voted by 96% to join the MTA (Massachusetts Teacher's Association). The University has not recognized the MTA as the bargaining unit without imposing certain conditions.

Trustee Valerie Louis then gave the **Student Trustee Report** and voiced her concerns about the lack of students of color on the Amherst campus stating that currently, there are 20,000 students; five hundred students of color. Trustee Louis stated that she is the only Black woman on the Board and faces on a daily basis, her race and gender.

She has also discovered the lack of the same social economic bracket as herself. The Trustees have an obligation to the citizens of Massachusetts to support diversity and that privatizing the University is in direct contradiction to the University's mission.

A round of applause followed Trustee Louis' remarks.

Students in the audience then sang a song of freedom.

The next item was the **President's Report**. President Wilson also welcomed Ruben King-Shaw to the Board. He thanked Trustee Heather Makrez for her work with hurricane relief organizing UMASS KAREs that has a goal to raise \$50,000 and the work with Habitat for Humanity to build a house in the affected area.

Trustee Brian Silver having witnessed the problems related to post-game celebrations on the campuses, called on students to take responsibility for their behavior. This involved a press conference with 75 student leaders calling on their peers to keep peace during the recent baseball series.

President Wilson reported that the \$240 million supplemental state budget released by the Senate Ways and Means Committee contains \$9 million in endowment and capital matching funds for the University. The House and Senate have both approved economic stimulus that contain roles and funding for the University. The bill has to be reconciled in conference Committee which could happen this week.

Other developments reported by President Wilson include:

- the successful opening of the University of Massachusetts Club;
- the award winning "Something to Be Proud Of" ad will run through November;
- Professors Allan Feldman, Joseph Berger and Morton Sternheim from the Amherst campus have received a grant of \$200,000 from the National Science Foundation for a national conference that will examine alternative teacher certification for science teachers;
- a \$995,000 federal education grant has been awarded to the History Department at UMASS Amherst to enhance the knowledge of local teachers of American History;

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- the UMASS Boston Graduate College of Education has received two five year grants of \$2.75 million to prepare personnel to serve children with visual impairments;
- Lowell's Francis College of Engineering has won a three year grant for \$1 million to help implement project SLICE: Service Learning Integrated throughout the College of Engineering;
- funding for the National Textile Center has been increased from \$10 million to \$13 million; this money will advance research into the creation of advanced materials for uses with synthetic arteries;
- \$4.8 million for fisheries research at UMASS Dartmouth and the Massachusetts Marine Fisheries Institute;
- a training requirement for WebCT has been instituted for all users by the Worcester campus Distance Learning Advisory Committee;
- a new HIV vaccine developed by Medical School scientists and Advanced BioScience Laboratories, Inc. showed promise during a clinical trial for generating antibody and T-cell responses in health people;
- the Center for University, School and Community Partnerships on the Dartmouth campus received a \$54,000 grant from the National Endowment for the Humanities to fund "Visions of Slavery and Freedom in the Writings of Lydia Maria Child, Frederick Douglass, Herman Melville and Harriet Jacobs";
- of the 38 new tenure-track and tenured faculty (UMASS Boston), 37% are people of color and 42% are women;
- the Center for Women in Politics and Public Policy has begun a national multi-year study of women and people of color in elected office;
- the Lowell campus's Continuing Studies and Corporate Education Division has received three national awards in its online education programs from the Sloan Consortium;
- UMASSOnline continues to grow thanks to the faculty and staff members of the campuses and the leadership of CEO David Gray.

Chair Karam commented on the success of the fishing industry in the southeastern region due to the research taking place at the University.

The next item on the agenda was the **Report of the Committee on Academic and Student Affairs**. Trustee Austin, Chair of the Committee reported that the Committee had met on November 15; there were three informational items: Fall 2005, Undergraduate Admissions and Enrollment Preliminary Report, Periodic Multi-Year Review Report and Academic Quality Assessment Development Report.

The Committee received written materials on preliminary enrollment figures, the 2004-2005 Periodic Multi-Year Review cycle and the 2004-2005 Academic Quality Assessment and Development review cycle. The Committee learned that enrollment across the system has increased and the quality indicators of SAT scores and high school grade point average rose as well.

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In 2004-2005, the sixth year of PMYR, one hundred and one faculty completed the process. Of those reviews, one hundred were rated in the category of statement accepted (Amherst, Boston and Lowell) or excellent/satisfactory (Dartmouth). Only one was listed as “statement revised/needs improvement.”

Under the Academic Quality Assessment and Development policy, 22 programs were reviewed in 2004-2005. The external review teams praised high levels of faculty productivity and curricular quality.

The discussion item, Faculty International Research: HIV/AIDS was discussed by Vice President Marcellette Williams, Professors Janice Telfer and Andrea Foulkes, UMASS Amherst, Professor Edmund Beard, UMASS Boston, Professor Isabel Rodrigues, UMASS Dartmouth, Professor Linda Williams, UMASS Lowell and Professor Katherine Luzuriaga. Research by members of the faculty will allow the University to respond to the effects of pandemics and contribute to world health challenges.

The first action item was the **Appointments of Named Professorships, UMASS Amherst, UMASS Worcester**; Lynne Baker as a Distinguished Professor and Vincent Rotello to the Charles A. Goessman Chair in Chemistry, UMASS Amherst and Professor Phillip Zamore as the Gretchen Stone Cook Chair in Biomedical Sciences, UMASS Worcester.

It was moved, seconded, and

VOTED: To concur with the President in the appointment of Lynne Baker as a Distinguished Professor at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Vincent Rotello to the Charles A. Goessmann Chair in Chemistry at the University of Massachusetts Amherst.

And further, To concur with the President in the appointment of Phillip Zamore as the Gretchen Stone Cook Chair in Biomedical Science at the University of Massachusetts Worcester. (Doc. T05-058)

The Committee’s recommendations with regard to honorary degrees and tenure would be taken up in Executive Session.

The next item was the **Report of the Committee on Administration and Finance**. Trustee Dubilo reported that the Committee had met on November 9th. President Wilson and Vice President Lenhardt gave brief reports on current activities in the University. The Committee heard extensive presentations on the University’s audited financial statement

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reflecting a positive year and good progress on the capital and operating priorities of the University.

Chair Dubilo thanked the President's Office staff and campus staff who contributed to the presentations.

The first item was **Establishment of the Walter Raleigh Amesbury, Jr. and Cecile Dudley Amesbury Professorship for Teaching and Research of the Polish Language, Literature and Culture, UMASS Amherst.**

It was moved, seconded and

VOTED: In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed professorship in Polish Language, Literature and Culture at the University of Massachusetts Amherst to be known as the Walter Raleigh Amesbury, Jr. and Cecile Dudley Amesbury Professorship for Teaching and Research of the Polish Language, Literature and Culture. (Doc. T05-063)

The next item for action was **Fiscal Year 2005 University Financial Report.**

VOTED: To accept the following report:

The FY 2005 University Financial Report, as contained in Doc. T05-064.
(Doc. T05-064)

The next item for action was **Resolution of the Board of Trustees of the University of Massachusetts Authorizing Requests for Initiation by University of Massachusetts Building Authority of Projects in FY2006-2010 Capital Plan Update and Other Projects.**

It was moved, seconded and

VOTED: WHEREAS, the University of Massachusetts Building Authority (the "Building Authority") was created by Chapter 773 of the Acts of 1960 of The Commonwealth of Massachusetts (the "Commonwealth") (said Chapter 773, as amended, being hereinafter called the "Enabling Act") as a body politic and corporate and a public instrumentality of the Commonwealth;

WHEREAS, the Building Authority was created by the Enabling Act for the general purposes of aiding and contributing to the performance of the education and other purposes of the University of Massachusetts (the "University") by providing dormitories, dining commons and other buildings and structures for the use of the University, its students, staff and their

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dependents and for lease to or use by an organization or association, in any form, of students or others the activities of which are a part of the activities at the University and subject to regulation by the Board of Trustees of the University (the "Trustees"), a research, foundation or other research organization the operation of which in conjunction with the University is approved by the Trustees or any other entity the activities of which are approved by the Trustees as furthering the purposes of the University;

WHEREAS, in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Building Authority initiate the projects described below;

NOW, THEREFORE,

1. Each of the President and the Vice President for Management and Fiscal Affairs and Treasurer of the University, acting alone, be and each, acting alone, hereby is authorized in the name and on behalf of the Trustees to make a written request of the Building Authority that the Building Authority initiate:
 - (a) Any or all of the projects set forth in the University of Massachusetts Fiscal Year 2006 to 2010 Five Year Capital Plan Update Doc. T05-050 dated August 2005; and
 - (b) Any other construction of or respecting or renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used by the University or the Building Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Building Authority in writing from time to time by either, acting alone, of the President or the Vice President for Management and Fiscal Affairs and Treasurer of the University, the making of any such request being hereby authorized.
2. The projects to be initiated by the Building Authority in accordance with any request authorized to be made in Section 1 of this resolution may in the discretion of the Building Authority be undertaken separately or together for financing purposes.
3. The President of the University, the Vice President for Management and Fiscal Affairs and Treasurer of the University and all other officers of

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the University, each of the foregoing acting alone, be and each, acting alone, is hereby authorized to request the Commissioner of Administration to approve in writing the undertaking by the Building Authority of the projects a request for which is hereby authorized and to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

4. This vote is intended as the expression of the University's "official intent" under Section 1.150-2(d)(1) and (e) of the regulations promulgated by the United States Treasury Department under the Internal Revenue Code of 1986, as amended, toward the issuance of revenue bonds under the Enabling Act or other applicable legislation for financing and refinancing the cost of any or all of the projects described in paragraph 1(a) or paragraph 1(b) above. (Doc. T05-065)

The next item was **Resolution of the Board of Trustees of the University of Massachusetts Authorizing Requests for Initiation of Projects by University of Massachusetts Building Authority**

It was moved, seconded and

VOTED: WHEREAS, the University of Massachusetts Building Authority (the "Building Authority") was created by Chapter 773 of the Acts of 1960 of The Commonwealth of Massachusetts (the "Commonwealth") (said Chapter 773, as amended, being hereinafter called the "Enabling Act") as a body politic and corporate and a public instrumentality of the Commonwealth;

WHEREAS, the Building Authority was created by the Enabling Act for the general purposes of aiding and contributing to the performance of the education and other purposes of the University of Massachusetts (the "University") by providing dormitories, dining commons and other buildings and structures for the use of the University, its students, staff and their dependents and for lease to or use by an organization or association, in any form, of students or others the activities of which are a part of the activities at the University and subject to regulation by the Board of Trustees of the University (the "Trustees"), a research, foundation or other research organization the operation of which in conjunction with the University is approved by the Trustees or any other entity the activities of which are approved by the Trustees as furthering the purposes of the University;

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WHEREAS, in the judgment of the Trustees it is in the best interests of the University, its students, staff and their dependents and said organizations that the Building Authority initiate the projects described below;

NOW, THEREFORE,

1. Each of the President and the Vice President for Management and Fiscal Affairs and Treasurer of the University, acting alone, be and each, acting alone, hereby is authorized in the name and on behalf of the Trustees to make a written request of the Building Authority that the Building Authority initiate:
 - (a) Any or all of the projects listed on Exhibit A attached hereto; and
 - (b) Any other construction of or respecting or renovation, repair, remodeling or other work in or upon or respecting any building or structure owned or used by the University or the Building Authority, or the provision, installation, renovation, repair or remodeling of or other work upon or respecting any furnishings, furniture, machinery, equipment or facilities with respect to any such building or structure, all as may be requested of the Building Authority in writing from time to time by either, acting alone, of the President or the Vice President for Management and Fiscal Affairs and Treasurer of the University, the making of any such request being hereby authorized.
2. The projects to be initiated by the Building Authority in accordance with any request authorized to be made in Section 1 of this resolution may in the discretion of the Building Authority be undertaken separately or together for financing purposes.
3. The President of the University, the Vice President for Management and Fiscal Affairs and Treasurer of the University and all other officers of the University, each of the foregoing acting alone, be and each, acting alone, is hereby authorized to request the Commissioner of Administration to approve in writing the undertaking by the Building Authority of the projects a request for which is hereby authorized and to do such other things and to take such other action as to the officer or officers so acting shall, as conclusively evidenced by their taking the action hereby authorized, deem necessary or desirable to be done or taken to carry into effect the matters hereby authorized.

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4. This vote is intended as the expression of the University's "official intent" under Section 1.150-2(d)(1) and (e) of the regulations promulgated by the United States Treasury Department under the Internal Revenue Code of 1986, as amended, toward the issuance of revenue bonds under the Enabling Act or other applicable legislation for financing and refinancing the cost of any or all of the projects described in paragraph 1(a) or paragraph 1(b) above. (Doc. T05-066)

The next item was **Amendments to the Land and Facilities Planning Policy**.

It was moved, seconded and

VOTED: To approve the changes to the Land and Facilities Use Planning Policy as outlined in Doc. T93-122, as amended.

The next item was **Fiscal Year 2007 State Budget Request and Funding Formula Authorization**. This request is consistent with the University's funding formula pursuant to Section 7 of Chapter 75 and Section 15B of Chapter 15A of the General Laws.

It was moved, seconded and

VOTED: To authorize the President to prepare and submit the Fiscal Year 2007 State Appropriation request consistent with the University's funding formula pursuant to Section 7 of Chapter 75 and Section 15B of Chapter 15A of the General Laws. (Doc. T05-067)

The next item was the **Report of the Audit Committee**. In Chair White's absence, Vice President Lenhardt reported that the Committee had met on November 9th. The Committee considered a completed audit report and a report summarizing all audit activity.

The Committee heard a report from the Director of Auditing summarizing the audit related activity in process and completed throughout the University's five campuses and central offices. Mr. Harrison discussed the many reviews that are initiated by internal audit staff or co-sourced with outside audit service firms.

The Committee also heard a report from Christine Wilda, University Controller, regarding the Financial Statement Report and Mr. Paul Hanley from PricewaterhouseCoopers presented the University's Annual Financial Report, and the draft Reports on Federal Financial Assistance, OMB Circular A-133 and the Massachusetts Student Financial Assistance Report for UMASS Boston and UMASS Lowell.

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Following the action items, the Committee had entered Executive Session to receive an update on a matter of litigation.

It was moved, seconded and

VOTED: To accept the following Audit Report:

1. Time and Attendance Limited Scope Review, UMASS Amherst, UMASS Boston (Doc. T05-055)

The next item was the **Report of the Development Committee** which had met on November 15th. The newly elected Chair of the Committee, Trustee William O'Shea first thanked Trustee Mahoney for his work as Chair of the Committee over the past several years.

The Committee discussed a report from external consultants regarding structure; there was also a discussion about the search for a Foundation Director which should be concluded in the next several months.

The Development Officers provided a review of their fundraising results. There is a lot of work to be done but we continue to improve the development processes.

Under **Other Business** the Chairman asked for a motion to approve the **Department of Defense Exclusion List**.

It was moved, seconded and

VOTED: WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chairman of the Board, the President, the Secretary, and the designated Facility Security Officer meet the personnel clearance requirements established for a contractor's facility clearance; and

WHEREAS, said Department of Defense Regulations permit the exclusion from the personnel clearance requirements of certain members of the Board of Trustees and other officers, provided that this action is recorded in the minutes.

NOW, THEREFORE, BE IT DECLARED that the Chairman of the Board, the President, the Secretary and the designated Facility Security Officer at the present time do possess, or will be processed for, the required security clearance; and

BE IT RESOLVED that in the future, when any individual enters upon any duties as Chairman of the Board, the President, the Secretary or the designated

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Facility Security Officer, such individual shall immediately make application for the required security clearance; and

BE IT RESOLVED FURTHER that the following members of the Board of Trustees and other officers shall not have, and can be effectively excluded from access to all classified information in the possession of the corporation and do not occupy positions that would enable them to affect adversely policies or practices in the performance of classified contracts for the Department of Defense or the User Agencies of its Industrial Security Program:

<u>NAME</u>	<u>TITLE</u>
John A. Armstrong	Trustee
Dennis G. Austin	Trustee
Lawrence F. Boyle	Trustee
Matthew E. Carlin	Trustee
Christine K. Cassel	Trustee
John A. DiBiaggio	Trustee
Edward A. Dubilo	Trustee
Fritz Hyppolite	Trustee
William F. Kennedy	Trustee
Ruben J. King-Shaw, Jr.	Trustee
Craig Longo	Trustee
Valerie Louis	Trustee
Robert M. Mahoney	Trustee
Heather Makrez	Trustee
Robert McCarthy	Trustee
William T. O'Shea	Trustee
Janet D. Pearl	Trustee
Stacey Rainey	Trustee
Robert K. Sheridan	Trustee
Brian Silver	Trustee
Karl E. White	Trustee (Doc. T05-071)

Chair Karam then asked Trustee Armstrong, Chair of the Science and Technology Task Force to give a report of their discussions. The charge of the Task Force is to see what areas the Trustees could facilitate the desire on the campuses to increase the research intensity and success of the University.

One of the goals of the Task Force is to recommend to the President and to the Board what the long range goals are for UMASS in the area of research activities. Each campus gave a detailed presentation on the range of their research projects; the Task Force will consider ways the Trustees can help the campuses with their research goals.

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Trustee Armstrong continued his report by stating the Task Force's goal to improving the extent of tracking research and development support for the University in addition to support from the federal government.

There is also a need to consider current policies regarding CVIP (Commercial Ventures and Intellectual Property) and Conflicts of Interests and the recruitment and hiring of women in the fields of science and engineering. The Task Force will begin to tackle some of these issues between now and the next Board meeting.

Trustee O'Shea noted the level of excellence and quality of work going on that people are not aware of in the area of research and development.

Chair Karam thanked the Trustees serving on the Task Force and reported that any actions will come before a Standing Committee for a vote.

The next item under **Other Business** was the **Worcester City Campus Corporation**. This Corporation protects the University from any liability of claims as a result of activities that take place on the Worcester campus. This action will approve the members of the Corporation as well as fill Grace Fey's position on the Board.

It was moved, seconded and

VOTED: The University of Massachusetts Board of Trustees sitting as the sole member of the Worcester City Campus Corporation, reappoints as members of the Board of Directors:

Robert K. Sheridan
Karl E. White
Thomas J. Chmura
James R. Julian
Stephen W. Lenhardt
David MacKenzie
Thomas Manning
Richard Stanton

And, Appointing James J. Karam to replace Grace Fey.
(Doc. T05-071)

Chair Karam then announced the Board would enter **Executive Session** to consider matters of **Litigation, Honorary Degrees, UMASS Amherst, Boston, Dartmouth, Lowell, Worcester and Awards of Tenure, UMASS Amherst.**

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The Board will not reconvene in Open Session. The Secretary will call the Roll; Trustees are requested to state yes or no.

It was moved, seconded and

VOTED: To enter **Executive Session** to consider matters of **Litigation, Honorary Degrees, UMASS Amherst, Boston, Dartmouth, Lowell, Worcester and Awards of Tenure, UMASS Amherst.**

Chair Karam voted for the motion as did Trustees Armstrong, Austin, Carlin, DiBiaggio, Dubilo, Kennedy, King-Shaw, Louis, Mahoney, O'Shea, Pearl and Rainey. The time was 10:30 a.m.

Barbara F. DeVico
Secretary to the Board of Trustees