

**UNIVERSITY OF MASSACHUSETTS**

**AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER**

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

**Tuesday, December 21, 2004; 10:00 a.m.  
Board Room – 26<sup>th</sup> Floor  
One Beacon Street  
Boston, Massachusetts**

**Trustees Present:** Chair Karam; Vice Chair White; Trustees Armstrong, Austin, Boyle, Dubilo, Fey, Kennedy, King, LaBrecque, Mahoney, McCarthy, Moseley, Murphy, Pham, Rainey and Sheridan

**Trustees Present Via Conference Call:** Trustees Cassel, DiBiaggio and O’Shea

**Trustees Absent:** Trustees Erving and Pearl

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

**Faculty Representatives:** Professor O’Connor, UMASS Amherst; Professor Schwartz, UMASS Boston

Chair Karam convened the meeting at 10:05 a.m.

The first item on the agenda was the **Chair’s Report**. Chair Karam welcomed everyone and provided some background information that led to today’s meeting. The Board will consider the establishment of the first public law school in the Commonwealth and the donation of the assets from the Southern New England School of Law (SNESSL). The Law School already has a first rate facility and well stocked library.

The process that has led to today’s proposal has been prudent and comprehensive. President Wilson and Chancellor MacCormack have been involved with the due diligence and have kept the Board members informed of the process through Committee meetings, including a two hour meeting of the Committee of the Whole. There have been multiple meetings with members of the Legislature and the Governor’s staff and the members of the Board of Higher Education.

Chair Karam commended the staff at the Law School for their help with the process. They have opened their records, answered every question, confident that their record of improvement would stand the test of criticism aimed at the proposed merger. The Trustees were also commended for their involvement in this process.

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The next item was the **President's Report**. President Wilson reported that the proposal has been through a thorough and careful process. This is an important step for the University and the right step for the Commonwealth. Additional, significant reviews with external reviewers will provide an opportunity for public comment

While there has been opposition from several sources, the proposal has attracted numerous expressions of support from the legal, business and academic community. Numerous newspapers and commentators have offered support such as The Boston Globe, The New Bedford Standard Times, The Providence Journal, members of Congress, several Mayors as well as other lawmakers, the Legal Aid community, state college and community presidents, members of the judiciary and former Governor William Weld.

President Wilson reported that this morning we received a letter of support from Senate Ways and Means Chair, Therese Murray. The proposal will provide opportunities for UMASS faculty members with legal expertise to teach possibly through UMASSOnLine. A financial plan will allow us to move this law school forward without using state funds. We will receive a \$10 million asset and \$1.5 million reserve fund with this donation. The Law School already has state and regional accreditation and is on the path to win ABA accreditation.

The Law School will be based in Dartmouth capped by 585 students; these stipulations will more than protect the competitive interests of any law school in this state. Chancellor MacCormack has proven success as a fiscal manager, been involved in numerous successful program accreditations and has led two of our five campuses. Her track record instills confidence.

President Wilson wrapped up his comments by stating that this proposal is a major step for the University and one that we should take. The creation of the University of Massachusetts School of Law will provide an opportunity to advance our goals of equal admission to education, research and public service.

Chair Karam then read a statement from Trustee Janet Pearl who could not be here today:

“Although I can not participate in the University of Massachusetts Board of Trustees meeting today, I am writing this email to express my support for the proposed merger between the University of Massachusetts and the Southern New England School of Law. If I could be present to vote, I would vote in support of the merger.

I feel that it is important for Massachusetts to be able to offer a public law school education to its residents: 1) to provide a more affordable option to attend law school in the state and 2) to provide a doorway to public interest law, which at the moment, is an area of need in Massachusetts.

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A University of Massachusetts law school will likely create research and collaborative opportunities amongst the campuses and with local industries. These opportunities will strengthen the University of Massachusetts as a whole, and the Dartmouth campus, in particular.

I am impressed with the due diligence that President Wilson and Chancellor MacCormack have done on this issue, and, even more so, with their personal expressions of faith in the success of this proposed merger, including the feasibility of establishing accreditation for the UMass law school. They have each noted that this merger would not drain significant finances (other than \$650K/year for three years) from the University of Massachusetts and would not require additional financial support from the state.”

The Board then heard from several speakers who had requested an appearance before the Board.

Representative Gale Candaras spoke of her opposition to the law school.

Representative Robert Correia spoke of his support for the law school as did Paul Walsh, District Attorney, Bristol County.

Senator Mark Montigny was scheduled to speak but did not attend the meeting.

Trustee Dennis Austin then made a motion to approve the establishment of the University of Massachusetts School of Law.

The motion was seconded by Trustee McCarthy.

Trustee Kennedy then offered an amendment to the motion that would indicate the Law School would remain in the Dartmouth area. The amendment was moved and seconded.

Responding to questions about the amendment, General Counsel O’Malley indicated that the amendment was a declaration of present intent but could not restrict the Board from amending it in the future.

Trustee Fey stated her confidence that due diligence has been completed. As the Trustee representative on the Board of Higher Education she stated her belief that the proposed merger will provide academic benefits to the Dartmouth campus and the University system.

It was then

**VOTED:** To approve the amendment to the original motion adding the line in the second sentence after located in “and shall remain in,”.

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Chair Karam then opened up the meeting for discussion.

Trustee Boyle indicated that nine weeks have passed since the law school issue was raised; this has not been enough time for review; there have been four requests for the establishment of an ad hoc committee to study the issue, all requests have been denied. The search for a new Chancellor at UMASS Boston is underway and is expected to last many months. The law school initiative should be vetted; the University has more important priorities such as the parking garage at UMASS Boston.

Trustee Sheridan stated his appreciation for his role as a Trustee; he too believes the University has other priorities at this time such as the need for a new athletic center at the Amherst campus, developing a strategy to deal with the declining enrollment at the Boston campus and increasing public and private funding to provide the University with the necessary resources to achieve the desired level of excellence.

Chair Karam reminded the Board that the Medical School went through the same doubts. Trustee Mahoney stated his support for the law school and believes it has been shown to be an affordable endeavor. Trustee McCarthy believes the law school will be a wonderful asset for the University and strongly supports the initiative.

Trustee Moseley from the Dartmouth campus spoke of his support for the law school and what it will mean to the region.

At 11:20 a.m. Trustee Cassel ended her conference call and indicated her support for the law school.

Chair Karam then recognized Senator Menard a supporter of the law school proposal.

President Wilson reported that the law school initiative will not get in the way of other University priorities; it will actually support some of the other things we are trying to do. The law school is financially stable and will create private fundraising opportunities.

President Wilson reported that the Commissioner of DCAM recently visited the Boston campus and is aware of its needs. We will continue to address the priorities and needs of the other campuses; the law school will not interfere with our goals but enhance our goals.

Trustees DiBiaggio and O'Shea, although they could not vote because of their attendance via teleconference call, offered their support for the proposal and believe that the important questions have been answered.

Following comments from other Trustees, Vice Chair White commended Chancellor MacCormack for her efforts with this initiative. He believes the issue has been properly vetted

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through several meetings and all questions have been answered. The Dartmouth campus has demonstrated effectiveness in building new academic programs and winning national accreditations. The University is in position to launch a public law school that will serve the citizens of the Commonwealth.

It was then

**VOTED:** To approve the establishment of a law school to be known as the University of Massachusetts School of Law. Said school shall be located in and shall remain in, and operated from Dartmouth, Massachusetts and shall be so maintained and operated as to comply with the standards approved by nationally recognized legal associations for accredited schools of law. The enrollment of said School of Law shall not exceed five hundred and eighty-five students.

1. The President is authorized to enter into an agreement or series of agreements with the Southern New England School of Law to effectuate the accomplishment and establishment of a university law school.

2. (a) The President is authorized to request, on behalf of the University, the University of Massachusetts Building Authority, to acquire by donation or otherwise the buildings, grounds and other assets of the Southern New England School of Law, to review the possibility of refinancing the existing debt of the Southern New England School of Law with tax-exempt debt or otherwise to reduce the debt service obligations, to undertake such refinancing if it is economic and feasible, and to carry out any other activities necessary or convenient to said acquisition of said buildings, grounds and other assets.

(b) This vote is intended as the expression of the University's "official intent" under Section 1.150-2(d) (1) and (e) of the regulation promulgated by the United States Treasury Department under the Internal Revenue Code of 1986, as amended, toward the issuance of revenue bonds by the University of Massachusetts Building Authority for financing and refinancing the cost of the project described in subparagraph 2(a) of this vote.

3. Upon establishment of the School of Law and final closing of the agreement(s) authorized in the preceding sections, the J.D. in Law at the University of Massachusetts Dartmouth as contained in Doc. T04-088 is approved, subject to the right and duty of the President to implement any modifications or improvements pursuant to trustee policy on academic degree programs, as he deems necessary or desirable.

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4. The Vice President for Management and Fiscal Affairs and Treasurer and General Counsel are authorized and directed to perform all due diligence to assure that the President is advised as to the prudent exercise of the authority granted herein. (Doc. T04-087)

Trustees Boyle and Sheridan voted against the motion.

There being no further business to come before the Board, the meeting was adjourned at 11:34 a.m.

Barbara F. DeVico  
Secretary to the Board of Trustees