

UNIVERSITY OF MASSACHUSETTS

VOTES

BOARD OF TRUSTEES

FEBRUARY 4, 2004

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004

CONSENT V., #1-9: Audit Reports

DATE: Board of Trustees - February 4, 2004

**DOC. & VOTE I.D.: #Docts. T04-019, T04-017, T04-018, T04-004, T04-002,
T04-001, T04-015, T04-016, T04-005**

VOTED: To accept the following Audit Reports:

1. FY2003 University Management Letter (Doc. T04-019)
2. Office of Student Financial Assistance Report (Doc. T04-017)
3. A-133 Audit Report (Doc. T04-018)
4. WUMB-FM Radio Financial Statements and Supplementary Information and Communication Letter (Doc. T04-004)
5. WFCR-FM & the Friends of WFCR, Inc. Combined Financial Statements, WFCR-FM Management Letter and Communication Letter (Doc. T04-002)
6. Purchase Credit Card Program Review, UMASS Boston, Dartmouth and Lowell (Doc. T04-001)
7. Intercollegiate Athletic Department, Statement of Revenues and Expenditures (Doc. T04-015)
8. Report on the Minuteman Court Club and UMASS Athletic Sports Activity Fund (Doc. T04-016)
9. Audit Activity Report (Doc. T04-005)

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Academic and Student Affairs – January 21, 2004

ACTION ITEM #a, Appointment to Named Professorship, UMASS
Amherst

DATE: Board of Trustees - February 4, 2004

DOC. & VOTE I.D. #: T04-008

VOTED: To concur with the President in the appointment of Seshu
B. Desu as a Distinguished Professor at the University of
Massachusetts Amherst.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Academic and Student Affairs – January 21, 2004
ACTION ITEM #a, 2: M.A. in Portuguese Studies, UMASS Dartmouth
DATE: Board of Trustees - February 4, 2004
DOC. & VOTE I.D. #: T04-009

VOTED: To approve the M.A. in Portuguese Studies at the University of Massachusetts Dartmouth as contained in Doc. T04-009.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Academic and Student Affairs – January 21, 2004

ACTION ITEM #a, 3: M.S. in Civil and Environmental Engineering, UMASS
Dartmouth

DATE: Board of Trustees - February 4, 2004

DOC. & VOTE I.D. #: T04-010

VOTED: To approve the M.S. in Civil and Environmental
Engineering at the University of Massachusetts Dartmouth
as contained in Doc. T04-010.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Academic and Student Affairs – January 21, 2004
ACTION ITEM #a, 4: M.M. in Sound Recording Technology, UMASS Lowell
DATE: Board of Trustees - February 4, 2004
DOC. & VOTE I.D. #: T04-011

VOTED: To approve the M.M. in Sound Recording Technology at the University of Massachusetts Lowell as contained in Doc. T04-011.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Academic and Student Affairs – October 21, 2003
ACTION ITEM #a, 5: B.A. in Community Studies, UMASS Boston
DATE: Board of Trustees - February 4, 2004
DOC. & VOTE I.D. #: T03-060

VOTED: To approve the B.A. in Community Studies at the University of Massachusetts Boston as contained in Doc. T03-060.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004
ACTION ITEM #b, 1: FY2003 Financial Report
DATE: Board of Trustees - February 4, 2004
DOC. & VOTE I.D. #: T04-014

VOTED: To approve the FY2003 Financial Report as contained in
Doc. T04-014.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004
ACTION ITEM #b, 2: FY2005 Student Charges
DATE: Board of Trustees - February 4, 2004
DOC. & VOTE I.D. #: T04-021

VOTED: In accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve tuition at the following maximum rates for the Amherst, Boston, Dartmouth and Lowell campuses for academic year 2004-2005:

<u>Tuition</u>	<u>Amherst</u>	<u>Boston</u>	<u>Dartmouth</u>	<u>Lowell</u>
Undergraduate (resident)	\$1,714	\$1,714	\$1,417	\$1,454
Undergraduate (non-resident)	\$9,937	\$9,758	\$8,099	\$8,567
Graduate (resident)	\$2,640	\$2,590	\$2,071	\$2,183
Graduate (non-resident)	\$9,937	\$9,758	\$8,099	\$8,567

And further, in accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the following maximum mandatory fee rates for the Amherst, Boston, Dartmouth, and Lowell campuses for academic year 2004-2005:

<u>Total Mandatory Fees (Curriculum & Other Mandatory Charges)</u>	<u>Amherst</u>	<u>Boston</u>	<u>Dartmouth</u>	<u>Lowell</u>
Undergraduate (resident)	\$7,294	\$6,310	\$6,385	\$6,437
Undergraduate (non-resident)	\$7,924	\$8,999	\$9,203	\$9,857
Graduate (resident)	\$6,639	\$6,322	\$6,868	\$5,811 *
Graduate (non-resident)	\$7,544	\$9,011	\$9,203	\$8,297 *

*Per 9 credit load

And further, in accordance with Policy T92-031, Appendix E, to authorize the President to approve, no later than April 9th, 2004, the individual rates for mandatory charges, providing that total mandatory student charges shall not exceed the total rates as outlined below for the Amherst, Boston, Dartmouth, and Lowell campuses for academic year 2004-2005:

<u>Total Mandatory Student Charges</u>	Amherst	Boston	Dartmouth	Lowell
Undergraduate (resident)	\$9,008	\$8,023	\$7,802	\$7,891
Undergraduate (non-resident)	\$17,861	\$18,757	\$17,302	\$18,424
Graduate (resident)	\$9,279	\$8,912	\$8,939	\$7,994
Graduate (non-resident)	\$17,481	\$18,769	\$17,302	\$16,864

And further, in accordance with Section 1A of Chapter 75 of the General Laws, to establish and approve the following tuition and maximum mandatory fee rates for the Worcester campus for academic year 2004-2005:

Worcester	Tuition	Mandatory Fees	Total Student Charges
Medical School (resident)	\$8,352	\$5,653	\$14,005
Ph.D./MD (resident)	\$2,640	\$20,626	\$23,266
Ph.D./MD Years 1-2 (non-resident)	\$9,856	\$35,626	\$45,482
Ph.D./MD Years 3+ (non-resident)	\$9,856	\$25,770	\$35,626
Graduate School of Nursing (resident)	\$2,640	\$5,653	\$8,293
Graduate School of Nursing (non-resident)	\$9,856	\$5,653	\$15,509
Grad. School of Biomedical Science (resident)	\$2,640	\$3,942	\$6,582
Grad. School of Biomedical Science(non-resident)	\$9,856	\$3,942	\$13,798

And further, in accordance with Section 1A of Chapter 75 of the General Laws and T92-031 (Appendix E), to authorize the President to approve, no later than April 9, 2004, final student housing rent and food service charges providing that total charge to undergraduate Massachusetts resident students shall not exceed the average rates as outlined below for academic year 2004- 2005:

Average Student Housing Rent & Food Service Charges
(includes residential telecommunication charge)

Amherst	\$6,189
Dartmouth	\$7,740
Lowell	\$6,011

And further, to authorize the President to approve, no later than April 9, 2004, the full schedule of rent and food service charges for all other classifications of students, room options and meal plans for academic year 2004-2005.

And further, to authorize the President to approve, no later than April 9, 2004, individual fee rates for other student fees and student fee/revenue based operations charges not already approved by the Board for academic year 2004-2005.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004

ACTION ITEM #b, Amendment to Worcester Campus Intellectual Property Policy

DATE: Board of Trustees - February 4, 2004

DOC. & VOTE I.D. #: T96-040, as amended

VOTED: To amend Doc. T96-040 as approved on April 11, 1996 by the Board of Trustees for the University of Massachusetts Worcester, as amended by vote of said Board on May 5, 1999, by (1) modifying the second bullet under Section III.G.1.b; (2) adding a new Section III.G.1.c.; (3) replacing the introductory paragraph for Section III.G.2.; (4) replacing Section III.G.2.b.; (5) adding new Sections III.G.2.c., III.G.2.d, and III.G.2.e; and (6) modifying Section I.D, as follows:

III.G.1.b._ Thirty percent (30%) to the inventor(s) or creator(s), except to the extent the revenue from Intellectual Property is derived from University of Massachusetts Biologics Laboratory projects. In the case of multiple inventors or creators, their shares will be distributed as they unanimously agree at the time of the invention disclosure. If the inventors or creators cannot agree on the distribution between (among) them, their shares will be distributed in equal portions.

III.G.1.c. Notwithstanding the other provisions of this policy, unless the Chancellor with the approval of the President specifically determines otherwise or as required by law, employees of the University of Massachusetts Biologics Laboratory, and other employees of the University working on projects funded by and in collaboration with said Biologics Laboratory, shall not receive an inventor(s)/creator(s) share distribution of non-equity licensing revenue; provided further, that all such

revenue that would have gone to said inventor(s) or creator(s) shall go instead to said Biologics Laboratory.

III.G.2. Acceptance of equity -- The University may accept an equity interest in a company; provided that before the CVIP agrees to accept equity, it must receive the approval of the Vice Chancellor for Research, the Vice President for Economic Development, and the University Treasurer. The equity received by the University in connection with the commercialization of Intellectual Property will be held until liquidation, unless otherwise distributed pursuant to Section III.G.2.d or III.G.2.e below, with the proceeds distributed as follows:

III.G.2.b. The remaining proceeds from equity liquidation will be distributed as follows:

- Thirty percent (30%) to the inventor(s) or creator(s) except to the extent the equity is consideration for the licensing of Intellectual Property that is derived from University of Massachusetts Biologics Laboratory projects. In the case of multiple inventors or creators, their shares will be distributed as they unanimously agree at the time of the invention disclosure. If the inventors or creators cannot agree on the distribution between (among) them, their shares will be distributed in equal portions.
- Fifteen percent (15%) for endowment in the department or program of the inventor(s) or creator(s).
- Fifty-five percent (55%) to the campus for endowment or development of research or scholarship, as determined by the Chancellor.

If the inventor(s)/creator(s) share has been distributed directly to the inventor(s) or creator(s) pursuant to Section III.G.2.d, all of the remaining proceeds from equity liquidation will be distributed between the department or program and the campus in the relative proportions of this Section.

III.G.2.c. Notwithstanding the other provisions of this policy, unless the Chancellor with the approval of the President specifically determines otherwise or as required by law, employees of the University of Massachusetts Biologics Laboratory, and other employees of the University working on projects funded by and in collaboration with said Biologics Laboratory, shall not receive an inventor(s)/creator(s) share distribution of equity licensing revenue; provided further, that all such revenue that would have gone to said inventors shall go instead to said Biologics Laboratory.

III.G.2.d. When the University accepts equity in a company as consideration for a technology licensing transaction, the University, taking into account any legal restrictions and the wishes of each inventor or creator involved, shall:

- Arrange for the inventor(s)/creator(s) to receive his or her share of equity directly from the company upon execution of the relevant agreement rather than upon liquidation pursuant to paragraph III.G.2.b. above or
- Take all equity, including the inventor(s)/creator(s) share, in the name of the University, in which case the Treasurer will make decisions regarding equity disposition based upon sound business judgment and information available to investors and will coordinate with the appropriate University officials if necessary; the inventor(s)/creator(s)' sole right being receipt of the inventor(s)/creator(s) share of such equity or its cash equivalent at such time and in such form as the Treasurer shall deem appropriate. At the determination of the Treasurer, equity may also be held on behalf of the University by the University of Massachusetts Foundation, Inc., or another outside investment advisor to minimize potential institutional conflicts of interest; provided that the interests of the inventor(s)/creator(s) provided for in this section remain in full force and effect.

III.G.2.e. In each transaction in which the University determines to hold rather than liquidate the equity it has accepted, it will ordinarily, within one year after the University's receipt of such equity in a publicly traded company, or within one year after the time when such equity in a company in which the University has accepted equity becomes eligible to be publicly traded, distribute the inventor(s)/creator(s) share of the equity or its cash proceeds as determined by the University consistent with the formula provided for in this policy.

I.D. CVIP – The University Office of Commercial Ventures and intellectual Property, which has primary responsibility for administering the development and commercialization of Intellectual Property through licensing or other arrangements. CVIP may also be referred to as the Office of Technology Management or OTM.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004

ACTION ITEM #b, 5: Amendment to Amherst Capital Plan and Other Actions

DATE: Board of Trustees - February 4, 2004

DOC. & VOTE I.D. #: T03-046, as amended

VOTED: To amend the University of Massachusetts Five-Year Capital Plan as contained in document T03-046 by adding the Amherst Student Housing project. The total project cost of the facility is estimated to be \$85,000,000.

And further,

That the University reasonably expects to incur debt to reimburse expenditures, including expenditures made within one year from the date of this vote, temporarily advanced from internal funds or internal loans for the design and construction of student housing at the Amherst campus, the maximum principal amount of debt expected to be issued for such project, including for reimbursement purposes, being \$85,000,000.

And further,

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 instrumentally 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 educational 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 other entity and activities of which are approved by the Trustees as furthering the purposes of the University;

WHEREAS, the Building Authority is authorized by the Enabling Act, among other things, (a) To construct buildings or structures and to acquire, add to, alter, enlarge, reconstruct, remodel and do other work in or upon or respecting any building or structure, in each case upon written request made by authority of the Trustees; and to provide and install furnishings, furniture, machinery, equipment, facilities, approaches, driveways, walkways, parking areas, planting and landscaping in or for or related to any such building or structure; provided that such approaches, driveways, parking areas, planting and landscaping be approved by authority of the Trustees; (b) To borrow money from time to time to achieve any one or more of its corporate purposes and to refund obligations earlier incurred for any such purpose and for refunding, and to issue and sell its revenue bonds and notes therefore, payable solely from its revenues;

WHEREAS, The Massachusetts Health and Educational Facilities Authority (HEFA) or the Massachusetts Development Finance Agency (MDFA) in the judgment of the President provides a suitable alternative to financing projects to effectuate the projects in the Capital Plan;

WHEREAS, the Treasurer is authorized to make expenditures for said Capital Plan from non-appropriated funds, which expenditures are to be reimbursed from the proceeds of financing issued through the Authority, HEFA or MDFA;

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 one or more of the aforementioned Authorities or Agencies initiate the projects described by the following:

NOW THEREFORE, BE IT RESOLVED THAT:

1. The President of the University be and he hereby is authorized in the name and on behalf of the Trustees to make a written request of any or all of the Authorities or Agencies listed above that such Authorities or Agencies initiate:

(a) Any or all of the projects set forth in the FY2004 Five-Year Capital Plan for the University Doc. T03-046, as amended as long as the estimated total project cost does not exceed the estimated total project cost listed in Doc. T03-046, as amended by more than 20%; and

(b) Any other 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 any or all of the Authorities or Agencies in writing from time to time by the President or Vice President and Treasurer of the University, the making of any such request being hereby authorized.

2. The projects to be initiated by the Authorities or Agencies in accordance with the request authorized to be made in Section 1 of this resolution may in the discretion of the Authorities or Agencies be undertaken separately or together for financing purposes.

3. The President of the University and all other officers of the University be and they are and each acting singly is authorized and directed 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 regulation 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 (c) or 1(b) above.

And further,

That the Board of Trustees authorizes the President or his designee to enter into on behalf of the University an agreement or series of agreements with an organization, consistent with the provisions of St. 1999, c. 127, § 260, to design, finance, build and manage a student housing project on the Amherst Campus, the schedule for which may include a multi-year phased construction schedule. The President or his designee is further authorized to execute any and all documents, including but not limited to those assigning or transferring rights and obligations, as the President deems necessary or desirable for accomplishing the project.

The President or his designee is further authorized, on behalf of the University, to request the University of Massachusetts Building Authority or any other tax-exempt bond issuing authority to provide any assistance the President deems necessary or desirable to effectuate the project.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004

ACTION ITEM #, 6: Amendment to Medical Education Trust Fund
Statement of Trust, UMASS Worcester

DATE: Board of Trustees - February 4, 2004

DOC. & VOTE I.D. #: T77-066, as amended

VOTED: To amend T77-066 by striking the last sentence of the first paragraph.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

COMMITTEE: Administration, Finance and Audit – January 22, 2004
ACTION ITEM #b, 7: Student Housing Project, UMASS Dartmouth
DATE: Board of Trustees - February 4, 2004
DOC. & VOTE I.D. #: T03-046, as amended

VOTED: To amend the University of Massachusetts Five-Year Capital Plan as contained in document T03-046 by adding the Dartmouth Student Housing Project. The total project cost of the facility is estimated to be \$80,000,000.00.

And further,

That the Board of Trustees authorizes the President or his designee to enter into on behalf of the University an agreement or series of agreements with one or more organizations including without limitation a ground lease to a non-profit or governmental organization, consistent with the provisions of St. 1999, c. 127, § 260, to design, finance, build and manage a student housing project on the Dartmouth Campus, the schedule for which may include a multi-year phased construction schedule. The President or his designee is further authorized to execute any and all documents, including but not limited to a master lease as lessee of the student housing project, as the President deems necessary or desirable for accomplishing the project.

The President or his designee is further authorized to request, on behalf of the University, the University of Massachusetts Building Authority or any other tax-exempt bond issuing authority to provide any assistance the President deems necessary or desirable to effectuate the project.

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 under the Enabling Act or other applicable legislation for financing and refinancing the cost of any or all of the projects described in paragraph (c) or 1(b) above.

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS, a#: Department of Defense Exclusion List

DATE: Board of Trustees - February 4, 2004

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 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>
Dennis G. Austin	Trustee
John A. DiBiaggio	Trustee
Lawrence F. Boyle	Trustee
Jamal Brathwaite	Trustee
Christine K. Cassel	Trustee
Edward A. Dubilo	Trustee
Hannah S. Fatemi	Trustee
Grace K. Fey	Trustee
William E. Giblin	Trustee
James J. Karam	Trustee
William F. Kennedy	Trustee
James E. Mahoney	Trustee
Robert M. Mahoney	Trustee
Carolina B. Marcalo	Trustee
Robert McCarthy	Trustee
Diane Bissonnette Moes	Trustee
Matthew Morand	Trustee
William T. O'Shea	Trustee
Stacey Rainey	Trustee
Sean W. Reed	Trustee
Robert K. Sheridan	Trustee
Karl E. White	Trustee

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

OTHER BUSINESS, b#: Worcester City Campus Corporation

DATE: Board of Trustees - February 4, 2004

DOC. & VOTE I.D. #: T04-024

VOTED: The University of Massachusetts Board of Trustees, convening as the sole Member of the Worcester City Campus Corporation, votes to name the following individuals to serve as Officers and Directors of the Corporation:

President: Richard Stanton
Treasurer: Stephen Lenhardt
Clerk: Thomas Manning
Directors: Thomas Chmura
Grace K. Fey
James Julian
Stephen Lenhardt
Thomas Manning
David McKenzie
Robert Sheridan
Richard Stanton
Karl E. White