

**UNIVERSITY OF MASSACHUSETTS**

**VOTES**

**BOARD OF TRUSTEES**

**AUGUST 4, 2004**

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE: Administration, Finance and Audit – July 22, 2004**

**CONSENT V., #1&2: Audit Reports**

**DATE: August 4, 2004**

**DOC. & VOTE I.D. #: Doc. T04-056 and Doc. T04-049**

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**VOTED: To accept the following Audit Reports:**

1. PriceWaterhouseCoopers Annual Audit Plan
2. University Audit Report

UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES

**COMMITTEE:** Academic and Student Affairs – July 20, 2004  
**ACTION ITEM #a, 1:** Student Government Constitution, UMASS Lowell  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T04-007

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**VOTED:** To approve, with amendments, the Lowell Student Government Constitution as contained in Doc. T04-007.

**Article IV: The Representation of the SGA**

**Section 2., B.**

To establish **and suspend** such special and standing committees as it sees fit, with the ultimate power and responsibility resting in the SGA.

**Article XII: Removal from Office**

**Section 2., B.**

By striking from the third sentence the word “**refute**” and replacing it with “**respond to**”. By adding a sentence at the end of the section: **The burden of proof will lie with the accuser.**

**Article XIII: Faculty Advisors**

**Section 1**

The SGA shall have as a primary advisor the Dean of Student Life or **his or her designee** ~~by said Dean with SGA approval.~~

**Article XX: Implementation of this Constitution**

To strike from the third sentence: This Constitution shall not be considered in permanent effect until approved by the Board of Trustees ~~or its designee.~~

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Academic and Student Affairs – July 20, 2004

**ACTION ITEM #a,** Appointment to Named Professorship, UMASS  
Worcester

**DATE:** August 4, 2004

**DOC. & VOTE I.D. #:** T04-055

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**VOTED:** To concur with the President in the appointment of Peter Newberger as the first incumbent of the Ali and John Pierce Chair in Pediatric Hematology Oncology at the University of Massachusetts Worcester.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Academic and Student Affairs – July 20, 2004

**ACTION ITEM #a, 3:** Revisions to the Graduate Medical Education Personnel Policy of the University of Massachusetts Medical School

**DATE:** August 4, 2004

**DOC. & VOTE I.D. #:** T00-024, as amended

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**VOTED:** To approve the revisions to the Graduate Medical Education Personnel Policy of the University of Massachusetts Medical School as contained in Doc. T00-024, as amended.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Academic and Student Affairs – July 20, 2004  
**ACTION ITEM #a, 4:** Master of Architecture, UMASS Amherst  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T04-062

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**VOTED:** To approve the Master of Architecture at the University of Massachusetts Amherst as contained in Doc. T04-062.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Administration, Finance and Audit – July 22, 2004  
**ACTION ITEM #b, 1:** FY2005-FY2009 University Capital Plan  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T04-058

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**VOTED:** To approve the University of Massachusetts FY2005 to FY2009 Five Year Capital Plan as contained in Doc. T04-058.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Administration, Finance and Audit – July 22, 2004  
**ACTION ITEM #b, 2:** FY2005 Allocation of State Funds  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T04-059

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**VOTED:** To direct the President to develop an allocation plan for the amount appropriated for the University in Line Item 7100-0200 of the state appropriation act for Fiscal Year 2005, and to notify the Board of Trustees and the House and Senate Committees on Ways and Means of said plan.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Administration, Finance and Audit – July 22, 2004

**ACTION ITEM #b, 3:** Establishment of the Ali and John Pierce Chair in  
Pediatric Hematology Oncology, UMASS Worcester

**DATE:** August 4, 2004

**DOC. & VOTE I.D. #:** T04-055

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**VOTED:** In accordance with sections 1A(e) and 11 of Chapter 75 of the General Laws, to establish an endowed chair in pediatric hematology oncology at the University of Massachusetts Worcester to be known as the Ali and John Pierce Chair in Pediatric Hematology Oncology.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Administration, Finance and Audit – July 22, 2004

**ACTION ITEM #b,** 4: Authorization of a Non-Resident Tuition Retention Program and the Establishment of the Non-Resident Tuition Retention Trust Fund, UMASS Amherst

**DATE:** August 4, 2004

**DOC. & VOTE I.D. #:** T04-060

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**VOTED:** To authorize, in accordance with the provisions of section 242 of Chapter 149 of the Acts of 2004, a pilot program for out of state tuition retention allowing the Amherst campus to retain, in fiscal years 2004 and 2005, all tuition paid by students who are not residents of Massachusetts. Provided that no resident of Massachusetts is denied admission to the Amherst campus as a result of the tuition retention pilot project. The President shall issue guidelines and the Chancellor of the Amherst campus shall develop operating procedures for the administration of the program including the funding of fringe benefits for those employees who are paid from tuition retained funds. The President shall develop a report on the progress of this initiative no later than January 15, 2005 to include the number of out of state students attending the school, the amount of tuition revenue retained under the program, and any programs or initiatives funded with the retained revenue.

And further,

To establish, in accordance with the provisions of Chapter 75 of the General Laws and section 242 of Chapter 149 of the Acts of 2004, the Non-Resident Tuition Retention Trust Fund for the Amherst campus. All tuition revenues received from non-resident students at the Amherst campus shall be deposited into this fund. Expenses (both direct and indirect) for the support of campus activities and programs shall be paid from this fund.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Administration, Finance and Audit – July 22, 2004

**ACTION ITEM #b, 5:** Establishment of the Marine Operations Reserve Trust Fund, UMASS Boston

**DATE:** August 4, 2004

**DOC. & VOTE I.D. #:** T04-061

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**VOTED:** To establish, in accordance with the provisions of Chapter 75 of the General Laws, the Marine Operations Revenue Based Trust Fund for the Boston campus. Revenues generated from marine activities will be deposited into this fund. Expenses (both direct and indirect) will be paid from this fund. Fees and charges for various marine services may be established by the Chancellor, and will be reported to the President annually.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Administration, Finance and Audit – July 22, 2004  
**ACTION ITEM #b, 6:** Amendments to Statement of Trust, President’s Office  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T00-017, as amended

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**VOTED:** To amend the statement of trust established by Trustee Vote T00-017 by renaming the fund the University Collaborative Services Center Revenue Based Trust Fund for the President's Office; and further to amend the statement of trust by striking everything after the words "General Laws" and inserting thereafter the following:

“The University Collaborative Services Center Revenue Based Trust Fund for the President's Office. Expenditures from the Fund shall be used for the costs of operations, management and other activities of the Center and related support provided by the President’s Office.”

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**OTHER BUSI. #a: Appointment of Interim Chancellor, UMASS Boston**

**DATE: August 4, 2004**

**DOC. & VOTE I.D. #: T04-063**

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**VOTED:** Upon the recommendation of the President, to appoint Dr. J. Keith Motley as Chancellor (Interim) of the University of Massachusetts Boston effective August 1, 2004, who shall serve at the pleasure of the President, with such salary and other terms and conditions as shall be determined by the President, in consultation with the Chair.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**OTHER BUSL. #b:** Department of Defense

**DATE:** August 4, 2004

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**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:

<b><u>NAME</u></b>	<b><u>TITLE</u></b>
Dennis G. Austin	Trustee
Lawrence F. Boyle	Trustee
Christine K. Cassel	Trustee
John A. DiBiaggio	Trustee
Edward A. Dubilo	Trustee
Grace K. Fey	Trustee
William E. Giblin	Trustee
James J. Karam	Trustee
William F. Kennedy	Trustee
Jeffrey King	Trustee
Michael E. Labrecque	Trustee
James E. Mahoney	Trustee
Robert M. Mahoney	Trustee
Robert McCarthy	Trustee
Diane Bissonnette Moes	Trustee
Matthew J. Moseley	Trustee
Matthew V. Murphy	Trustee
William T. O'Shea	Trustee
Tuan Pham	Trustee
Stacey Rainey	Trustee
Robert K. Sheridan	Trustee
Karl E. White	Trustee

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**OTHER BUSL. #c:**      **Naming of the Nantucket Field Station**

**DATE:**              **August 4, 2004**

**DOC. & VOTE I.D. #:**      **T04-065**

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**VOTED:**              To name the Nantucket Field Station the Grace Grossman Environmental Center and to acknowledge to the Grossman family with heartfelt praise the contribution of Grace Grossman to the University of Massachusetts.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Governance Committee  
**ACTION ITEM #a:** Amendments to the By-Laws  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T91-100, as amended

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**VOTED:** To approve the following amendments to the By-Laws of the Board of Trustees of the University of Massachusetts:

**Article III, COMMITTEES OF THE BOARD, is hereby amended as follows:**

**Section 1. Standing Committees**

By striking the entire section and replacing it with the following: “There shall be seven standing committees of the Board of Trustees: The Executive Committee, the Compensation Committee, the Committee on Academic and Student Affairs, the Committee on Administration and Finance, the Audit Committee, the Development Committee and the Athletic Committee.”

**Section 5. Responsibilities of Standing Committees**

Section 5(b)

By striking the current (b) and replacing it with (c).

By inserting a new section 5(b):

“The *Compensation Committee* shall consider and recommend to the Board on all matters pertaining to the compensation of the President of the University consistent with the Executive Compensation Policy.”

Section 5(c)

By striking the current (c) and replacing it with (d).

By striking the words “and Audit” in the first sentence.

By striking subsections x, xi, and the entire sentence after subsection xi.

By striking the current xii and replacing it with x.

Section 5(d)

By replacing the current (d) and replacing it with (f).

By inserting a new section 5(e):

“The *Audit Committee* shall have the responsibility of considering, reviewing and making recommendations to the full Board on all matters relative to auditing including but not limited to:

- i. initiation of audits;
- ii. audits of the University, its components and affiliates;
- iii. review and approval of the selection of external audit firms and the deployment of auditors pursuant to the Audit Protocols;
- iv. solicitation and receipt of advice from individuals who, in the sole judgment of the committee, shall qualify as “financial experts,” as defined by Section 407 of the Sarbanes Oxley Act of 2002, and regulations promulgated by the Securities and Exchange Commission under that section.

Section 5(e)

By replacing the current (e) and replacing it with (g).

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Governance Committee

**ACTION ITEM #b:** Revisions to the Executive Compensation Package

**DATE:** August 4, 2004

**DOC. & VOTE I.D. #:** T93-062, as amended

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**VOTED:** To approve the following amendment to Doc. T93-062, as amended, University of Massachusetts Executive Compensation Package for University President and Campus Chancellors:

By striking the three paragraphs under the heading “salary” and replacing them with the following:

The Board of Trustees shall establish the term and conditions, including salary, of the contract with the President. In making such determination, the Board shall give due consideration to any recommendation from the Compensation Committee. This paragraph shall apply to any renegotiation or renewal of the President’s contract.

The President, in consultation with the individual members of the Compensation Committee, shall establish the terms and conditions, including salary, of the contract with each Chancellor. This paragraph shall apply to any renegotiation or renewal of the contract with each Chancellor.

The terms and conditions established under these provisions shall not be inconsistent with the terms of this policy or with those terms and conditions generally established for similar positions in comparable institutions of higher learning.

The Chair of the Board in consultation with the Chair of the Compensation Committee and the members of the Board shall conduct a review of the President on an annual basis.

**UNIVERSITY OF MASSACHUSETTS BOARD OF TRUSTEES**

**COMMITTEE:** Governance Committee  
**ACTION ITEM #c:** 2004-2005 Officers and Committee Leadership  
**DATE:** August 4, 2004  
**DOC. & VOTE I.D. #:** T04-064

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**VOTED:** To confirm and approve the Officers and Committee Chairs of the Board of Trustee set forth in Doc. T04-064, all to serve until the next annual meeting of the Board.