

**UNIVERSITY OF MASSACHUSETTS
AMHERST•BOSTON•DARTMOUTH•LOWELL•MEDICAL•LAW**

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

**Thursday, September 21, 2023; 10:00 a.m.
University of Massachusetts Amherst Mount Ida Campus
Shaw Hall, 1st Floor
100 Carlson Avenue
Newton, Massachusetts**

Trustees Present: Chairman Karam; Vice Chair Burns; Trustees Alden, Brady, Brunelle, Colella, Dooley, Epstein, Kelleher, Maguire Keches, O'Brien, Okwara, Ramos Gagliardi, Scheibel, Tolman, Toye, Tutwiler, Worthy and Wu

Trustees Absent: Trustees Delgado, Lewis and Paris Jeffries

University Administration: President Meehan; General Counsel Leone; Senior Vice Presidents Calise and Subbaswamy; Chancellors Reyes, Suárez-Orozco, Fuller, Chen and Collins; Provosts Malone, Berger, Balasubramanian, Hartman and Flotte; Vice Chancellors Mangels, Kirleis, Doyle, O'Riordan and Lindstedt

Faculty Representatives: Professor Hoagland, UMass Amherst; Professor Haroon, UMass Boston

Documents Used:

- Meeting Minutes: June 9, 2023 (Open & Executive Session)
- 2023/2024 Board Officers and Committee Leadership, Doc. T23-039
- Department of Defense, Exclusion from Personnel Clearance Requirements, Doc. T23-040

Chairman Karam convened the meeting at 10:07 a.m. by acknowledged Board Secretary Zunilka Barrett for her 30-year commitment and dedication to serving the University and its Board of Trustees.

Chairman Karam noted Trustee Brady from UMass Amherst was participating by telephone pursuant to 940 CMR 29.10(5)(e), since there was an unanticipated, unavoidable, extraordinary circumstance making it unreasonably difficult for him to attend the meeting in person.

Any member of the public wishing to address the Board regarding an agenda item or issue related to the agenda, or to make an audio or video recording of the open public session of the Board meeting, was provided notice by the Secretary of the Board through a posting indicating that such written requests needed to be received no later than 24 hours prior to this Board meeting. Under the law, the Chair has complete discretion in granting or denying the request to speak and may limit the duration that the public has to address the Board. He noted that no requests were made to speak at the meeting.

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He reminded the Trustees to state their name when they move and second a motion for vote.

Consideration of the prior Minutes of the Board

Chairman Karam stated that the Board was provided with the draft meeting minutes from June 9, 2023 Open and Executive Session and asked for any corrections. With no corrections, the minutes were approved.

Pursuant to Mass General Laws Chapter 30A and under the Office of The MA Attorney General, Open Meeting Law Guide and Educational Materials, General Counsel Leone, under the delegation of the UMass Board of Trustees, has determined that the Executive Session minutes will not be released at this time, and should remain confidential because publication would defeat the lawful purposes of the executive session.

Chair's Remarks

Chairman Karam welcomed the new Student Trustees: Fahad Alden from UMass Lowell, Chris Brady from UMass Amherst, Amelia Toye from the UMass Chan Medical School, Jehan Worthy from UMass Dartmouth, and Michael Dooley from UMass Boston who returned for a second term.

Chairman Karam welcomed Chancellor Javier Reyes to his first Board meeting as Chancellor of UMass Amherst and thanked him for hosting the meeting at the Mount Ida campus. He acknowledged the Board's support in acquiring Mount Ida to connect UMass Amherst students to professional development opportunities in Greater Boston, and noted a positive momentum on campus, numerous expansion strategies, as well as collaborations with UMass Boston.

Chairman Karam noted the sophisticated tools that President Meehan and his team are using to illustrate how the University spends money, monitors the success of enrollment efforts, and improves procurement practices. All which lead to more efficient use of student, taxpayer, and donor funds. Chairman Karam noted the increasing amount of collaboration under President Meehan's leadership. He thanked President Meehan and his team for a strong fiscal and academic year. He concluded by thanking the members of the Board for their service.

Governance Committee Report

Chairman Karam reported that the Governance Committee agreed on the 2023/2024 Board Officers and Committee Leadership. The Board was provided with a copy of the list and Chairman Karam asked for a motion to approve the list. The motion was moved by Trustee Tolman and seconded by Vice Chair Burns. Chairman Karam asked for questions or comments.

Chairman Karam asked for a vote and the motion passed unanimously.

VOTED: To confirm and approve the 2023/2024 Officers and Committee Chairs of the University of Massachusetts Board of Trustees as set forth in Doc. T23-039; all persons to serve until the next annual meeting of the Board.

Student Trustee Report, UMass Amherst

Trustee Brady reported on the state of UMass Amherst. He spoke to Chancellor Reyes' commitment to students, faculty, and staff; the campuses commitment to social mobility and

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support offices; investments in athletics and campus dining; and obstacles ahead including cost of attendance, affordable housing constraints in the Pioneer Valley, and additional tenure tracks for faculty.

President's Report

President Meehan reported that the Dorchester Bay City Project was approved by the Boston Planning and Development Agency, which is a major milestone that will be transformative for UMass Boston. He thanked Mayor Wu, members of the Boston City Council, Chancellor Suárez-Orozco, the UMass Building Authority, Accordia Partners, and the many stakeholders who participated in the comprehensive and transparent process. The goal throughout the process has been to maximize the positive impacts on the residents of the neighborhood and the students of UMass Boston, and as Chancellor Suárez-Orozco said at the city hearing, "UMass Boston students are the future of the Massachusetts economy, and we embrace our pivotal role in educating and preparing them."

President Meehan noted the creation of a system-wide Artificial Intelligence (AI) Impact Working Group, led by Senior Vice President Subbaswamy, to discuss not only the opportunities of AI but also the great threats and critical issues within higher education.

President Meehan stated that in response to the recent Supreme Court decision on affirmative action, he is working to ensure that the University remains true to its diversity, equity, and inclusion, while also complying with the law. On October 3, the University will host a system-wide webinar that will help faculty and staff understand how the ruling is affecting UMass and universities around the nation. President thanked Secretary of Education, Trustee Tutwiler for participating in this important conversation, and Deputy Vice President Walker and Deputy General Counsel Barton for organizing the discussion.

Standing Committee Reports:

Committee on Academic and Student Affairs (CASA)

Trustee Ramos Gagliardi reported that the Committee on Academic Affairs and Student Affairs met on Wednesday, September 20, 2023, in a joint meeting with the Committee on Administration and Finance.

The Committee approved the minutes of the May 30, 2023 CASA meeting held in both open and executive session. President Meehan provided a report followed by remarks from Senior Vice President and Deputy Vice President for Academic Affairs, Student Affairs, and Equity, Kumble Subbaswamy and Nefertiti Walker.

The Committee considered and voted on two action items: Appointments to Named Professorships and Endowed Chairs, UMass Chan Medical School, and approval of the Appointment of Chancellor Emeritus at UMass Amherst. The action items were voted for inclusion in the Consent Agenda for the Board's approval. The Committee then voted to enter Executive Session for the purpose of considering four action items: Appointments with Tenure, UMass Amherst, Lowell; Awards of Tenure, UMass Chan Medical School; and Transfer of Tenure, UMass Dartmouth, Lowell; and Honorary Degrees, UMass Amherst, Boston, Dartmouth and Lowell. The tenure items were also voted for inclusion on the Consent Agenda.

Committee on Administration and Finance (A&F)

Trustee O'Brien reported that the Committee on Administration and Finance met on Wednesday, September 20, 2023, in a joint meeting with the Committee on Academic and Student Affairs. Senior Vice President Calise and her team presented the FY2024-2028 Capital Plan. The University plans to issue debt in support of this plan early next calendar year which requires a detailed assessment by the rating agencies to understand the University's financial health. The review strengthens the commitments in the financial accountability framework, improving the operating margin for all campuses to 2% by FY25, and strengthens the balance sheet to address how highly leveraged the University is. He also reported that the Advisory Working Group on Financial Planning met a few weeks ago and reviewed the outcome of the Amherst/Dartmouth admissions sharing pilot.

The Committee considered two action items: Authorization to Submit the University's Fiscal Year 2025 Budget Request, Doc. T23-046; and Approval of the University's Five-Year FY2024-FY2028 Capital Plan, Doc. T23-047. The action items were approved and placed on the Consent Agenda for Board approval. An informational item was also posted for the Committee's approval at the December Board meeting: the Non-Unit Personnel Policy, Doc. T94-023, as amended.

Consent Agenda

Chairman Karam stated that yesterday the Committee on Academic Affairs approved and voted to place their action items on the Consent Agenda for Board approval, and the Committee on Administration and Finance approved and voted to place their action items on the Consent Agenda for Board approval. He then asked for a motion to approve items 1-7 on the Consent Agenda. It was moved by Trustee Scheibel and seconded by Trustee Ramos Gagliardi. Chairman Karam asked for questions or comments.

Chairman Karam asked for a vote and the motion passed unanimously.

VOTED: To approve the following votes listed as 1-7 on the Consent Agenda:

The Committee on Academic and Student Affairs approved items 1-5 on September 20, 2023.

1. Appointments to Named Professorships and Endowed Chairs, UMass Chan Medical School, Doc. T23-041

To concur with the President in the appointment of Professor Jeannette M. Wolfe for the title of The Joy McCann Professor for Women in Medicine for a three year term at the University of Massachusetts Chan Medical School-Baystate.

And further, To concur with the President in the appointment of Professor John E. Harris for the title of The Lambi and Sarah Adams Chair of Genetic Research at the University of Massachusetts Chan Medical School.

And further, To concur with the President in the appointment of Associate Professor Elinor K. Karlsson for the title of Dr. Eileen L. Berman and Stanley I. Berman Foundation Chair in Biomedical Research at the University of Massachusetts Chan Medical School.

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And further, To concur with the President in the appointment of Professor Dale L. Greiner for the title of The Herman G. Berkman Chair in Diabetes Care Innovation at the University of Massachusetts Chan Medical School.

And further, To concur with the President in the appointment of Professor J. Kevin Donahue for the title of The David J. and Barbara D. Milliken Professor of Preventive Cardiology at the University of Massachusetts Chan Medical School.

And further, To concur with the President in the appointment of Professor Danny G. Winder for the title The Worcester Foundation for Biomedical Research Chair I at the University of Massachusetts Chan Medical School.

2. Appointment of Chancellor Emeritus, UMass Amherst, Doc. T23-049

To concur with the President in the award of Emeritus Status to Dr. Kumble R. Subbaswamy, in recognition of his service to the University of Massachusetts Amherst.

3. Appointments with Tenure, UMass Amherst, Lowell, Doc. T23-042

To concur with the President in the appointment of Associate Professor Lulu Kang in the Department of Mathematics and Statistics at the University of Massachusetts Amherst.

To concur with the President in the appointment of Professor Michael Lepore in the Department of Nursing at the University of Massachusetts Amherst.

To concur with the President in the appointment of Professor Roopali Mukherjee in the Department of Communication at the University of Massachusetts Amherst.

To concur with the President in the appointment of Professor Jeffrey Basara in the Department of Environmental, Earth, & Atmospheric Sciences at the University of Massachusetts Lowell.

To concur with the President in the appointment of Professor Mary Gallant in the Department of Public Health at the University of Massachusetts Lowell.

To concur with the President in the appointment of Professor Bertie Greer in the Department of Operations & Information Systems at the University of Massachusetts Lowell.

To concur with the President in the appointment of Professor Suri Iyer in the Department of Chemistry at the University of Massachusetts Lowell.

To concur with the President in the appointment of Associate Professor Megan Papesh in the Department of Psychology at the University of Massachusetts Lowell.

To concur with the President in the appointment of Associate Professor Rudy Valentine in the Department of Physical Therapy & Kinesiology at the University of Massachusetts Lowell.

4. **Awards of Tenure, UMass Chan Medical School, Doc. T23-043**

To concur with the President in the awards of tenure to the following individuals in the following departments:

Chan Medical School Elinor Karlsson, T.H. Chan School of Medicine
 Eduardo Torres, T.H. Chan School of Medicine
 Bo Wang, T.H. Chan School of Medicine
 Wen Xue, T.H. Chan School of Medicine
 Hyun Youk, T.H. Chan School of Medicine

5. **Transfer of Tenure, UMass Dartmouth, Lowell, Doc. T23-044**

To concur with the President in the transfer of tenure to the following individuals in the following departments:

Dartmouth Associate Professor Monika Schuler from the Adult Health
 Nursing Department to the Community Nursing Department.

Lowell Associate Professor Arghavan Louhghalam from the Department of
 Civil & Environmental Engineering, College of Engineering at the
 University of Massachusetts Dartmouth to the Department of Civil
 and Environmental Engineering, Francis College of Engineering at
 University of Massachusetts Lowell.

The Committee on Administration and Finance approved items 6-7 on September 20, 2023.

6. **Fiscal Year 2025 State Budget Request Authorization, Doc. T23-046**

To authorize the President to prepare and submit the University's Fiscal Year 2025 State Budget request per the Board's Governance policy (T73-098).

7. **Approval of the University's FY2024-FY2028 Capital Plan, Doc. T23-047**

Pursuant to Trustee Policy T93-122, as amended, to approve the University's Five-year Capital Plan (FY2024 to FY2028). Approval of the University's capital plan does not constitute approval of the individual projects and each project must follow the capital project approval process pursuant to Trustee Policy T93-122, as amended.

And further, With respect to any or all of the projects in the University's Five-Year
 Capital Plan described in the Approved Capital Project list, as reviewed and
 amended quarterly, to authorize the President of the University and such
 other officers of the University as the President may designate (the President
 and each such other officer referred to herein as an "Authorized Officer"),
 each acting singly, in the name and on behalf of the trustees, the University
 or the Commonwealth, as appropriate, (a) to effectuate the financing of one
 or more or all of such projects by such means as such Authorized Officer
 shall deem advisable, including without limitation by making a written
 request in the name and on behalf of the trustees that the University of
 Massachusetts Building Authority initiate and undertake any such project

in the Approved Capital Project list, or to request the Worcester City Campus Corporation to effectuate the financing thereof through any appropriate issuer of debt, and, (b) in connection with any such financing, to take such actions (including without limitation the execution of the guaranty of the Commonwealth on any obligation guaranteed by the Commonwealth), secure such governmental approvals, execute such agreements (including without limitation contracts for financial assistance, management and services, contracts for management and services or leases or subleases) containing such provisions and provide for such terms and sources of repayment, all as such Authorized Officer shall deem advisable and as may be required or permitted by law, including without limitation St. 1960, c. 773, §_19A, as amended, and St. 1992, c. 138, §_15A, as inserted by St. 2000, c. 159, §_303.

And further,

Pursuant to Trustee Policy T93-122, as amended, to authorize the following project under the first vote; the adoption of such vote hereby satisfies the University’s written request that that the University of Massachusetts Building Authority undertake the following projects to the extent permitted by Trustee Policy T93-122, as amended:

Campus	Project Name	Vote 1	Funding Sources				Alternative Finance & Delivery
			Local Funding	External Funding	Borrowed Funding	State Funding	
Amherst	North Campus Energy Exchange Center	24,000,000	16,000,000	8,000,000	-	-	-

And further,

Pursuant to Trustee Policy T93-122, as amended, to authorize the following projects under the second vote; the adoption of such vote hereby satisfies the University’s written request that that the University of Massachusetts Building Authority undertake the following projects to the extent permitted by Trustee Policy T93-122, as amended:

Campus	Project Name	Vote 1*	Vote 2	Funding Sources				Alternative Finance & Delivery
				Local Funding	External Funding	Borrowed Funding	State	
UMass Chan	Basic Wing Mechanical Penthouse	6,800,000	11,000,000	11,000,000	-	-	-	-
UMass Chan	Basic Wing Substations, Risers and Electrical Room Replacements	6,000,000	13,533,930	10,233,930	-	-	3,300,000	-
UMass Chan	Student Wing Substation, Risers and Electrical Room Replacements	6,000,000	12,000,000	8,700,000	-	-	3,300,000	-
TOTAL		\$18,800,000	\$36,533,930	\$29,933,930	\$0	\$0	\$6,600,000	\$0

Other Business: Department of Defense, Exclusion from Personnel Clearance Requirements Doc. T23-040

Chairman Karam asked for a motion to approve the Department of Defense, Exclusion from Personnel Clearance Requirements. This is a routine item updating new Trustees on the exclusion list form personnel clearance requirement. It was moved by Trustee Scheibel and seconded by Vice Chair Burns. Chairman Karam asked for questions or comments.

Chairman Karam asked for a vote and the motion passed unanimously.

VOTED: WHEREAS, current Department of Defense Regulations contain a provision making it mandatory that the Chairman of the Board, the President, and the

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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, 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, 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>
Fahad K. Alden	Trustee
Christopher J. Brady	Trustee
David M. Brunelle	Trustee
Mary L. Burns	Trustee
Gerald G. Colella	Trustee
Jose M. Delgado	Trustee
Michael E. Dooley	Trustee
Robert Epstein	Trustee
Richard M. Kelleher	Trustee
Robert Lewis, Jr.	Trustee
Ann M. Maguire Keches	Trustee
Michael V. O'Brien	Trustee
Noreen C. Okwara	Trustee
Imari K. Paris Jeffries	Trustee
Julie N. Ramos Gagliardi	Trustee
Elizabeth D. Scheibel	Trustee
Steven A. Tolman	Trustee
Amelia S. Toye	Trustee
Patrick Tutwiler	Trustee
Jehan Senai Worthy	Trustee
Charles F. Wu	Trustee

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Executive Session Announcement

Chairman Karam asked for a roll call vote to enter into Executive Session pursuant to M.G.L. c. 30A, Purpose 7, citing Chapter 75, Section 4, for the purpose of considering Honorary Degrees at UMass Amherst, Boston, Dartmouth and Lowell. Chairman Karam stated that the meeting would not reconvene in open session and asked for a motion. It was moved by Trustee Tolman and seconded by Vice Chair Burns.

The Secretary called the roll. Chairman Karam voted for the motion as did Vice Chair Burns; Trustees Brunelle, Colella, Dooley, Epstein, Kelleher, Maguire Keches, O'Brien, Okwara, Ramos Gagliardi, Scheibel, Tolman, Toye, Tutwiler, Worthy and Wu.

The Chairman thanked everyone for attending the meeting.

The time was 10:36 a.m.

Chelsey L. Burke
Assistant Secretary to the Board of Trustees