



# Fitchburg State University

## Board of Trustees Executive/Nominating Committee

Published on February 11, 2021 at 3:22 PM EST

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### Date and Time

Wednesday February 24, 2021 at 10:00 AM EST

### Location

This will be a remote meeting.

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Notice of a meeting of the Fitchburg State University Executive/Nominating Committee, Wednesday, February 24, 2021 at 10:00 a.m.

For view-only livestream:

[stream.meet.google.com/stream/4ba3885c-c697-4c79-a7fe-4dd4647f8225](https://stream.meet.google.com/stream/4ba3885c-c697-4c79-a7fe-4dd4647f8225)

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### Agenda

	Purpose	Presenter	Time
<b>I. Opening Items</b>			<b>10:00 AM</b>
Opening Items			
<b>A.</b> Record Attendance and Guests			1 m
<b>B.</b> Call the Meeting to Order			1 m
<b>C.</b> Approve Minutes from the Executive Committee meeting held on November 4, 2020- VOTE (16-20/21)	Approve Minutes		1 m
Approve minutes for Executive/Nominating Committee Meeting on November 4, 2020			
<b>II. Bylaws Review</b>			<b>10:03 AM</b>
<b>A.</b> Process and Timing			5 m
<b>B.</b> Discussion			20 m
<b>III. Trustee Self-Assessment</b>			<b>10:28 AM</b>
<b>A.</b> Review Current Assessment			5 m
<b>B.</b> Discussion	Discuss		15 m

	Purpose	Presenter	Time
<b>IV. Board of Trustees Retreat</b>			<b>10:48 AM</b>
<b>A.</b> Location and Timing	Discuss		5 m
<b>B.</b> Topics for Retreat	Discuss		7 m
<b>V. Closing Items</b>			<b>11:00 AM</b>
<b>A.</b> Adjourn Meeting			

## Cover Sheet

### Approve Minutes from the Executive Committee meeting held on November 4, 2020- VOTE (16-20/21)

**Section:** I. Opening Items  
**Item:** C. Approve Minutes from the Executive Committee meeting  
held on November 4, 2020- VOTE (16-20/21)  
**Purpose:** Approve Minutes  
**Submitted by:**  
**Related Material:**  
Minutes for Executive/Nominating Committee Meeting on November 4, 2020  
VOTE minutes Nov. 4 meeting.pdf

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# Fitchburg State University

## Minutes

### Executive/Nominating Committee Meeting

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#### **Date and Time**

Wednesday November 4, 2020 at 4:30 PM

#### **Location**

This meeting will be held remotely.

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Notice of a meeting of the Fitchburg State University Executive/Nominating Committee, Wednesday, November 4, 2020 at 4:30 p.m.

For view-only livestream:

<https://stream.meet.google.com/stream/dda943ca-170e-4507-97ae-46eaf82b6a09>

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#### **Committee Members Present**

D. Irving (remote), D. Phillips (remote), L. Barrieau (remote)

#### **Committee Members Absent**

*None*

#### **Guests Present**

A. Cardelle (remote), C. Canney (remote), C. Stimpson (remote), D. Irving (remote), D. Tiernan (remote), D. Tiernan (remote), G. Doiron (remote), J. Bry (remote), J. Wolfman (remote), L. Bayless (remote), M. McKenzie (remote), M. Siderwicz (remote), S. Swartz (remote)

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### **I. Opening Items**

#### **A. Record Attendance and Guests**

#### **B. Call the Meeting to Order**

D. Irving called a meeting of the Executive/Nominating Committee of Fitchburg State University to order on Wednesday Nov 4, 2020 @ 4:32 PM.

**C. Approve Minutes from the Executive Committee meeting held on May 7, 2019- VOTE (4-20/21)**

D. Phillips made a motion to approve the minutes from Board of Trustees Executive/ Nominating Committee on 05-07-19.

L. Barrieau seconded the motion.

The committee **VOTED** to approve the motion.

**Roll Call**

D. Tiernan Aye

D. Irving Aye

C. Stimpson Aye

D. Phillips Aye

L. Barrieau Aye

**II. Executive/Nominating**

**A. Nominations for Chair, Vice Chair, and Clerk for AY2021 - VOTE (5-20/21)**

The committee discussed the slate of officers.

D. Irving made a motion to approve the following slate of officers effective Nov. 11, 2020: Chair-C. Deborah Phillips, Vice Chair - Lynn Barrieau, Clerk - David Tiernan.

L. Barrieau seconded the motion.

The committee **VOTED** to approve the motion.

**Roll Call**

D. Phillips Aye

C. Stimpson Aye

D. Irving Aye

L. Barrieau Aye

D. Tiernan Aye

**III. Closing Items**

**A. Adjourn Meeting**

There being no further business to be transacted, and upon motion duly made, seconded and approved, the meeting was adjourned at 4:38 PM.

Respectfully Submitted,

D. Irving

**Fitchburg State University  
REQUEST FOR BOARD ACTION**

TO: Board of Trustees Executive/Nominating Committee	DATE: February 24, 2021
FROM: The President	REQUEST NUMBER: 16-20/21
SUBJECT: Consideration of Minutes	

It is requested that the Fitchburg State University Board of Trustees Executive/Nominating Committee vote to approve the executive committee minutes from the November 4, 2020 meeting.

# Cover Sheet

## Process and Timing

**Section:** II. Bylaws Review  
**Item:** A. Process and Timing  
**Purpose:**  
**Submitted by:**  
**Related Material:** BYLAWS\_BoardofTrustees.pdf

## BYLAWS

FITCHBURG STATE UNIVERSITY

BOARD OF TRUSTEES

Approved As Revised  
October 4, 2000



## **ARTICLE I. ORGANIZATION AND OFFICERS OF THE BOARD OF TRUSTEES**

### **Section 1. Composition and Functions of the Board**

The composition, functions, duties, powers and responsibilities of the Board of Trustees, its committees, or subcommittees, shall be as provided and authorized by the laws of the Commonwealth as in effect from time to time, subject to such rules, regulations, policies, or guidelines as the Board of Higher Education may, from time to time, adopt, or repeal for the management, control, administration, or regulation of the system of public higher education, or any part thereof.

### **Section 2. Officers of the Board**

The officers shall consist of a Chair, a Vice Chair, and a Secretary.

Such officers shall be elected by the Board of Trustees at its annual meeting upon nomination by the Nominating Committee as provided in Article III, section 5, or otherwise, and they shall hold office until the next annual meeting or until their respective successors are elected.

### **Section 3. Duties of the Officers**

- A. The *Chair* of the Board of Trustees shall have the following duties:
1. To preside at all meetings of the Board of Trustees.
  2. To call special meetings of the Board of Trustees.
  3. To serve ex-officio, with voting power, as a member of all standing committees of the Board of Trustees.
  4. To appoint all standing committees, a Nominating Committee and other special committees of the Board of Trustees.
- B. The *Vice Chair* of the Board of Trustees shall have the following duties:
- To perform the duties of the Chair of the Board of Trustees at his request or in case of his absence or incapacity.
- C. The *Secretary* of the Board of Trustees shall have the following duties:
1. Record the proceedings of the Board of Trustees and of each standing and special committee thereof in a book or books to be kept therefore.

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2. Preserve all documents, papers, and records determined by the Board of Trustees to be a part of the official records of the University.
3. Perform duties, not inconsistent with those prescribed by these Bylaws or by the Board of Trustees, or as prescribed from time to time by the Chair of the Board.

#### ***Section 4. The President of the University***

The President of the University shall serve in a non-voting capacity as the Clerk to the Board and all of its committees. In this function the President must be present at all regular and special meetings including Executive Sessions of the Board. The President shall, further, assist the Board's Secretary in the performance of the Secretary's duties.

#### ***Section 5. Associate of the Board***

Serving the Board as an Associate shall be an **Assistant Clerk**. The Assistant Clerk of the Board of Trustees shall:

Assist the Secretary in the recording of the proceedings of the Board of Trustees and perform the duties of the Secretary in the event of the Absence or illness of the Secretary upon request of the Chairman of the Board of Trustees or the President of the University.

### ARTICLE II. MEETINGS OF THE BOARD

#### ***Section 1. Regular and Annual Meetings***

There shall be four meetings a year of the Board of Trustees of Fitchburg State University in the months of May, October, January, and March, with the first being the organizational meeting. Ordinarily, the meetings will be held on the first Tuesday of each of these months. The Board shall, however, set the date and time of each meeting at least one month in advance.

#### ***Section 2. Special Meetings***

Special meetings of the Board may be held at any time and at any place when called:

- a. By the Chair of the Board of Trustees, or

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- b. By the President of the University, or
- c. By petition of any five Trustees given in writing to the Secretary.

### ***Section 3. Notice of Meetings***

Written notice of each regular meeting of the Board of Trustees shall be given to each Trustee at least five (5) days prior to the date fixed for the meeting. Notice of special meetings shall be given to each Trustee at least three (3) days prior to the meeting day. Notices shall state the time and place of the meeting and, as to special meetings the purposes for which it has been called.

### ***Section 4. Agenda of Regular Board Meetings***

A written agenda of matters to be considered at each regular meeting of the Board of Trustees shall be sent to each Trustee at least five (5) days prior to the date fixed for said meeting.

Items to be included in the agenda for a regular meeting shall be submitted in writing by:

- a. Recommendation of a standing or other committee of the Board of Trustees.
- b. The Chair of the Board of Trustees.
- c. The President of the University.

No item shall be included in the agenda for a regular meeting except upon recommendation by a standing or other committee of the Board of Trustees; the Chair of the Board of Trustees or the President of the University; provided that at any regular meeting any Trustee upon majority vote of said Board, shall be entitled to present matters to the Board of Trustees for its consideration without prior reference to a committee.

Unless otherwise determined by the Chair of the Board of Trustees, the following shall be the order of business at meetings of the Board of Trustees:

- I. Call to Order
- II. Consideration of Minutes of Prior Meeting
- III. Reports of Standing Committees

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IV. Reports of Special Committees including Nominating Committee

V. Presidential Agenda

1. President's Comments
2. Comments by University Staff at Invitation of President

VI. Status of Pending Actions

VII. Other Business

**Section 5. Quorum**

The number of Trustees necessary to constitute a quorum for the transaction of business shall be a majority of the voting members but a lesser number may adjourn any meeting from time to time, and such meetings may be held as adjourned without further notice. When a quorum is present at any meeting, a majority of the Trustees present may take action on behalf of the Trustees unless a larger number is required by other provisions of these Bylaws. By vote of a majority of Trustees present any meeting may be recessed.

**Section 6. Executive Sessions**

By vote of a majority of the Trustees present at any meeting, the Board may enter into executive session, closed to the public. The vote shall be taken by roll call and the purpose of the session and reasons why it is to be confidential shall be announced in advantage of the vote. The presiding officer shall state before the executive session if the Board will reconvene after the executive session. The Board shall maintain accurate records of its executive sessions, setting forth the date, time, place, members present or absent and action taken at each executive session. The records of any executive session may remain secret as long as publication may defeat the lawful purpose of the executive session, but no longer. All votes taken in executive session shall be recorded votes and shall become a part of the record of said executive session. Upon request of any member of the Board, any vote taken in its executive session shall be verified by a roll call.

Executive sessions may be held only for the following purposes:

- a. To discuss the reputation and character, physical condition or mental health rather than the professional competence of an individual. An open meeting shall be held if the individual involved requests in writing that the meeting be open.

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- b. To consider the discipline or dismissal of, or to hear complaints or charges brought against an officer, employee, or individual. An open meeting shall be held if the individual involved requests in writing that the meeting be open.
- c. To discuss strategy with respect to collective bargaining or litigation if an open meeting may have a detrimental impact on the bargaining or litigating position of the University.
- d. To discuss the deployment of security personnel or devices.
- e. To consider allegations of criminal misconduct.
- f. To consider the purchase, exchange, lease or value of real property, if such discussions may have a detrimental effect on the negotiating position of the University and a person, firm or corporation.
- g. To comply with the provisions of any general or special law or federal grant-in-aid requirements.
- h. To consider the award of honorary degrees.

### ARTICLE III. COMMITTEES OF THE BOARD OF TRUSTEES

#### *Section 1. Standing Committees*

There shall be five standing committees of the Board of Trustees:

- a. Academic Affairs
- b. Student Life
- c. Administration and Finance
- d. Personnel
- e. Executive Committee

#### A. Committee on Academic Affairs

The Committee on Academic Affairs shall have the following powers and duties:

1. To consider policies regarding the quality, character, and extent of instruction and research at the University, including policies governing admission requirements, programs of instruction, curriculum, degrees, public service activities, and research, and to make recommendations to the Board of Trustees with respect thereto.
2. To consider policies relates to the educational purposes and

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responsibilities of the University and evaluate the same on a long-range basis, and to make recommendations to the Board of Trustees with respect thereto.

3. To advise the President on any matter within the scope of the Committee's duties.

#### B. Committee on Student Life

The Committee on Student Life shall have the following powers and duties:

To consult with the President and consider and recommend to the Board of Trustees for action, matters pertaining to student life and activity, student Government, and the health and well being of the student body.

#### C. Committee on Administration and Finance

The Committee on Administration and Finance shall have the following powers and duties:

To inquire into all fiscal affairs of the University, to consult with the President, and to consider and recommend to the Board of Trustees for action matters relative to the general administrative service functions and the fiscal and budgetary requirements and operation of the University, and those policies and other matters pertaining to the physical properties of the University, including all buildings, land acquisition and transfer, landscape plans, and developments and construction.

#### D. Committee on Personnel

The Committee on Personnel shall have the following powers and duties:

To consult with the President and consider and recommend to the Board of Trustees for action, matters relative to the personnel needs of the University.

#### E. The Executive Committee

The Executive Committee shall have the following powers and duties:

1. To act upon matters referred to it by the President of the University, when prompt action is necessary.
2. To consider and act upon proposals referred by the Board of Trustees.

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### *Section 2. Members of the Standing Committee*

Each standing committee shall have such number of members, not fewer than three (3) as shall be appointed by the Chair of the Board at the close of the annual meeting and the Chair of each standing committee shall be elected by the Committee at its first meeting. The Chair of the Board of Trustees and the President of the University shall also be members of each standing committee. Each trustee must be a member of at least one committee.

Notwithstanding the foregoing, the Executive Committee shall be composed of the Chair of the Board of Trustees, the President of the University, and the Chair of the standing committees.

### *Section 3. Meetings of the Standing Committees*

Meetings of standing committees may be held at any time and at any place when called by the Chair of the Committee, the Chair of the Board of Trustees, or a majority of the voting members of the committee.

Written notice of each committee meeting shall be given to each Trustee at least five (5) days prior to the meeting date. Notices shall state the time, place and purpose of the meeting.

### *Section 4. Agenda of Committee of the Board*

A written agenda of matters to be considered at each meeting of a committee of the Board of Trustees shall be sent to each committee member at least five (5) days prior to the date of the meeting. Items to be included on committee agendas shall be submitted in writing by

- a. The President of the University or
- b. Any Trustee

### *Section 5. Nominating and Other Special Committees*

There shall be a Nominating Committee of the Board of Trustees appointed in March of each year serving until the next meeting. The Nominating Committee shall present at the annual meeting nominees for the posts of Chair, Vice Chair, and Secretary.

The Board of Trustees may establish other special committees from time to time to have such duties as it may determine.

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#### ARTICLE IV. MISCELLANEOUS

These Bylaws may be amended at any regular or special meeting of the Board of Trustees by a two-thirds vote of the members present, due notice of such amendment having been given in the call to the meeting.



# Cover Sheet

## Review Current Assessment

**Section:** III. Trustee Self-Assessment  
**Item:** A. Review Current Assessment  
**Purpose:**  
**Submitted by:**  
**Related Material:** Trustee Self-Evaluation Form.pdf

**Fitchburg State University**  
**Board of Trustees' Assessment**

Considerations	5 Strongly Agree	4 Agree	3 Unsure	2 Disagree	1 Strongly Disagree
1.Board members have a full and a common understanding of their roles and responsibilities.					
2.Board members understand the organization's mission, vision, and services/programs.					
3.Board members actively participate in strategic planning and ongoing strategic thinking.					
4.Board discussions focus on the organization's future NOT its past.					
5.Board culture encourages and welcomes open discussion, even when members disagree.					
6.There are an adequate number of well-functioning board committees.					
7.Board members effectively represent the organization to the community. (i.e. have an "elevator speech".)					
8.Board members understand the New England Commission of Higher Education (NECHE) accreditation process.					
9.The Board has a conflict of interest policy that all board					

members must sign and follow.					
10.The board regularly monitors financial performance and projections.					
11.Board members are sufficiently knowledgeable to ask meaningful questions about finances and financial management.					
12.The board reviews the audit report and has an opportunity to ask questions of the auditor at an exit conference.					
13.The board reviews the 990 before filing.					
14.Board members receive a meeting calendar outlining Board meetings, and other important dates for the entire year					
15.Board members receive board packets in a timely fashion with materials that adequately prepare them for meetings.					
16.Board meetings are adequate in length and held at the right time of the day.					
17.Board meetings facilitate focus and progress on important organizational matters.					
18.The Board has a packet of materials for new board members and an orientation process for them.					
19.Board members have access to the necessary technology to be effective.					

20.Board members have been trained on the technology they have been provided.					
21.Board members are familiar with MA Open Meeting Laws.					
22.The Board regularly evaluate and develop yearly goals with the President					
23.The Board reviews and makes recommendation on compensation of the President.					
24.The Board regularly assesses itself as a whole and also board member participation individually.					
25.The Board has adequate opportunity to interact with faculty and staff.					
26.The Board has adequate opportunity to interact with students.					
27.Each member of the board feels involved and interested in the board's work.					

What specifically would help to make you a more engaged board member?

Please list the three to five issues on which you believe the board should focus its attention in the next year. Be as specific as possible in identifying these points.

In five years, what do you believe is the single most important impact that this Board should have on Fitchburg State University?