APPROVED

# Fitchburg State University

# Minutes

## Board of Trustees Executive/Nominating Committee

**Date and Time**
Wednesday February 24, 2021 at 10:00 AM

**Location**
This will be a remote meeting.

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

**Committee Members Present**
D. Phillips (remote), D. Tiernan (remote), L. Barrieau (remote)

**Committee Members Absent**
*None*

**Guests Present**
A. Cardelle (remote), G. Doiron (remote), J. Wolfman (remote), K. Spinelli (remote), R. Lapidus (remote), S. Swartz (remote)

### I. Opening Items

**A. Record Attendance and Guests**

**B.**

**Call the Meeting to Order**

D. Phillips called a meeting of the Executive Committee Committee of Fitchburg State University to order on Wednesday Feb 24, 2021 at 10:02 AM.

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

D. Phillips made a motion to approve the minutes from Executive/Nominating Committee Meeting on 11-04-20.
L. Barrieau seconded the motion.
The committee **VOTED** to approve the motion.

**Roll Call**

L. Barrieau Aye
D. Phillips Aye
D. Tiernan Absent

## II. Bylaws Review

### A. Process and Timing

D. Phillips opened the discussion by expressing that the bylaws have not been updated in many years. It was suggested that they be reviewed and updated as necessary.

The president echoed the Chair’s statement. He suggested the Trustees consider reviewing other campuses bylaws to see if additions could be made that would clarify the board's responsibilities. He indicated that the bylaws captured the board's responsibilities, but at the time were drafted to be terse. He indicated that he was prepared to assist in helping to better define responsibilities to assist the board in performing their required functions.

D. Tiernan joined the meeting.

There was a discussion regarding the composition of board subcommittees. D. Phillips would like to review the subcommittees and better document in the bylaws their role and responsibilities. Also, she stated that she would like to have any agenda items that go before the full board be discussed at the subcommittee level first.

D. Phillips stated that she would like to propose that there be six full board meetings instead of the current five. She suggested that the joint meeting with the Foundation Board be eliminated. She also discussed the make-up of the Executive/Nominating Committee.

D. Phillips mentioned that another institution included remote meeting guidelines in their bylaws. Her goal is to modernize the bylaws. The committee agreed that the bylaws need updating.

### B. Discussion

There was a discussion on the lack of subcommittee meetings and therefore the lack of input of subcommittees at full board meetings.

The president said that once the subcommittees meet, the Chairs of the subcommittees would be better able to make presentations at the full board meetings. He discussed potential structures and topics for consideration that would make sense for the committees. The president proposed that at committee meetings, the trustees be informed more in-depth on institutional matters and then present at the full board meetings.

L. Barrieau said that when she is asked questions about various topics related to Fitchburg State, she does not always know the answer and would like to be better prepared. She thought the proposed subcommittee format might assist with that.

D. Tiernan commented that he thought board members could provide insight as to what is going on in the business world and that would be a valuable service for career path development. He mentioned the student affairs committee has not been active.

D. Phillips stated that the boards job is to look at the institutional long view. She is not trying to get trustees involved in day-to-day operations. She discussed what others schools were doing. The next step is to work on the bylaws by way of an adhoc committee that includes the Executive Committee. She stated that she would invite any board member to participate in this process that was interested.

The president suggested that D. Phillips contact her counterparts to see what they are doing with their subcommittees in regards to content, frequency, and length of meetings. He cautioned about the time commitment that the Trustee would have to dedicate to this new structure.

D. Phillips recognized that the president is to lead the institution and the board is here to support the school. She stated that having the trustees better informed is a plus for Fitchburg State. She has reviewed the bylaws from Framingham State, Worcester State and Salem State.

There was a discussion on how the different institutions operate.

## III. Trustee Self-Assessement

### A. Review Current Assessment

D. Phillips presented the current self-assessment. She discussed the language and questions within the self-assessment. She suggested that it be updated in the light of the mandated training to make it a more valuable tool.

L. Barrieau commented that there was not an adequate Trustee orientation.

### B. Discussion

The president provided history on the board assessment. He stated that at the time the goal was to figure out how collectively the board felt it is operating and how well they were doing as a board. He indicated that rewording questions would allow for more individualized responses if that was the boards desire.

There was a discussion on the content and different types of assessments.

## IV. Board of Trustees Retreat

### A. Location and Timing

There was a discussion on different scenarios for the summer retreat. The president reminded the committee of Open Meeting Law requirements. The consensus was an in-person retreat would be best.

### B. Topics for Retreat

D. Phillips said the self-assessment, Trustee orientation and long-term goals should be topics discussed at the retreat. At the next board meeting, the potential retreat dates and topics would be discussed.

## V. 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 11:14 AM.

Respectfully Submitted,
D. Phillips