APPROVED

Fitchburg State University

Minutes

Board of Trustees Executive/Nominating Committee Meeting

Date and Time
Wednesday March 31, 2021 at 9:30 AM

Location
This will be a remote meeting.

Notice of a meeting of the Fitchburg State University Executive/Nominating Committee, Wednesday, March 31, 2021 at 9:30 a.m.

For view-only livestream:

Live stream
stream.meet.google.com/stream/bc0b0b36-8e86-48f9-8c1a-7b0301849782

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

Committee Members Absent
None

Ex Officio Members Present
R. Lapidus (remote)

Guests Present
F. O'Donnell (remote), G. Doiron, G. Doiron (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 Mar 31, 2021 at 9:32 AM.

C. Approve Minutes from the Executive/Nominating Committee meeting held on February 24, 2021 - VOTE (17-20/21)

L. Barrieau made a motion to approve the minutes from Board of Trustees Executive/Nominating Committee on 02-24-21.
D. Tiernan seconded the motion.
The committee **VOTED** to approve the motion.

Roll Call

D. Phillips	Aye
D. Tiernan	Aye
D. Irving	Aye
L. Barrieau	Aye

II. Bylaws Review

A. Review draft/proposed changes

B. Discussion

D.Phillips opened the meeting by bringing the committee up to date on the bylaw review.

III. Trustee Self-Assessment

A. Update on status

D. Philllips next introduced the topic of board assessment. The President clarified that this year, there appeared to be some interpretational issues with the self-assessment. The issue is whether the board member should evaluate themselves or evaluate their perception of the operation of the board as a whole. In the past, board assessment was rather consistent with regard to feedback but this past year, although the same assessment instrument has been used three times, results were more varied. It was suggested that the assessment instrument be reviewed relative to how the board feels assessment should be made.

A discussion ensued on the history of the self-assessment.

B. Discussion

The President noted that there was constructive criticism from NEASC years ago because there was no board assessment. He suggested looking at the Trustee learning modules and consideration be made to modifying the current self-assessment questions if they were not meeting desired needs.
There was a discussion on what the other boards are doing and how the accreditation body evaluates. The President will ask his colleagues if they have a board assessment instrument perhaps that could be used as a starting point.

D. Phillips stated that the topics for the retreat will be the bylaws, governance, and budgeting. She suggested that someone do a presentation on the budget. There was a discussion on an appropriate facilitator to do the presentation.

There was a discussion on the auditors and their roles.

D. Phillips suggested that the more information Trustees had, the better informed they would be when speaking to the community.

There was a discussion regarding the institutions that recently closed and whether or not the Trustees at the respective schools were aware of the financial situations.

The President discussed scenarios that should raise red flags to board members. He reviewed the process by which the BOT is presented with financial information. He also noted that a state institution information was public and perhaps better reviewed by a variety of sources. In the case of private schools' information is less shared. He discussed the changes made by the BHE to increase fiscal oversight. He indicated that there should never be a financial surprise.

D. Irving mentioned prior schools that had failures and the lack of board oversight.

D. Phillips discussed the importance of Trustee orientation. She mentioned her experience with onboarding as a Trustee.

D. Phillips reiterated that at the Board retreat governance and budget will be on the agenda. She discussed the Open Meeting Law as it relates to an event like the Board retreat. She invited the Board members to send her or the President topics for the agenda.

A discussion ensued regarding the current bylaws and what should be included or excluded in the new bylaws. D. Tiernan suggested to try not to address every situation but keep the bylaws simplistic.

The consensus was to modernize the language, and include state guidelines that we need to adhere to and specifically add what is mandated.

The committee structures were discussed.

D. Phillips indicated that we should memorialize our real practice.
She asked the committee to look at bylaws from other schools that have been updated and amended to talk about in the future. She also would like the committees to become more active.

IV. 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 10:37 AM.

Respectfully Submitted,
D. Phillips