APPROVED

Fitchburg State University

Minutes

Board of Trustees Meeting

Special Board of Trustees Meeting

Date and Time
Thursday November 9, 2023 at 3:30 PM

Location
Presidents' Hall, Mazzaferro Center, 291 Highland Ave., Fitchburg, MA 01420

Notice of a special meeting of the Fitchburg State University Board of Trustees on Thursday, November 9, 2023 at 3:30 p.m.

The meeting will take place in Presidents' Hall, Mazzaferro Center, 291 Highland Ave., Fitchburg, MA 01420

Trustees Present
A. Turner, C. Stimpson (remote), D. Phillips, D. Tiernan (remote), E. Gregoire, J. Flanagan, K. Spinelli, L. Barrieau, M. Fiorentino, Jr. (remote)

Trustees Absent
S. King-Goodwin

Ex Officio Members Present
R. Lapidus

Guests Present

D. Bellinger-Delfeld, F. Barricelli, G. Doiron, J. Bry, J. Murdoch, J. Wolfman, L. Bayless, L. LeBlanc, M. Bruun, M. Hoey, M. McKenzie, P. Marshall, P. Marshall, P. McCafferty, P. Weizer, R. Diakite, R. Toomey, S. Dodd, S. Goodlett, S. Levine

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I. Opening Items

A. Record Attendance and Guests

B. Call the Meeting to Order

D. Phillips called a meeting of the board of trustees of Fitchburg State University to order on Thursday Nov 9, 2023 at 3:31 PM.

II. Composition of the Presidential Search Committee

A. Discussion and VOTE (21- 23/24)

D. Phillips read a prepared statement:

As you know, appointing the university's president is the most significant responsibility of a board of trustees. As you also know, we do not need to create a process to accomplish this out of whole cloth. In the Commonwealth, the search process for a state university president is guided by the Board of Higher Ed. I've reviewed the Guidelines and I know many of you have as well.

I've also sought advice from other board chairs whose boards have conducted a presidential search. Those include board chairs from our own past boards, and those at other universities. I also sought input from BHE and our own university counsel. I learned that the BHE guidelines on the appointment process are intended to give local board chairs flexibility in crafting a list of appointees. I also learned that past practice here and at other institutions has been for the board chair to review the nominations from the employee organizations, non-unit self-nominations, the trustees willing to serve, etc., and after consulting with any other appropriate stakeholders, present a slate to the full board for its consideration. I was advised to keep the committee as small as possible within the Guidelines while still establishing a well-rounded committee. BHE counsel and other chairs also informed me that its customers for the board chair to provide the full board with a suggested 'charge' to be discussed, basically instructing the committee on any authority we are delegating to it and outlining our expectations.

I spent a great deal of time considering the composition of the search committee I'm recommending to you. I took into account the BHE's minimum membership requirements - 1 member from each employee organization, 1 student, 3 trustees, etc. This process included a review of union affiliations, positions held at FSU, and years of service. I carefully reviewed not only the information provided by each person nominated, but peer

and union recommendations. I seriously considered the makeup of the committee as a whole - it will act as a body, and I think its members should complement each other and challenge each other. I aimed to achieve a well-rounded group for your consideration, including not only traditional affirmative action/diversity guidelines, but looking at the unique or specific experiences and contributions each person could bring to the table.

You've been provided with the list of those people I believe can most effectively assist us in conducting a search for a new president.

L. Barrieau read a prepared statement:

- I would like to go on the record as stating that I am personally offended and quite frankly shocked at the way the selection for the search committee has been conducted. You have made it clear that our by laws allow you to proceed as you did but I would ask ...should you have?
- The selection process appeared to be driven by the board chair and a small, non-representative group, rather than an inclusive decision-making approach.
- Who made these decisions, was it solely you and if not who else was a part of the selection process? Your term on the board ends on March 1,2024, therefore it does not seem appropriate that you have created and placed yourself on a search committee for a president that you will never be working with.
- No documentation was made available to track the selection process, creating doubts about fairness and integrity.
- The process did not appear to involve a competitive selection approach or consideration of multiple candidates for each position. Why do we only have one faculty member and one student when they are the lifeblood of the university.
- There was a lack of oversight by the BOT to ensure the process's fairness.
- The criteria used for evaluating potential committee members were not transparent, leaving room for bias or favoritism.
- Why were trustees not allowed to vote on which members were best suited for the committee?
- I think we can all agree that choosing our university's president is one of the most important tasks and shouldn't all of our collective community voices be heard.

D. Phillips responded that she was sorry L. Barrieau felt that way.

A. Turner also expressed concerns about not being able to see the recommendations.

M. Fiorentino stated that some good points were made and there was a flaw in this process. He thought the Board should meet to discuss the composition of the committee. The Chair certainly has the right to put the committee slate together, but it would have been helpful if there was openness. If there was a preference for certain individuals, what

were the criteria that the Chair mentioned? He said he didn't think the Board had the opportunity to weigh in on the Presidential Search Committee composition.

E. Gregoire stated that he was a little bit confused, and feels there has been a missed step in the search committee process. He was under the impression that the composition and discussion about the committee would be discussed at today's meeting.

The proposed Presidential Search Committee was distributed by the Chair of the Board the evening before the meeting without discussion.

D. Phillips reiterated that she was sorry that some Board members were offended.

E. Gregoire noted that technically, according to the by-laws, the Chair has a right to form committees within the Trustees. The Presidential Search Committee is different.

There was a discussion.

E. Gregoire stated that he was conflicted about how decisions were made in the formation of the committee presented, in the spirit of collaboration in both composition and as well as the actual individuals appointed, and those that expressed interest. How does it align with what the Board wants as a whole? In the absence of this conversation, the Board is not doing due diligence. The Presidential Search Committee is the screening committee to narrow down presidential candidates. We have the responsibility to shepherd this process forward. This is not something that comes up every year and it's important that we do it deliberately and respectfully.

D. Phillips stated that she proposed the minimum size committee within the BHE Guidelines.

K. Spinelli stated that it was not the selection of the committee, but the Board did not have the opportunity to look at the nominations and provide input.

There was a discussion about the selection process, the criteria used for selection and the Chair's authority in this process.

M. Fiorentino stated that at the beginning of any presidential search, the committee selection is an essential step in ensuring everything goes smoothly. Communication is so important. He noted that he did not believe that the academic side of the house was properly represented on the committee and was concerned about the criteria when the selections were made. He said the Board was not fully informed. Should we start over?
D. Phillips again stated that she was sorry that some Board members felt this way. She stated she did a deep dive. She asked for a solution.

L. Barrieau stated that the vote should be tabled.

M. Fiorentino said let's have a meeting and then go forward with bringing a slate of candidates to the full Board.

L. Barrieau made a motion to remove the Presidential Search Committee selection vote presented.
M. Fiorentino, Jr. seconded the motion.
The board **VOTED** to approve the motion.

Roll Call	
D. Phillips	No
J. Flanagan	No
M. Fiorentino, Jr.	Aye
A. Turner	Aye
K. Spinelli	Aye
D. Tiernan	No
S. King-Goodwin	Absent
C. Stimpson	No
L. Barrieau	Aye
E. Gregoire	Aye

III. Charge to the Presidential Search Committee

A. Discussion and VOTE (22-23/24)

E. Gregoire stated he was concerned about the evaluation process and how the decisions were made on the committee composition. He expected that would be the conversation that would take place at today's meeting.

A. Turner asked where the student nominations originated and who were the other nominations?

Phillips responded that the student nomination came from Dr. Laura Bayless, Vice President for Student Affairs. L. Barrieau said did the students not have the same criteria as the others? D. Phillips said they would have liked to have A. Turner, but she is graduating. L. Barrieau said that doesn't make sense because the Chair's term expires on March 1, 2024 and she is not eligible for reappointment and Dave Tiernan had not been reappointed.

G. Doiron presented a list of Board members listing their terms of office and stated that we receive notice when a new trustee is appointed, and we don't know when the notices will come.

D. Phillips noted that the appointment process had been slow and that trustees serve until their seat is filled by a new Trustee. To answer Lynn's question, student trustee's terms end when they are no longer a student.

E. Gregoire stated that the composition of the committee should include the size - 9-13, and said if there is the ability to increase the committee membership, it is very important to have more than the two minimum number of faculty members. He stated that they are deeply involved with curriculum, student involvement and strategic planning and that their representation should be increased. He stated t an additional student would be helpful. That is why we are here, to support the students.

M. Fiorentino shared E. Gregoire's concerns and to keep the committee at a manageable number, and at this time, it was extremely important to add one or two additional faculty members and another student.

L. Barrieau agreed with Mike and suggested adding another faculty member and eliminating the school superintendent. She pointed out that the individual in that role currently is only interim, anyway.

Members discussed the inclusion or exclusion of a city community member. D Phillips stated that it is important to have one, and the superintendent of the Fitchburg Public Schools is a key individual in the community, and university has a strong relationship with the local schools. The individual who is the interim has been in the system for over a decade, was the deputy superintendent here and has a background in elementary education as well as administration.

There was a discussion about a community member serving on the committee.
K. Spinelli made a motion to have two faculty members and two students on the Presidential Search Committee.
D. Tiernan seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

M. Fiorentino, Jr.	Aye
S. King-Goodwin	Absent
J. Flanagan	No
C. Stimpson	Aye
D. Phillips	No
K. Spinelli	Aye
A. Turner	Aye
E. Gregoire	Aye
L. Barrieau	Aye
D. Tiernan	Aye

There was a discussion on the submission process for candidates to serve on the Presidential Search Committee. The Board discussed how the Chair reviewed the nominations. There was discussion the board seeing all of the nominations

M. Fiorentino said it is important that committee members have university history, what roles they serve on campus, leadership experience and do they have the time to serve on the committee. He did note that it is also important to have newer staff representation.

There was another vigorous conversation about the decision-making process, and the Chair's authority. The submission process for candidates was to send an email of interest to Ms. Jessica Murdoch, Vice President for Human Resources and Payroll Services and to Chair Phillips.

Member stated that the Chair reviewed the nominations and made the selections to the committee without board consultation. D. Phillips stated that she followed the BHE process and their advice

E. Gregoire indicated the reason that he was confused was not having the conversation and the criteria discussion about the composition. Our role is to vet the search committee and include our insight. The process and communication matters in a public way and transparency is crucially important. He had an issue with the sequence of how the committee was formed.

There was discussion about the Board reviewing the list of nominees.

D. Phillips stated she had asked the BHE about that and was told the chairs selected the individuals within the criteria. She offered to seek BHE approval to have the full board review the list. It would have to be redacted since some nominees included private information.

L. Barrieau said the members of the committee is not the issue, it has to do with the fact that none of the other steps were passed by the Board.

K. Spinelli asked is it the Board's will to have the Chair go back and add to the list and present a new slate in the future?

D. Phillips responded that she was not inclined to change the people that were chosen, but would add to the list.

There was a discussion.
K. Spinelli made a motion to have the Chair go back and make modifications to the committee and present a slate of 13 members to serve on the Presidential Search Committee.
E. Gregoire seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

A. Turner	Aye
M. Fiorentino, Jr.	Aye

Roll Call

D. Phillips	No
S. King-Goodwin	Absent
E. Gregoire	Aye
C. Stimpson	Aye
L. Barrieau	Aye
J. Flanagan	No
D. Tiernan	Aye
K. Spinelli	Aye

D. Phillips reported that the proposed Charge to the search committee was provided to the Board.

There was a discussion.

D. Phillips talked about the search firm selection that would take place at the next Board meeting on Nov. 14. There was a discussion about search firms in general.
M. Fiorentino, Jr. made a motion to approve the Charge to the Presidential Search Committee.
K. Spinelli seconded the motion.
The board **VOTED** to approve the motion.

Roll Call

M. Fiorentino, Jr.	Aye
J. Flanagan	Aye
A. Turner	Aye
C. Stimpson	Aye
S. King-Goodwin	Absent
L. Barrieau	Aye
E. Gregoire	Aye
D. Tiernan	Aye
K. Spinelli	Aye
D. Phillips	Aye

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 4:39 PM.

Respectfully Submitted,
D. Tiernan