



Board of Trustees

Governance and Nomination Committee

December 20, 2022

Minutes

Catherine Dower Center for the Performing and Fine Arts, Room 127

And via Zoom, in accordance with Massachusetts Gov. Charlie Baker's Executive Order Suspending Certain Provisions of the Open Meeting Law, G.L. c. 30A, § 20 dated March 12, 2020.

A live stream of the meeting for public viewing also took place on YouTube.

MEMBERS PRESENT: Committee Chair Melissa Alvarado, Vice Chair Ali Salehi, Secretary William Reichelt, and Trustee Chris Montemayor

TRUSTEE GUESTS PARTICIPATING REMOTELY: Dr. Robert Martin

Also present and participating were Westfield State University President Dr. Linda Thompson and Chief of Staff Dr. Michael Freeman.

The meeting was called to order at 8:02 AM by Committee Chair Alvarado. It was announced which Trustees were participating as listed above and that the meeting was being livestreamed and recorded.

MOTION made by Trustee Reichelt, seconded by Trustee Montemayor, to approve the minutes of the October 12, 2022, meeting. There being no discussion, **Motion passed unanimously.**

Committee Chair Alvarado stated the meeting will consist of discussion of the proposed bylaw amendments which will be brought back to the committee for approval at a future meeting.

Board of Trustees Bylaw Revision. The following proposed revisions were discussed.

Article III, Section 2. The chair shall serve as ex-officio, voting member of all Board committees but will not count toward establishing a committee's quorum.

- Whoever sits in the chair position should attend all meetings, but not affect the quorum.
- At public school committees, the mayor is the chair, but not a member, so doesn't affect what the committee does.
- Most items coming to the committees can also be addressed at the full board meeting where the chair can vote on a matter.
- The chair having a broader knowledge of all segments of the University is a significant factor but may persuade other members not to vote so that position becomes a super vote.

- Most of the other public institutions have voting chairs on committees. If not voting at committees, the chair has no other authority.
- An alternative is to make the chair a member of each committee.
- More review and consultation with legal counsel was requested.

Article IV, Section 3. Changing the number of members from six to four to request a special meeting is better.

Article IV, Section 5. A quorum of a public body needs to be consistent with the open meeting law. This will be reviewed further.

Article IV, Section 10. The title of others participating in meetings is not as important as the authority to be there. Further review and a legal opinion were requested.

Article V, Section 2, and Section 4.A. Where these paragraphs state that committee members are appointed by the board chair subject to the consent of the board of trustees, this consent does not require a vote; it is absent disagreement when presented in a meeting.

Article VIII, third paragraph. Language about attendance may not supersede general law. This needs further review.

Revisions will be made as discussed and presented at the next board meeting for vote.

Committee Charters Review and Update. Trustee Alvarado requested committee chairs to review the committee charters in the next few months. She will create a template for all committees to use to create consistent formatting and content.

There being no further business, **MOTION** made by Trustee Reichelt, seconded by Trustee Montemayor to adjourn. There being no discussion, **Motion passed unanimously.**

Meeting adjourned at 9:00 AM.

Attachments presented at this meeting:

- a) Draft Minutes of October 12, 2022
- b) Proposed Revisions to Board of Trustees Bylaws
- c) Committee Charters