



## Board of Trustees

Governance and Nomination Committee

February 7, 2023

Minutes

Nettie Stevens Science and Innovation Center, Room 304

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 [joined at 8:13 AM]

**TRUSTEE GUESTS PRESENT:** Trustee Dr. Robert Martin

**TRUSTEE GUESTS PARTICIPATING REMOTELY:** Trustee George Gilmer

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 8:03 AM by Committee Chair Alvarado and committee members participating as listed above were announced. It was also announced that the meeting was being livestreamed and recorded.

Discuss Bylaw Amendments. Committee Chair Alvarado provided the following clarification for some of the proposed amendments to the bylaws as requested at the December 20 committee meeting.

Article III, Section 2. Board chair serving as ex-officio voting member of committees but not counting toward a quorum. Guidance on this matter has been previously received from the University's legal counsel. An ex-officio member has all the rights of a member (attending, making motions, speaking in debate, and voting) but none of the duties (the duty to attend, i.e., count toward a quorum) of a member. Roberts Rules of Order support this guidance in their section on committees.

Article IV, Section 5. Quorum. The Division of Open Government in the Attorney General's office has confirmed that a quorum of an 11-member public body would still be six, even with a vacancy, because when there is a vacancy on a public body, a quorum is still measured by the number of members of the public body as constituted. To be clear in the bylaws, it was agreed to insert the number six as constituting a quorum.

Article IV, Section 10. Other participants. General counsel from the Department of Higher Education has provided guidance that non-trustees can be part of a subcommittee as long as they act in an advisory role and cannot vote. Chair Martin added that it is important to provide an opportunity for the board to engage other members of the community in discussion of its business if it chooses to do so.

Article V, Section 4, B. 1). Duplicate language of the executive committee's ability to meet was removed.  
[Trustee Montemayor joined the meeting at 8:13 AM]

Article V, Section 4, B. 6) – 9). Additional responsibilities of the executive committee will be added to that committee's charter.

Article VIII, second paragraph. Update language from the statute was added. The student trustee no longer needs to be a full-time student but does need to be an undergraduate who is enrolled and degree seeking.

Article VIII, third paragraph. The proposed attendance requirement was removed as it cannot supersede General Law 15A, Section 21 which states a board member will be removed from office upon missing four meetings. The statute does not address committee meetings. This is a volunteer board, but when making a commitment to serve, members are expected to actively participate. At the time of onboarding, board member expectations should be clearly presented. Other volunteer boards have their members sign a statement of responsibilities. The draft statement of responsibilities discussed by this committee in the past should be brought to a future meeting for discussion and approval. An attendance expectation could be added to that document. Article 1, Section 2 of the bylaws do enumerate key duties and responsibilities of Trustees.

Committee Chair Alvarado will research why previous versions of the bylaws stated the Board chair was an ex-officio member of all committees except the audit committee.

#### Motion – Approval of Bylaw Amendments.

**MOTION** made by Trustee Montemayor, seconded by Trustee Reichelt, to amend the Westfield State University's Board of Trustees Bylaws as amended in the meeting.

**Discussion:** The amendment to the proposed bylaws presented at the meeting was to add the number (6) in the following sentence in Article IV, Section 5. Quorum: "A simple majority of the board as constituted (6) shall constitute a quorum for the transaction of board business."

There being no further discussion, **Motion passed unanimously.**

Board of Trustees Committee Charters. A sample charter was presented for each committee use for their charters, with 80% of the work to be done in reformatting and reorganizing their template and 20% updating the committee duties to be consistent with what the committee does. Each charter should cross reference and align with the updated bylaws and should list restrictions on time limits in the membership section. The Audit Committee Charter is included in the Audit Policy, and it will be researched to find out why they were initially combined and whether they can be separated.

The committee reviewed and discussed its own charter and made some suggested changes. Committee Chair Alvarado will provide a clean template to review at the next meeting.

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) Proposed Amendments to the Board of Trustees Bylaws
- b) Motion – Bylaw Amendments
- c) Draft Committee Charter Template