# Board of Trustees

Governance and Nomination Committee

**February 2, 2026 3:00 p.m.**

**Minutes**

Remotely: Zoom

A live stream of the meeting for public viewing will also take place at the following link: https://www.westfield.ma.edu/live

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**MEMBERS PRESENT:** Committee Chair Melissa Alvarado, Vice Chair Theresa Jasmin, Secretary Tessa Lucey and Trustees: Chris Montemayor, Michael O'Rourke, William Reichelt and Board Chair Ali Salehi, ex-officio member

Also present and participating were Westfield State University President, Dr. Linda Thompson and Special Assistant to the President on University Strategies and Chief of Staff, Dr. Michael Freeman.

After some technological difficulties, Committee Chair Alvarado called the meeting to order at 3:11 PM and a roll call was taken of the committee members participating as listed above. It was announced that the meeting was being livestreamed and recorded.

## Board of Trustee Committee Structure

**Comments and Suggestions**

- Chair Alvarado is thanked everyone for working together to get this new committee structure in place.
- Chair Alvarado believes the structure is streamlined and effective, especially with new board leadership coming in June.

**Student Success and Learning**

- A comment is raised about the naming of "university success" and "student success and learning." Trustee Reichelt suggests it should just be "student success" for cleanliness.
- The learning portion was added at the University's request to ensure it was included as part of student success.
- The committee chairs can change the charter, bylaws, and committee titles after approval.

**Committee Structure and Strategic Conversations**

- The focus should be on whether the committee structure feels right and is broken down appropriately.
- The goal is to have fewer report outs and more strategic conversations.
- KPIs are outlined as an area of focus for each committee.
- It is imperative to push for higher-level discussion and also focus on areas of risk.

**Committee Membership**

- Finance:
    - Chair: Trustee Gilmer
    - Vice Chair: Trustee Jasmine

- Audit:
    - Chair: Trustee Jasmine
    - Vice Chair: Alvarado
- Student Success:
    - Chair: Trustee Montemayor
    - Vice Chair: Trustee Garcia
- University Success:
    - Chair: Trustee Reichelt
    - Vice Chair: Trustee Lucy
- Executive Committee:
    - Chair: Chair Salehi
    - Vice Chair: Speaker
    - Past Chair: Added role, was in past bylaws.

**Committee Structure and Charters**

- Committees are kept to an odd number for voting purposes.
- Changes were made to committee numbers and aligning charters.
- President Thompson has full discretion over committee liaisons, which can change at any time.

**Next Steps**

- Chairs determine next steps, working with liaisons.
- Next board meeting is scheduled for February 19, 2026.
- Chairs can decide whether to have committee meetings on the same day, prior to, or not at all.
- Chair Alvarado updated the bylaws and charges for each committee, attached to the program.

**Specific Charter Changes**

- Audit committee charter (Trustee Jasmine):
    - Added risk management duties.
    - Updated reporting and accountability to meet at least once a year (previously prior to every board meeting).
- Finance committee charter (Trustee Gilmer): Removed risk management duties.
- Student Success and Learning (Trustee Montemayor):
    - Updated list of areas in the purpose section to align with the committee structure document.
    - Updated membership section to reflect seven trustees (was five).
- University Success (Trustee Reichelt):
    - Removed reference to DGCE.
    - Updated list of areas in the purpose section to align with the reviewed document.
    - Updated membership section to reflect seven trustees (was five).
    - Updated Reporting and Accountability section to align with other charters.
- Executive committee: Added past chair to the membership section.
- Every charter: Added a bullet regarding KPIs to the duties section.

**Bylaws Changes**

- Updated section 7A to reflect seven members for student Success and Learning, added the vice chair and secretary to the language.
- Section 8A for university success: Same as above.
- Section 8B for university success: Updated the responsibilities.
- Updated the amended date to February 2, 2026.
- "Going forward, it's up to you guys to update these how you want. Work with your liaisons."

- Best practice: Review charter documents once a year.

**Item for Action**

> **MOTION** made by Trustee Reichelt, seconded by Trustee Montemayor, the Governance and Nomination Committee recommends approval to the full board to accept the bylaws and committee charters as presented. Roll call vote**, passed motion unanimously.**

There being no further business,

> **MOTION** made by Trustee Jasmin, seconded by Trustee Lucey, to adjourn. Roll call vote**, passed motion unanimously.**

Meeting adjourned at 3:25 PM.

**Attachments:**

a. Motion – Charters and Bylaws
b. WSU Revised Board Committee Structure
c. Executive Committee Charter New
d. Finance Committee Charter New
e. Audit Committee Charter New
f. Student Success Committee Charter New
g. University Success Committee Charter New
h. BYLAWS of Trustees as Amended 12.18.25 New

**Secretary's Certificate**

I hereby certify that the foregoing is a true and correct copy of the approved minutes of the Westfield State University Board of Trustees Governance and Nomination Committee meeting held on February 2, 2026.

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Tessa Lucey, Secretary Date