



Board of Trustees
Governance and Nomination Committee

February 2, 2026

3:00 p.m.

Via Zoom

Meeting ID: 912 3582 2983

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

- | | |
|--------------------------------|-------------------------|
| 1. Call to Order | Chair, Melissa Alvarado |
| 1. Items for Discussion | Chair, Melissa Alvarado |
| a. Committee Restructure | |
| 2. Items for Action | |
| a. Motion –bylaws and charters | Chair, Melissa Alvarado |
| 3. Adjournment | Chair, Melissa Alvarado |

Attachments:

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



NEW BOARD COMMITTEE STRUCTURE

Finance

- Financials & budgeting
- Multi year planning
- Capital planning & facilities
- Long-term planning
- Investments and reserves
- Human resources
- Deferred maintenance
- Capital campaign
- Institutional advancement
- Strategic plan and KPIs

Audit

- Internal audits
- External audits
- Reporting
- Mitigation plans
- Risk management
- Strategic plan and KPIs

Student Success & Learning

- Academic programs and success
- Student life
- Student Wellness and Safety
- Athletics
- Learning outcomes
- DGCE
- After college placement
- Campus engagement
- Data analysis
- Strategic plan and KPIs

University Success

- Enrollment management
- Retention
- Faculty success & professional development
- Strategic marketing campaigns
- Institutional research
- Accreditation compliance
- Strategic plan and KPIs

Executive

- Governance
- Trustee pool & nominations
- Legal
- External representation & relations
- Executive matters
- President evaluation
- Strategic plan and KPIs

Cabinet: VP Administration & Institutional Advancement

VP Administration

Provost & Athletic Director

VP Enrollment Management & Chief of Staff

President & University Council

Merging: Finance Affairs and Investment Subcommittee

Audit

Academic, JEDI

Enrollment, Marketing

Governance & Executive

- Chair: George Gilmer
- Vice Chair: Theresa Jasmin
- Secretary: Chris Montemayor
- Member: Barney Garcia
- Member: Jay Queenin

- Chair: Theresa Jasmin
- Vice Chair: Melissa Alvarado
- Secretary: Jay Queenin
- Member: Tessa Lucey
- Member: Mike O'Rourke

- Chair: Chris Montemayor
- Vice Chair: Barney Garcia
- Secretary: Mike O'Rourke
- Member: Theresa Jasmin
- Member: Gloria Williams
- Member: Melissa Alvarado
- Member: Will Reichelt

- Chair: Will Reichelt
- Vice Chair: Tessa Lucey
- Secretary: Gloria Williams
- Member: Jay Queenin
- Member: Melissa Alvarado
- Member: George Gilmer
- Member: Barney Garcia

- Chair
- Past Chair
- Vice Chair
- Secretary
- Chair of Finance
- Chair of Audit
- Chair of Student Success
- Chair of University Success

Notes:
 Every Committee will have 5-7 members, preferably with an odd number for voting purposes
 Chair
 Vice Chair
 Secretary plus 2-4 members
 Chair of the Board will participate in all committees

Every committee will have 1-2 cabinet Liaisons



BOARD OF TRUSTEES EXECUTIVE COMMITTEE CHARTER

I. Purpose

The purpose of the Executive Committee is to work with the Board chair, president of the University and Board of Trustee (the “Board”) members to help the Board function effectively, efficiently, and with transparency, maintaining the highest levels of integrity in all matters pertaining to Westfield State University. The Executive Committee acts on behalf of the Board between regular meetings, subject to ratification by the full Board. It provides leadership, oversees urgent matters requiring timely action, coordinates Board planning, and ensures effective governance aligned with the institution’s strategic plan and Massachusetts General Laws Chapter 15A.

II. Membership

The Committee shall consist of the Board Chair, Past Board Chair, Board Vice Chair, and the chairs of all standing committees. The Board Chair serves as Chair of the Executive Committee.

III. Authority, Powers & Limitations

The Executive Committee shall exercise powers delegated by the Board, including emergency decision-making, or time-sensitive actions, and oversight of presidential matters as permitted by law. Executive Committee actions must be presented to the full Board for consideration and final approval.

IV. Duties & Responsibilities

- Set agendas for Board meetings in consultation with the president and staff liaisons
- Monitor progress on Strategic Plans and presidential goals
- Nominating annually the Board Chair, Vice Chair, and Secretary
- Oversee Board self-assessment, governance practices, and trustee development, including required training provided by the Department of Higher Education
- Provide advice and counsel to the PENC of the needs of the Board as future Board members are considered
- Ensure a substantive orientation process is in place for all new Board members
- Coordinate the timing and process of periodic Board self-assessment
- Ensure the Board adheres to its rules of conduct, including conflict-of-interest and disclosure policies and periodically review the adequacy of the Board’s bylaws

V. Meetings & Procedures

The Executive Committee shall meet as needed at the call of the Chair, with reasonable notice

provided, and in advance of each Board of Trustees meeting and in compliance with the Massachusetts Open Meeting Laws. Executive Committee votes shall be by 2/3 of the present and voting members. The Committee Chair, in collaboration with the staff liaison, shall be responsible for establishing the agenda for meetings. An agenda, together with relevant materials, shall be provided to Committee members at least 2 business days in advance of the meeting. Minutes for all meetings shall be drafted by the staff liaison or designee, reviewed by the Committee Chair, and approved by Committee members at the following meeting. Meeting materials will be posted on the University's website within 7 business days after each Committee meeting. Committee members may participate by teleconference as permitted by state laws.

VI. Reporting & Accountability

All actions taken by the Executive Committee shall be reported to the Board at the next scheduled meeting. Reports must include decisions made, justification, and any supporting documents.

VII. Review & Amendment of Charter

This charter shall be reviewed annually by the Executive Committee and recommended updates shall be submitted to the Board for approval by majority vote.



BOARD OF TRUSTEES FINANCE COMMITTEE CHARTER

I. Purpose

The Finance Committee (the “Committee”) assists the University’s Board of Trustees (the “Board”) in fulfilling its fiduciary responsibilities by providing oversight of financial planning, budget approval, financial reporting, internal control, and enterprise risk management in a transparent manner and in accordance with Massachusetts Department of Higher Education (DHE) requirements and M.G.L. Chapter 15A. In addition, the Finance Committee must provide assistance to the Board in fulfilling its responsibilities to the University’s students, parents, faculty, donors and staff as to the University’s accounting and reporting practices and controls. In so doing, it is the responsibility of the Finance Committee to maintain free and open means of communication among the Board and members of the senior administration of the University.

II. Membership

The Finance Committee shall consist of five voting trustees including a chair, vice chair and a secretary. The Finance Committee chair, vice chair and secretary shall be appointed by the Board chair. The president shall designate a member(s) of the University’s senior administration to serve as a liaison to the Finance Committee.

III. Authority, Powers & Limitations

The Finance Committee has authority to oversee institutional financial practices, review and recommend budgets and monitor reporting and financial performance. The Committee may request any information necessary to fulfill its responsibilities. The Committee shall recommend, but may not approve budgets, make financial decisions or take actions reserved to the full Board.

IV. Duties & Responsibilities

- Review and recommend annual operating and capital budgets, along with longer-term financial plans
- Monitor institutional financial performance, including reserves, debt, and forecasting
- Review tuition, fees, and major financial proposals
- Oversee the University’s administration of the University’s conflict of interest policy
- Investigate or consider such other matters within the scope of its responsibilities and duties as the Committee may, in its discretion, determine to be advisable
- Prepare any report required by any governmental body or to the public, if any, as required by laws of the Commonwealth of Massachusetts and any related regulations
- Ensure that clear, measurable Key Performance Indicators (KPIs) are established for all strategic and operational priorities, and require that progress against these KPIs is formally reported and reviewed

V. Meetings & Procedures

The Finance Committee shall, at a minimum, meet in advance of each Board of Trustees meeting, unless the Committee chairperson and Board chairperson determine that a meeting is not necessary. A quorum of any meeting of the Finance Committee shall consist of a majority of its voting members. Committee members may participate by teleconference as permitted by state laws and all meetings will conform to Massachusetts open meeting laws. The chairs, in collaboration with the staff liaison(s), shall be responsible for establishing the agenda for each meeting and shall provide the agenda and any relevant meeting materials to Committee members at least two business days in advance of the meeting. Meeting materials will be posted on the University's website within seven business days after each committee meeting.

VI. Reporting & Accountability

The Committee shall report to the full Board at each scheduled Board meeting, summarizing financial conditions, risk exposures, long-term planning and significant actions.

VII. Review & Amendment of Charter

This charter shall be reviewed annually by the Committee and recommended updates shall be submitted to the Board for approval by majority vote. This charter supplements Board by-laws. In cases of conflict, Massachusetts General Laws, DHE policies, and Board by-laws take precedence.



BOARD OF TRUSTEES AUDIT COMMITTEE CHARTER

I. Purpose

The Audit Committee (the “Committee”) assists the University’s Board of Trustees (the “Board”) in fulfilling its governance responsibilities by providing oversight of internal and external audit functions and reporting practices and controls in a transparent manner and in accordance with Massachusetts Department of Higher Education (DHE) requirements and M.G.L. Chapter 15A. In so doing, it is the responsibility of the Audit Committee to maintain free and open means of communication among the Board, independent auditors, internal auditors and members of the senior administration of the University.

II. Membership

The Audit Committee shall consist of five voting trustees including a chair, vice chair and a secretary. The Audit Committee chair, vice chair and secretary shall be appointed by the Board chair. The president shall designate a member(s) of the University’s senior administration to serve as a liaison to the Audit Committee.

III. Authority, Powers & Limitations

The Audit Committee has authority to oversee and engage with internal and external auditors. The Committee may request any information necessary to fulfill its responsibilities. The Committee shall recommend, but may not approve or take actions reserved to the full Board.

IV. Duties & Responsibilities

- Oversee internal audit operations and approve the annual audit plan
- Ensure independence and performance of the internal audit function
- Select, evaluate, and oversee the external auditor, including appointment, compensation, retention and oversight of the independent auditors work (includes resolution of disagreements between administration and the auditor regarding financial reporting) for the purpose of preparing and issuing an audit report
- The Audit Committee shall require the independent auditors to advise the University of any fact or circumstance that might adversely affect the outside auditors' independence or judgment with respect to the University under applicable auditing standards, including any significant changes to the University's accounting principles and any items required to be communicated by the independent auditor under prevailing audit standards
- The Audit Committee shall require the independent auditors to advise the University if it becomes aware that any officer or employee of the University, or its direct or indirect subsidiaries or affiliates, is related to a partner, employee or other representative of the

independent auditors, to the extent that such relationship might adversely affect the University under applicable auditing standards

- Upon the completion of the annual audit, the Audit Committee shall review the audit findings, including any comments or recommendations of the independent auditors, with the entire Board and obtain the approval of such report from the Board. The Audit Committee shall report to the Board on any issues which may be unresolved.
- The Audit Committee shall recommend, with consultation from the University's leadership, the appointment, replacement, reassignment or dismissal of the University's internal auditor as may be warranted
- The Audit Committee shall meet at least annually with the University's internal auditor to assure itself that the University has a strong internal auditing function by reviewing the internal audit program and assessing (grading) risk areas along with a proper control environment that promotes accuracy and efficiency in the University's operations.
- Recommend Audit and audit policies to the Board for consideration and final approval
- Conduct annual committee charter review
- Review the regulations and current audit trends and requirements and recommend appropriate policy and practice applications to University administration
- Cooperate with state auditors and provide any/all reports, statements, minutes and other related documents as may be required by such auditors and by Massachusetts law
- Review institutional risk assessments across financial, operational, and compliance domains and assess adequacy of internal financial controls
- Ensure that clear, measurable Key Performance Indicators (KPIs) are established for all strategic and operational priorities, and require that progress against these KPIs is formally reported and reviewed

V. Meetings & Procedures

The Audit Committee shall, at a minimum, meet in advance of each Board of Trustees meeting, unless the Committee chairperson and Board chairperson determine that a meeting is not necessary. A quorum of any meeting of the Audit Committee shall consist of a majority of its voting members. Committee members may participate by teleconference as permitted by state laws and all meetings will conform to Massachusetts open meeting laws. The chair, in collaboration with the staff liaison(s), shall be responsible for establishing the agenda for each meeting and shall provide the agenda and any relevant meeting materials to Committee members at least two business days in advance of the meeting. Meeting materials will be posted on the University's website within seven business days after each committee meeting.

VI. Reporting & Accountability

The Committee shall report to the full Board to summarize audit findings, risk exposures, and significant actions at least once a year, or as needed, as set forth by the Committee Chair.

VII. Review & Amendment of Charter

This charter shall be reviewed annually by the Committee and recommended updates shall be submitted to the Board for approval by majority vote. This charter supplements Board by-laws. In cases of conflict, Massachusetts General Laws, DHE policies, and Board by-laws take precedence.



**BOARD OF TRUSTEES
STUDENT SUCCESS & LEARNING COMMITTEE
CHARTER**

I. Purpose

The Student Success and Learning Committee (the “Committee”) is established to support the Board of Trustees in fulfilling its statutory and fiduciary responsibility to ensure high-quality, student-centered academic and athletic programs that provide equitable student experiences and outcomes, in a safe, supportive campus environment.

Areas included within this Committee:

- Academic programs and success
- Student life
- Student wellness and safety
- Athletics
- Learning outcomes
- Department of Continuing and Graduate Education
- After college placement
- Campus engagement

The Committee’s work shall align with the priorities and requirements of the Massachusetts Department of Higher Education (DHE), M.G.L. c.15A, and DHE’s equity-minded student success framework.

II. Membership

The Committee shall consist of seven (7) voting trustees, including a Chair, Vice Chair, and Secretary appointed by the Board Chair. The president shall designate a member(s) of the University’s senior administration to serve as a liaison to the Student Success and Learning Committee.

III. Authority, Powers & Limitations

The Committee is authorized to:

- Review academic program effectiveness, student learning outcomes, and student success metrics
- Monitor key performance indicators including retention, graduation rates, and enrollment, etc.
- Request reports, data or presentations from the President or President’s designee

- necessary to fulfill its responsibilities
- Make recommendations regarding Student Success and Learning to the full Board for consideration and final approval

IV. Duties & Responsibilities

- Evaluate general education curriculum results and enhancements to the learning environment
- Review initiatives improving student academic, athletic and social engagement and classroom success
- Monitor progress on DHE equity initiatives and the statewide student success framework
- Oversee strategies to reduce equity gaps and advance inclusive student learning
- Evaluate strategies that promote academic achievement and on-time graduation
- Ensure that clear, measurable Key Performance Indicators (KPIs) are established for all strategic and operational priorities, and require that progress against these KPIs is formally reported and reviewed

V. Meetings & Procedures

The Committee shall meet as needed at the call of the Chair, with reasonable notice provided, and in advance of each Board of Trustees meeting. A majority of voting members constitutes a quorum. The Committee Chair, in collaboration with the staff liaison(s), shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be provided to committee members at least 2 days in advance of the meeting. Minutes for all meetings shall be drafted by the staff liaison or designee, reviewed by the Committee Chair, and approved by committee members at the following meeting. Meeting materials will be posted on the University's website within 7 days after each committee meeting. Committee members may participate by teleconference as permitted by state laws.

VI. Reporting & Accountability

The Committee shall report to the full Board on academic performance, student success and topics of interest regularly.

VII. Review & Amendment of Charter

This charter shall be reviewed annually by the Committee and recommended updates shall be submitted to the Board for approval by majority vote. This charter supplements Board by-laws. In cases of conflict, Massachusetts General Laws, DHE policies, and Board by-laws take precedence.



BOARD OF TRUSTEES UNIVERSITY SUCCESS COMMITTEE CHARTER

I. Purpose

The University Success Committee (“Committee) supports the Board (“Board”) in advancing the overall mission, impact, and strategic priorities of the University.

Areas included within this Committee:

- Enrollment management
- Retention
- Faculty success and professional development
- Strategic marketing campaigns
- Institutional research
- Accreditation compliance

It’s work ensures alignment with Massachusetts Department of Higher Education (DHE), M.G.L. c.15A, and best practices in institutional governance.

II. Membership

The Committee shall consist of 7 voting trustees, including a Chair, Vice Chair, and Secretary appointed by the Board Chair. The president shall designate a member(s) of the University’s senior administration to serve as a liaison to the Student Success and Learning Committee.

III. Authority, Powers & Limitations

The Committee is authorized to:

- Evaluate enrollment management and retention strategies and KPIs of graduate and undergraduate programs
- Recommend faculty tenure to the full Board
- Participate in and review accreditation results and institutional response plans
- Request reports, data or presentations from the President or their designee necessary to fulfill its responsibilities
- Make recommendations regarding University Success to the full Board for consideration and final approval of any of the areas within the University Success Committee

IV. Duties & Responsibilities

- Regular review of enrollment retention, graduate date and initiatives

- Review professional development, promotion, and recognition initiatives and make recommendations to the full Board for any promotion or tenure nominations
- Review accreditation results and institutional response plans
- Monitor compliance with accreditation standards
- Ensure that clear, measurable Key Performance Indicators (KPIs) are established for all strategic and operational priorities, and require that progress against these KPIs is formally reported and reviewed

V. Meetings & Procedures

The Committee shall meet as needed at the call of the Chair, with reasonable notice provided, and in advance of each Board of Trustees meeting. A majority of voting members constitutes a quorum. The Committee Chair, in collaboration with the staff liaison(s), shall be responsible for establishing the agendas for meetings. An agenda, together with relevant materials, shall be provided to committee members at least 2 days in advance of the meeting. Minutes for all meetings shall be drafted by the staff liaison or designee, reviewed by the Committee Chair, and approved by committee members at the following meeting. Meeting materials will be posted on the University's website within 7 days after each committee meeting. Committee members may participate by teleconference as permitted by state laws.

VI. Reporting & Accountability

The Committee shall report to the full Board on university success, including enrollment and retention, and topics of interest regularly.

VI. Review & Amendment of Charter

This charter shall be reviewed annually by the Committee and recommended updates shall be submitted to the Board for approval by majority vote. This charter supplements Board by-laws. In cases of conflict, Massachusetts General Laws, DHE policies, and Board by-laws take precedence.

**WESTFIELD STATE UNIVERSITY
BOARD OF TRUSTEES
BYLAWS**

ARTICLE I.

Board Authority and Responsibilities.

Section 1. Statutory Duties and Responsibilities. The governance of Westfield State University is vested in the board of trustees. As such, but subject to the provisions of the General Laws and regulations of the Commonwealth, the board may do the following:

- A. Periodically review the University's mission and purposes.
- B. Appoint the president, who shall be the University's chief executive officer, and set appropriate terms of employment, including but not limited to compensation.
- C. Support the president and annually assess his or her performance based on such goals and other criteria as the board and DHE may prescribe from time to time after consultation with the president and to conduct a periodic comprehensive evaluation of the president, consistent with DHE policy
- D. Review and approve the University's table of organization with specific attention to newly created administrative positions such as vice president and dean. The President shall inform the board of all senior-level appointments at the rank of dean and above prior to hire. The board shall determine broad policy guiding the appointment of all faculty members and employees, on the recommendation of the president, and consistent with its other policies and with any applicable collective bargaining agreements. The president shall inform the board of any salary adjustments of non-unit personnel beyond cost-of-living adjustments prior to the granting of those adjustments.
- E. Review and approve proposed changes in the University's academic programs and other major enterprises consistent with the University's mission, plans, and financial resources.
- F. Approve the annual budget and fees, regularly monitor the University's financial condition, establish policy and approve guidelines affecting all institutional assets, including investments and the physical plant.
- G. Adopt bylaws, rules, and regulations for the governance of its members, officers, agents, and employees and require adherence to such rules.
- H. Review and approve changes to the University's major academic programs and services as needed for the successful conduct of its mission and purposes.

- I. Grant diplomas and confer degrees based upon the recommendation of the president and faculty.
- J. Grant honorary degrees.
- K. Approve the naming of University buildings, facilities and spaces according to applicable policies and procedures.
- L. Serve actively as advocates for the University in appropriate matters of public policy and preserve institutional autonomy in consultation with the president and with other responsible parties, as the board shall determine.
- M. Periodically assess its own performance in order to set an example for the University community and to seek ways to strengthen its effectiveness as a corporate body.
- N. Exercise such other authority as from time to time may be conferred upon the board in accordance and compliance with the applicable laws and regulations of the Commonwealth of Massachusetts.
- O. To ensure and promote the University's commitment to diversity, equity and inclusion in the University's student recruitment, hiring practices, curriculum, and co-curricular offerings.
- P. To act on all recommendations, whether approved or not, of the board's standing and special committees.

Section 2. Trustee Duties and Responsibilities. Recognizing the significance of serving on the board of trustees of Westfield State University, each trustee is expected to adhere to the following principles:

- A. To remember that no individual board member has legal standing or authority to act on behalf of the board or the University except only as and to the extent authorized by the board. Only the full board as a corporate body is vested with such authority.
- B. To devote time to learn how the University's missions and multiple purposes are met and to understand the University's uniqueness, strengths, and needs.
- C. To become familiar with and committed to, and to abide by, the board's responsibilities and policies, as set forth in these bylaws and in applicable provisions of law, including the provisions of chapter 15A of the General Laws of Massachusetts.
- D. To accept and defend academic freedom and the board's role in the practice of collaborative governance as fundamental characteristics of

good University governance. Encourage the engagement of members of the University community in shared governance.

- E. To assist the board in its efforts to balance its responsibilities in serving its broad public trust with advocacy for the University's autonomy and needs to fulfill its mission and purposes.
- F. Encourage its members to contribute financially to the University's fund-raising goals, participate in strategies to secure sources of support, and authorize University officers to accept gifts or bequests subject to board policy and the regulations of the Commonwealth.

ARTICLE II.

Officers of the University

Section 1. President of the University. Subject to governing provisions of law, the president of the University shall be appointed by the board subject to the approval of the BHE and shall serve at the board's pleasure. The president shall be the University's chief executive officer and the chief adviser to and executive agent of the board of trustees and shall, for those purposes, assume such responsibilities and exercise such authorities as the board shall from time to time confer on him or her. The president shall serve as an ex-officio, non-voting member of the board and of all its committees. The president shall endeavor to attend the meetings of board committees and shall bring any matter before the board or any of its committees as may be required by these bylaws or by any applicable policy or directive of the board or as he or she may deem appropriate. The president shall designate a member of the University's senior administration to serve as a liaison to each board committee.

Section 2. Other Officers. In consultation with the president, the board shall determine the number of vice presidents and the number of such other senior administrative officers necessary to efficiently and effectively manage and administer the University. All such vice presidents and senior administrative officers shall be hired by the president, be under the president's supervision and shall exercise such powers and duties as he or she may prescribe.

ARTICLE III.

Officers of the Board

Section 1. Election. At its regular meeting held in June of each year, the board shall elect a chair, vice chair and secretary, all of whom shall be voting trustees. The chair, vice chair, and secretary shall have renewable one-year terms, but shall not serve more than three consecutive years.

Section 2. Chair. The chair of the board shall preside at all meetings of the board. He or she shall have the authority to perform the duties usually attached to the office, including establishing the time and place of all meetings and (but subject to the requirements of these bylaws) setting the agenda therefor [for all board meetings] and

shall have such other authority and duties as are prescribed by these bylaws and from time to time by the board. The chair shall serve as an ex-officio, voting member of all board committees except the Audit Committee, but will not count toward establishing a committee's quorum. The chair shall count toward establishing a quorum of the full board.

Section 3. Vice Chair. The vice chair of the board shall have the authority to perform the duties of the chair of the board in the event of the chair's absence or incapacity. The vice chair may have such other authority and duties as are prescribed by these bylaws and from time to time by the board.

Section 4. Secretary. The secretary shall ensure that the board of trustees is acting in accordance with these bylaws, that bylaw amendments are promptly made as necessary, that the minutes of board and committee meetings are accurate, entered into the records of the University and promptly distributed to all trustees, that meetings are properly scheduled and noticed, and that board policy statements and other official records are properly maintained. The secretary shall perform such other duties as are prescribed from time to time by the board and may be assisted in all duties by a staff member designated by the president at the request of the secretary.

ARTICLE IV.

Meetings of the Board of Trustees

Section 1. Board Meetings. Meetings of the board of trustees shall be held on the campus or any other place that the board may from time to time designate. All meetings of the board and its standing and special committees or subcommittees shall be noticed and conducted in accordance with the relevant General Laws of Massachusetts, including the state's open meeting law.

Section 2. Regular Meetings. There shall be five regular meetings of the board of trustees each year; one such meeting shall be held in June. Each meeting shall be held at such time, date and place as the board shall prescribe. At such meetings any business relating to the University may be discussed and transacted.

Section 3. Special Meetings. The chair of the board shall have the power to assemble the board at any time in special meetings. He or she shall also assemble the board in such meetings upon the written request of at least four members of the board or the president. At a special meeting, the board shall deal with only the business that was stated in the call for and notice of the meeting.

Section 4. Notice of Meetings. Notice of the time, place, and date (and, in the case of a special meeting, the purpose) of each meeting shall be served either personally, by e-mail or by mail not less than seven (7) nor more than thirty (30) days before the meeting to each member of the board and to the president. If mailed, such notice shall be directed to the trustee at his or her address as it appears in the records of the University unless he or she shall have filed with the secretary a written request that notices be mailed to the address designated in such request; unless he or she requests otherwise, notice shall be

directed to the president at the University. A notice of every meeting shall be posted in accordance with the requirements of the state's open meeting law.

Section 5. Quorum. A simple majority of the board as constituted (6) shall constitute a quorum for the transaction of board business. The trustees present at any meeting, if constituting less than a quorum, may adjourn any meeting until such quorum shall be present, but shall conduct no other business. All questions coming before the board of trustees shall be determined by a majority vote of those trustees voting on that issue. Voting by proxy is not permissible.

Section 6. Pro Tempore Chairman. If the chair and vice-chair are absent, the trustees present may elect a chair *pro tempore* to preside at the meeting.

Section 7. Remote Participation. In accordance with 940 CMR 29.10, the board may authorize remote participation in its meetings consistent with current regulation and statute.

Section 8. Executive Sessions. Executive sessions of the board and its committees shall be convened and conducted in conformity with the state's open meeting law. In addition to any person whose attendance may be permitted by law, the board and any of its committees may in any particular case or cases permit persons (including the president) who are not members of the board to attend all or any part of an executive session in order to give information or advice as deemed necessary or appropriate by the board or such committee. The topics and purposes of executive sessions shall be limited to those matters permitted by the state's open-meeting law.

Section 9. Rules of Procedure. Business before the board shall be conducted according to the latest edition of Robert's Rules of Order when not inconsistent with these bylaws or with any other rule or order of the board. The board should prescribe protocols governing the petitions of persons wishing to address the board and ensure their availability in a policy separate from these bylaws.

Section 10. Other Participants. The board may, at its sole discretion, invite other individuals to participate in meetings of the board or its committees.

ARTICLE V.

Board Committees

Section 1. Standing Committees. The board shall establish certain standing committees as it wishes. It shall minimally have (1) an Executive Committee, (2) a Finance Committee, (3) an Audit Committee, (4) a Student Success and Learning Committee, and (5) a University Success Committee. Each standing committee shall have a written description of its responsibilities.

Section 2. Appointment of Committee Members. The chair of the board of trustees, in consultation with the Executive Committee and president, shall appoint annually from among the voting members of the board the members and chairs of all committees, subject to the consent of the board of trustees. Unless the board shall otherwise permit or

require, a majority of the voting members of each committee shall constitute a quorum for the conduct of business. The chair shall endeavor to insure some degree of carryover in committee memberships from year to year.

Section 3. Notice of Meetings. Notice of each committee meeting shall be given to the members of the committee in such fashion as the committee shall from time to time prescribe and otherwise in accordance with the requirements of Article IV, Section 4, of these bylaws and applicable provisions of law.

Section 4. Executive Committee

A. *Membership.* The Executive Committee shall consist of the board chair, the most recent past board chair, the board vice chair, and the board secretary, along with the chair of each committee. The chair of the board shall chair this committee. The Executive Committee shall convene when called by the chair, by any two members of the committee or, by the president and any single member of the committee. In the event of a permanent or temporary vacancy of the board vice chair, secretary, or past board chair, the chair of the board of trustees, with the consent of the Executive Committee and in consultation with the president, shall appoint a replacement from among the other voting members of the board to fill that position until a replacement is elected to office or becomes available.

B. *Responsibilities.*

1) See Executive Committee Charter for a more detailed listing of responsibilities. The Executive Committee shall exercise in emergencies all the authority of the board of trustees consistent with the policies of the board or with any action taken earlier by the board. The committee shall not preempt the board except in those emergency circumstances that do not permit the handling of a matter in the normally prescribed manner by the board and shall be required to secure the board's ratification of any actions taken at the board's next meeting. The Executive Committee shall have the authority to determine, in its sole discretion, whether an emergency exists for the purposes of this paragraph, and in any such case shall make a record of its decision and the reasons. In the event of an emergency the Executive Committee may waive the meeting notice requirements of Article IV.

2) Unless the board shall otherwise direct, the Executive Committee shall act on behalf of the board and shall exercise all of its authorities during the period commencing upon the conclusion of the board's meeting in June of each year and ending upon the convening of the board's next regular meeting. The committee shall be required to secure at such meeting the board's ratification of any actions taken during such period.

- 3) A decision of the board to decline to ratify any act done by the Executive Committee under the authorities conferred on it by the preceding paragraphs shall have only prospective effect and shall not operate to impair or limit the effect of such act as and when taken and shall not operate to impair or limit the efficacy or effect of anything done or not done pursuant to or in reliance on such act prior to the date on which the board declines to ratify it.
- 4) The Executive Committee also shall have the responsibility to oversee the president's annual performance evaluation in accordance with the board's standing policies and procedures.
- 5) The Executive Committee shall provide general oversight of progress toward planning goals and other matters related to University long-range and facilities planning and otherwise advise the president and board chair.

Section 5. Finance Committee

- A. *Membership.* The Finance Committee shall consist of five voting trustees, appointed annually by the chair of the board in consultation with the Executive Committee and president, subject to the consent of the board of trustees. The committee shall have a chairperson, vice chair and secretary appointed by the board chair. The president shall designate a member or two of the University's senior administration to serve as a liaison to the committee.
- B. *Responsibilities.* See Finance Committee Charter for a more detailed listing of responsibilities. The Finance Committee is responsible for overseeing the University's financial practices, including financial oversight and standards for fiscal conduct and overseeing risk management across the institution.

Section 6. Audit Committee

- A. *Membership.* The Audit Committee shall consist of five voting trustees, appointed annually by the chair of the board in consultation with the Executive Committee and president, subject to the consent of the board of trustees. The committee shall have a chairperson, vice chair and secretary appointed by the board chair. The president shall designate a member or two of the University's senior administration to serve as a liaison to the committee.
- B. *Responsibilities.* See Audit Committee Charter for a more detailed listing of responsibilities. The Audit Committee is responsible for assisting the Board of Trustees in fulfilling its governance responsibilities by providing oversight of internal and external audit functions and reporting practices and controls in a transparent manner.

Section 7. Student Success and Learning Committee

- A. *Membership.* The Student Success and Learning Committee shall consist of seven voting trustees, appointed annually by the chair of the board in consultation with the Executive Committee and president, subject to the consent of the board of trustees. The committee shall have a Chair, Vice Chair, and Secretary appointed by the board chair. The president shall designate a member(s) of the University's senior administration to serve as a liaison to the committee.
- B. *Responsibilities.* See Student Success and Learning Committee Charter for a more detailed listing of responsibilities. The Committee provides governance of student learning, academic support, student life, wellness, and athletics, along with campus engagement and safety and security.

Section 8. University Success Committee

- A. *Membership.* The University Success Committee shall consist of at least seven voting trustees, appointed annually by the chair of the board in consultation with the Executive Committee and president, subject to the consent of the board of trustees. The committee shall also have a Chair, Vice Chair, and Secretary appointed by the board chair. The president shall designate a member(s) of the University's senior administration to serve as a liaison to the committee.
- B. *Responsibilities.* See University Success Committee Charter for a more detailed listing of responsibilities. The Committee provides oversight of enrollment management, student retention, faculty success and professional development, strategic marketing campaigns, institutional research and accreditation compliance.

ARTICLE VI.

Indemnification

The board recognizes and acknowledges that the Commonwealth has undertaken to indemnify its members in the manner and to the extent set forth in chapter 15A, §22, of the General Laws, and that the Commonwealth has undertaken to indemnify the officers and employees of the University to the extent provided in General Law chapter 258, section 9. The board may secure a policy of directors' and officers' liability insurance in a manner consistent with law and in the best interests of the University.

ARTICLE VII.

Conflict of Interest and Annual Disclosure

All members of the board are state employees within the meaning of the state's ethics statute (chapter 268A of the General Laws). Violations of the statute may give rise to

both civil and criminal penalties. Each member of the board is therefore expected to be familiar with the requirements of the ethics statute and to comply with them.

All trustees are advised to disclose to the board any actual or potential conflict of interest at the earliest practicable time and to take such other action in that regard as the law may require. Further, each trustee is advised to absent himself or herself from discussions of and to abstain from voting on any matters under consideration by the board of trustees or its committees if to do otherwise would constitute an actual or potential conflict of interest. The minutes of such meeting shall, as appropriate, reflect that a disclosure was made and that the trustee having an actual or potential conflict of interest absented himself or herself from discussions of and abstained from voting on the affected matter.

ARTICLE VIII.

Board Membership and Trustee Terms

The board is composed of 11 members who are appointed by the governor of the Commonwealth of Massachusetts including an elected student trustee and elected alumni trustee. With the exception of the student trustee, each member is appointed for a five-year term, with the possibility of one additional term of five years including the elected alumni trustee. Each member of the board is required to take an oath to discharge faithfully, impartially, honestly, and to the best of his or her abilities the duties of a trustee.

The term of office for the elected student member shall be for one year. The student member shall be eligible for reelection for as long as that student remains an eligible undergraduate student in good standing. If at any time during the elected term of office the student trustee ceases to maintain the number of credit hours or grade point average determined for eligibility or fails to maintain satisfactory academic progress, that membership on the board shall be terminated and the office of the elected student member will be deemed vacant. A vacancy in the office of the elected student member prior to the expiration of a term shall be filled for the remainder of the term in the same manner as student elections to full terms.

The members of the board recognize and acknowledge that, by taking up their appointments as such, they have assumed an obligation, fiduciary in its nature, to conduct themselves, to exercise their authorities and to discharge their responsibilities for the benefit of the University and of those whom it serves and not for any other purpose. They also therefore recognize and acknowledge that it is both necessary and appropriate for all members of the board to be regular in their attendance at meetings of the board and at meetings of the committees on which they serve. Trustees have a responsibility to assume an equitable share of the responsibilities that fall to members of the board individually, to inform themselves concerning the University's mission and purpose and to commit themselves to promoting the University's success in its efforts to provide an excellent and accessible education to its students. Because the board's effectiveness as the governing body of the University depends on the commitment its members make to these principles, the board as a whole recognizes and acknowledges that it is itself responsible both for monitoring the manner and extent to which its members adhere to them and for bringing

its concerns to the attention of any member whenever it judges him or her to have failed to have adhered to them fully or appropriately.

ARTICLE IX.

Amendments

At any meeting of the board that has been duly called, noticed, and convened, these bylaws may be amended or repealed in whole or in part by the affirmative vote of at least two-thirds of the members of the board then in office. A draft of the proposed amendment shall be given to each member at least five days before a regular or special board meeting at which such vote is to be taken.

ADOPTED MARCH 25, 1981
AMENDED NOVEMBER 8, 1983
AMENDED JUNE 3, 1986
AMENDED SEPTEMBER 2, 1986
AMENDED MAY 7, 1990
AMENDED FEBRUARY 3, adva1997
AMENDED DECEMBER 3, 1998
AMENDED DECEMBER 7, 2000
AMENDED JUNE 12, 2002
AMENDED APRIL 13, 2006
AMENDED OCTOBER 6, 2008
AMENDED FEBRUARY 9, 2012
AMENDED JUNE 26, 2014
AMENDED OCTOBER 8, 2014
AMENDED JUNE 25, 2015
AMENDED FEBRUARY 15, 2018
AMENDED DECEMBER 17, 2020
AMENDED OCTOBER 12, 2022
AMENDED DECEMBER 1, 2022
AMENDED FEBRUARY 7, 2023
AMENDED JULY 21, 2023
AMENDED JANUARY 2, 2026



Board of Trustees

February 2, 2026

MOTION

The Governance and Nomination Committee recommends to the full Board: To accept the bylaws and committee charters as presented.