
SUBJECT: Board of Trustee Executive Session Notes for February 11, 2015

The Executive Committee of the Board of Trustees of Salem State University voted unanimously to go into Executive Session on Wednesday, February 11, 2015, in Room 210 of Marsh Hall, located on Central Campus of Salem State University.

Board Secretary Montague took the roll at 7:00 pm; voting in the affirmative to enter executive session were Trustees Burns, Crawford, Davis, Lancome, Lutts, Malcolm, Scott, Segal and Stringer.

Against: None

The purpose of the session was to discuss the potential merger with and acquisition of property of Montserrat College of Art. Chair Scott called the meeting to order and asked President Meservey to provide an update on discussions with Montserrat.

President Meservey provided an overview of the discussions with Montserrat. In October, we executed a Memorandum of Understanding with Montserrat that had a 60-day deadline. At the conclusion of the deadline, we could either go forward with the merger; enter into an affiliations agreement; end the discussions; or extend the MOU timeline. In December, the original MOU was extended and it is now time to sign a Letter of Intent which would formalize discussions and allow a more thorough consideration of the affiliation.

The president continued with a discussion of Montserrat's history, profile of students and programs. The programs are well aligned with a few exceptions that broaden the offerings. An affiliation with Montserrat would allow the university to broaden its creative arts providence and offer a BFA, as well as provide the facilities to move towards offering an MFA. The facilities are in "walk-in" condition which would be a helpful addition to ease current campus constraint issues although there are deferred maintenance concerns. The affiliation may offer unique funding opportunities including state bond bills, MassDevelopment loans or bonds or possible historic tax credit. Montserrat is also optimistic about future fundraising prospects.

A brief discussion followed regarding timing for completion of due diligence and possible exposures for the university.

Upon a motion duly made by Trustee Lutts and seconded by Trustee Lancome, it was

VOTED: To approve the Letter of Intent

For: Trustees Burns, Crawford, Davis, Lancome, Lutts, Malcolm, Scott and Stringer.

Present: Segal
Against: None

A brief discussion ensued and it was agreed that the LOI be amended in paragraph 8.4 striking all language beginning with and including “Notwithstanding the foregoing...” to the end of the paragraph.

Upon a motion duly made by Trustee Lutts and seconded by Trustee Lancome, it was

VOTED: To approve the Letter of Intent as amended in paragraph 8.4 striking all language beginning with and including “Notwithstanding the foregoing...” to the end of the paragraph.

For: Trustees Burns, Crawford, Davis, Lancome, Lutts, Malcolm, Scott and Stringer.
Present: Segal
Against: None

With no further business to be discussed in Executive Session, Chair Scott called for a motion to come out of Executive Session.

Upon a motion duly made by Trustee Lancome, seconded by Trustee Segal, it was unanimously

VOTED: To conclude the Executive Session.

Board Secretary Montague took the roll at 7:55 pm; voting in the affirmative to exit Executive Session Trustees Burns, Crawford, Davis, Lancome, Mattera, Scott, Segal and Stringer

Against: None

The Board came out of Executive Session and the meeting was adjourned.

Prepared by: L. Montague, Secretary to the Board of Trustees