

**AS APPROVED – CORRECTED VERSION**

**MEETING OF THE BOARD OF TRUSTEES  
February 8, 2017**

**PRESENT:** Trustees Chisholm (phone), Katzman, Lutts, Malcolm, Mattera (Chair), Murphy (phone), Scott, Segal and President Meservey. Advisory Member Gadenne and secretary to the Board Montague and assistant secretary Sadowski were also present.

**ABSENT:** Trustee Stringer

Individuals also present and participating in the meeting: Vice President of Finance and Business House, General Counsel and Vice President of Administration Keenan, Vice President for Institutional Advancement McGurren, Chief of Staff Beth Bower, Executive Director of Strategic Planning & Decision Support Chunju Chen.

The provisions of General Laws, Chapter 30A, having been complied with and a quorum of the Board being present, the Board of Trustees of Salem State University held a meeting in Marsh Hall, Room 210, Central Campus, Loring Avenue, Salem, Massachusetts, on February 8, 2017, with Paul Mattera, Chair, presiding.

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**I. CALL TO ORDER**

*Call to Order*

Chair Mattera called the meeting to order at 5:00 p.m.

\* \* \*

**II. CONSENT AGENDA: APPROVAL OF MINUTES & COMMITTEE REPORTS**

*Approval of Minutes*

Chair Mattera read the items contained on the Consent Agenda and asked for any objections or modifications to the minutes. Hearing none, he then asked for a motion to approve the minutes. Upon a motion duly made by Trustee Scott and seconded by Trustee Davis, it was unanimously

**VOTED: To approve the Consent Agenda (Attachment CA-16-05)**

\* \* \*

**III. COMMITTEE ACTIONS**

**Risk Management & Audit:** Trustee Segal reminded the Trustees of the Risk Management and Audit Committee's strong recommendation of CohnReznick and upon a motion duly offered by Trustee Segal and seconded by Trustee Katzman by a roll call vote it was unanimously

**VOTED: The Risk Management & Audit Committee hereby recommends that the Board of Trustees of Salem State University approve CohnReznick as the independent auditor for fiscal year 2017. (RMA-16-06)**

*Risk Management & Audit Approval of CohnReznick*

Voting in the Affirmative: Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Murphy, Scott, Segal and Mattera (chair)  
Voting in the Negative: None  
Absent: Stringer

**Academic Affairs & Student Life:** Trustee Davis introduced the next matter for consideration which was the approval of a M.S. program in Accounting and upon a motion duly made by Trustee Lutts and seconded by Trustees Segal by roll call vote it was unanimously

*Academic Affairs & Student Life*

**VOTED: To recommend to the full board the approval of a M.S. program in Accounting as presented. (AA-16-04)**

*MS Program in Accounting*

Voting in the Affirmative: Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Murphy, Scott, Segal and Mattera (chair)  
Voting in the Negative: None  
Absent: Stringer

Trustee Davis then introduced the next matter for discussion which concerned promoting Patricia Zaido to the rank of Professor Emerita. This was an administrative issue that should have taken place prior to Patricia Zaido's retirement and is now overdue. Upon a motion duly made by Trustee Katzman and seconded by Trustee Segal, by a roll call vote it was

**VOTED: To recommend to the full board the personnel actions for Faculty and Promotion to the rank of Professor Emerita as presented (Patricia Zaido). (AA-16-05).**

*Personnel Action – Promotion of Patricia Zaido to Professor Emerita*

Voting in the Affirmative: Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Murphy, Scott, Segal and Mattera (chair)  
Voting in the Negative: None  
Absent: Stringer

### **Finance & Facilities Committee:**

Trustee Lutts introduced the next two items on the agenda as administrative issues regarding updating the university's bank accounts. Bank of America is the parking account in which a third party vendor collects parking fines and deposits these fees into the university account. TD Bank is a university money market account. Upon a motion duly made by Trustee Scott and seconded by Trustee Katzman, by a roll call vote it was unanimously

**VOTED: That the Board of Trustees approves the Bank of America Banking Resolution and Certificate of Incumbency per Attachment A. (FF-16-03)**

Voting in the Affirmative: Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Murphy, Scott, Segal and Mattera (chair)  
Voting in the Negative: None  
Absent: Stringer

*Finance & Facilities  
Banking Resolution & Certificate of Incumbency (Bank of America & TD Bank)*

On a motion duly made by Trustee Katzman and seconded by Trustee Scott, by a roll call vote it was unanimously

**VOTED: That the Board of Trustees approves the TD Bank Governmental Entity Certificate of Resolution per Attachment B. (FF-16-04)**

Voting in the Affirmative: Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Murphy, Scott, Segal and Mattera (chair)  
Voting in the Negative: None  
Absent: Stringer

*Banking Resolution & Certificate of Incumbency (Bank of America & TD Bank)*

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**IV. REPORT OF THE PRESIDENT**

President Meservey shared that Five Salem State University students won a total of six regional awards in an annual competition held by the John F. Kennedy Center for the Performing Arts. The Kennedy Center's American College Theater Festival is a national theater program involving 20,000 students from colleges and universities nationwide each year.

\* \* \*

*Report of the President*

**V. REPORT OF THE CHAIR**

Chair Mattera discussed the presidential search and updated the Board on the Search Committee's work.

\* \* \*

*Report of the Chair*

**VI. OLD BUSINESS**

None

\* \* \*

*Old Business*

**VII. NEW BUSINESS**

*New Business*

**Title IX** - Counsel and Vice President of Administration John Keenan introduced the next matter of business Title IX and sexual assault awareness. Title IX of the Education Amendments of 1972 prohibits discrimination on the basis of sex in any federally funded education program or activity. In addition, Title IX covers sexual violence and reminds schools of their responsibilities to take immediate and effective steps to respond to sexual violence. Vice President Keenan introduced his team to explain the Title IX procedure on campus: assistant vice president for Student Life Carla Panzella, assistant dean of students, for wellness, counseling and health Elisa Castillo, director of residence life Neil Andrito, assistant vice president of public safety and risk management Gene LeBonte and program coordinator for the Prevention Education and Advocacy Response (PEAR) Colleen Armstrong.

The Title IX team shared some facts regarding sexual assault including that most (94 percent) of victims were women. The majority (90 percent) of victims knew the perpetrator. The perpetrator was most often the victim's friend, acquaintance, classmate, boyfriend, or ex-boyfriend and that nearly 40 percent of victims delayed reporting the sexual assault to their college or university. On average the victim's reporting delay was 11 months.

All incoming student experience multiple education and prevent programs and messages during orientation and the first 6 weeks of the semester. This includes a focus on violence prevention, university policies and resources. Training for departments and staff is also available. Advocacy and resources are available to support students impacted by relationship violence, sexual violence and/or stalking both on-campus and off-campus. A complete listing of resources available and the university's Title IX "Student on Student Process for reports of sexual assault, dating or domestic violence, stalking and sexual harassment is [attached hereto](#).

**Presidential Search** – Trustee Chisholm provided a brief overview of the Presidential Search Committee's work including their recent selection of a search firm, Witt Kieffer to assist with the interview process. Chair Mattera invited Lucy Leske of Witt Kieffer who was present to join the Board and a discussion ensued regarding the characteristics the Board would like to see in a president. A number of qualities were mentioned including:

*Presidential  
Search*

Entrepreneurial skills

Ability to partner with others (understanding of public/private partnerships)

Experience or interest in student interaction

Ability to fundraise

Understanding/ability to work political landscape

Experience or commitment to public education

Lucy thanked the Trustees for their comments and noted that she would be on campus meeting with several campus groups and talking with Trustees who were unable to attend today's meeting.

**Appointment of Committee to Draft Off-site Agenda** – Chair Mattera reminded the Trustees that the Off-site meeting is fast approaching and will be held on Monday, June 12<sup>th</sup> at the Hawthorne Hotel. To plan the agenda for the Off-site he appointed Trustees Scott, Katzman and Murphy.

*Appointment of  
Off-site  
Committee*

Appointment of Nominating Committee – Chair Mattera informed that committee that as chair it was his duty to appoint a nominating committee and that is was the Nominating Committee’s duty to nominate the chair and vice-chair so that the nominations may be confirmed at the June meeting. Chair Mattera appointed Trustees Katzman (chair), Malcolm and Scott to the Nominating Committee.

*Corrected text  
added –  
Nominating  
Committee  
Appointed*

\* \*

*Open Forum*

### **VIII. OPEN FORUM**

Chair Mattera opened the meeting to questions and comments from the floor at 6:52 pm and hearing none closed the forum shortly thereafter.

Chair Mattera then asked for a motion for the Board to go into Executive Session.

Upon a motion duly made by Trustee Lutts and seconded by Trustee Davis it was unanimously

#### **VOTED: To adjourn to Executive Session**

Voting in the Affirmative:	Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Murphy, Scott, Segal and Mattera (chair)
Voting in the Negative:	None
Absent:	Stringer

When the Board had completed its discussion, it voted to come out of Executive Session at 7:10 pm.

\* \* \*

*Adjournment*

### **IX. ADJOURNMENT**

There being no further business to come before the Board and on a motion duly made by Trustee Segal and seconded by Lutts it was unanimously

#### **VOTED: To adjourn the meeting at 7:12 p.m.**

Voting in the Affirmative: Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm,  
Murphy, Scott, Segal and Mattera (chair)  
Voting in the Negative: None  
Absent: Stringer

Respectfully submitted,



Patricia Maguire Meservey  
President



Lynne Montague  
Secretary to the Board of Trustees

**MEETING OF THE BOARD OF TRUSTEES**

**February 8, 2017**

*\*Sullivan Room at the Enterprise Center (please note alternate meeting location)*

*Loring Avenue*

*Salem State University*

*Salem, Massachusetts*

Consent Agenda

Minutes to be approved:

October 13, 2016

Board of Trustee: ~~XXXXXXXXXX~~

Draft Committee Motions to be Considered:

**Committee: Risk Management & Audit**

**Motion:** The Risk Management & Audit Committee hereby recommends that the Board of Trustees of Salem State University approve CohnReznick as the independent auditor for fiscal year 2017.

**Committee: Academic Affairs & Student Life**

**Motion 1:** To recommend to the full board the approval of a M.S. program in Accounting as presented

**Motion 2:** To recommend to the full board the personnel actions for Faculty and Promotion to the rank of Professor Emerita as presented.

**Committee: Finance & Facilities Committee**

**Motions:** That the Board of Trustees approves the Bank of America Banking Resolution and Certificate of Incumbency Per Attachment A.

**Motions:** That the Board of Trustees approves the TD Bank Governmental Entity Certificate of Resolution Per Attachment B.





**Deposit Account & Treasury Management Services  
Banking Resolution and Certificate of Incumbency**

**Note:** Please enable Macros

**CLIENT INFORMATION**

Please select one of the following options:

- New Resolution/Incumbency
- Update Incumbency (*Used to Add or Delete individual authorized signers*)
- Supersede Resolution/Incumbency (*Replaces any and all prior banking resolutions*)

**ORGANIZATION LEGAL NAME** (Must match legal name indicated in company formation documents)  
Salem State University

- This Banking Resolution and Certificate of Incumbency will apply to all accounts the Organization maintains with us.
- The Organization adopts the following Banking Resolution and Certificate of Incumbency (with specimen signatures)\*

The undersigned certifies that:

1) Any individual (each an "Authorized Signer") with any of the following Titles

Title: Associate Vice President for Business Affairs

Title: Vice President for Finance and Business

Title: Controller

is authorized, acting alone, including by electronic signature, electronic record or other electronic form, (a) to establish accounts from time to time for the Organization at Bank of America, N.A. (the "Bank"), as well as to operate and close such accounts, (b) to enter into any and all agreements and transactions contemplated by the provision of treasury management services by the Bank, including but not limited to Electronic Funds Transfer Services, and (c) designate persons to operate each such accounts including closing the account, and to designate persons to act in the name and on behalf of the Organization/Client with respect to the establishment and operation of treasury management services.

2) the person whose signature, name, and title appear in the "AGREEMENT, TAX INFORMATION CERTIFICATION and AUTHORIZATION" section of the Deposit Account Documentation Signature Card ("Signature Card") and those persons listed below on the Incumbency Certificate, are Authorized Signers who are authorized, including by electronic signature, electronic record or other electronic form, to establish accounts and to designate persons to operate each such account and to execute contracts and agreements (including treasury management service agreements, including but not limited to Electronic Funds Transfer Agreements) with the Bank and that the signatures of such Authorized Signers are genuine.

3) the persons who signed in the Designated Account Signers section of the Signature Card are authorized to operate any accounts opened with the deposit account documentation unless otherwise noted on the Signature Card, and that the signatures of such Designated Account Signers are genuine.

4) the foregoing is a complete, true and correct copy of the banking resolutions adopted by the Board of Directors, the Members or the General Partners, Commission, Council or Governing Board as applicable, of the Organization, government entity or authority and that the resolutions are still in full force and effect and have not been amended or revoked and do not exceed the objects or powers of the Organization, government entity, authority or the powers of its management or Governing Board, Commission or Council.

**Incumbency Certificate:**

Add/Delete	Name	Title	Signature
Add	Joseph F. X. Donovan	Associate VP for Bus Affairs	
Add	Karen P. House	VP for Finance & Business	
Add	Russell J. Bethoney	Controller	

\* If you choose to provide your own Banking Resolution and Certificate of Incumbency (with specimen signatures), it must be attached to the signature card.

**This Banking Resolution and Certificate of Incumbency must be signed as follows:**

- **Corporations:** Secretary or assistant secretary of the company must sign.
- **Any Partnership type:** One of the general partners must sign. If the general partner is an organization, show the name of the general partner and include capacity of signer.
- **Limited Liability Company:**
  - **Member Managed LLC:** One of the members or an officer of the company must sign. If the member or manager is an organization, show the name of the member or manager and include capacity of signer.
  - **Manager Managed LLC:** The manager or managers or an officer authorized of the company must sign. If the member or manager is an organization, show the name of the member or manager and include capacity of signer.
- **Other unincorporated organizations:** An officer of the organization who is authorized by the by-laws or operating agreement of the company must sign.
- **Government entities, authorities or agencies:** An authorized signer of the government entity/authority who is authorized by the statutes must sign.

In Witness Whereof, I have hereunto set my hand as (title) of the Organization listed above

Title: Vice President for Finance and Business

**Type or Print Name of Certifying Individual**

Karen P. House

**Name of Company who is General Partner or Member, leave blank if not applicable.** (Type or print Name of company including the legal name of any member, managing member, manager, or general partner who is signing and who is not an individual)

Signature: \_\_\_\_\_ Date: \_\_\_\_\_





**GOVERNMENTAL ENTITY CERTIFICATE OF RESOLUTION**  
(For Deposit Accounts)

<b>Depositor (Name of Governmental Entity):</b>  Salem State University	<b>Financial Institution:</b> TD Bank, N.A 11000 Atrium Way Mt. Laurel, NJ 08054
<b>Address:</b> 352 Lafayette St Salem, MA 01970	

I HEREBY CERTIFY that I am the duly elected and qualified Authorized Governmental Agent and keeper of records for the Depositor (also referred to as "Governmental Entity") named above, that the following is a true and complete copy of a Resolution duly adopted at a meeting of the Governing Body of said Governmental Entity held on, or dated on \_\_\_\_\_, 20\_\_ in accordance with the law and the by-laws of, or consent of, said Governmental Entity, and that my delivery of this Certificate of Resolution to Financial Institution certifies to Financial Institution that such Resolution is still in full force and effect.

I FURTHER CERTIFY that the name of the Depositor set forth above is the complete and correct name of the Governmental Entity and that the Governmental Entity is organized and existing under and by virtue of the laws of the Commonwealth of Massachusetts a Governmental Entity.

**RESOLVED**, that the Financial Institution named above, at any one or more of its offices or branches, be and it hereby is designated as a Financial Institution of and depository for the funds of this Governmental Entity, which may be withdrawn on checks, drafts, advices of debit, notes or other orders for the payment of monies (including electronic orders) bearing the signature of, or as otherwise authorized by, any one (1) of the following officers, employees or agents of this Governmental Entity ("Agents"), whose actual signatures are shown below:

Title	Name	Signature
Vice President for Finance and Business	Karen P. House	
Associate Vice President for Business Affairs	Joseph F. X. Donovan	
Director, University Controller	Russell J. Bethoney	

**FURTHER RESOLVED**, the Agents, whose names and signatures appear above, are hereby authorized to open and maintain a deposit account or accounts of the Governmental Entity with the Financial Institution, subject to the terms and conditions of the Business Deposit Account Agreement, as it may be amended from time to time (the "Account Agreement").

**FURTHER RESOLVED**, that the Financial Institution is hereby directed to accept and pay without further inquiry any item or payment order drawn against any of the Governmental Entity's accounts with the Financial Institution bearing the signature of or as otherwise authorized by any such Agents even though drawn or endorsed to the order of any Agent signing or tendered by such Agent for cashing or in payment of the individual obligation of such Agent or for deposit to the Agent's personal account, and the Financial Institution shall not be required or be under any obligation to inquire as to the circumstances of the issue or use of any item signed, or payment order authorized, in accordance with the resolutions contained herein, or the application or disposition of such item or payment order or the proceeds of the item or payment order.

**FURTHER RESOLVED**, that any one of such Agents is authorized to endorse all checks, drafts, notes and other items payable to or owned by this Governmental Entity for deposit with the Financial Institution, or for collection or discount by the Financial Institution, and to accept drafts and other items payable at the Financial Institution.

**FURTHER RESOLVED**, that the above named agents are authorized and empowered to execute such other agreements, including, but not limited to, special depository agreements and arrangements regarding the manner, conditions or purposes for which funds, checks or items of the Governmental Entity may be deposited, collected, or withdrawn and to perform such other acts as they deem reasonably necessary to carry out the provisions of these resolutions.

**FURTHER RESOLVED**, that the authority hereby conferred upon the above named Agents shall be and remains in full force and effect until written notice of the revocation thereof shall have been delivered to and received by the Financial Institution at the location where an account of the Governmental Entity is maintained and Financial Institution has had a reasonable period of time to act upon such notice.

I FURTHER CERTIFY that the persons named above occupy the positions set forth opposite their respective names and signatures; that the foregoing resolutions now stand of record on the books of the Governmental Entity; that they are in full force and effect and have not been modified in any manner whatsoever.

IN TESTIMONY WHEREOF, I have hereunto set my hand on \_\_\_\_\_ and attest that the signatures set opposite the names listed above are their genuine signatures.

**CERTIFIED TO AND ATTESTED BY:**

SEAL

X  
\_\_\_\_\_  
Authorized Governmental Agent or Assistant Authorized Governmental Agent

\_\_\_\_\_  
Secretary of the Board of Trustees of Salem State University  
(Title)

Note: In case the Authorized Governmental Agent or other certifying officer is designated by the foregoing resolutions as one of the signing officers, this certificate should also be signed by a second Officer or Director of the Governmental Entity and that the Financial Institution shall be and is authorized to honor and pay the same whether or not they are payable to bearer or to the individual order of any Agent or Agents signing the same.