

**MEETING OF THE BOARD OF TRUSTEES
October 13, 2016**

PRESENT: Trustees Cabral, Chisholm, Davis, Katzman, Lutts, Malcolm, Mattera (Chair), Murphy, Scott, Segal and President Meservey. Advisory Members Zetes and 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: Chief of Staff Bower, Vice President of Finance and Business House and General Counsel and Vice President of Administration Keenan.

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 October 13, 2016, with Paul Mattera, Chair, presiding.

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I. CALL TO ORDER

Call to Order

Chair Mattera called the meeting to order at 5:05 p.m. and welcomed the Board's new Trustees Elliot Katzman and Elizabeth Cabral.

The chair then shared some of the Open Meeting Law ground rules to ensure that the meeting was a productive one. Chair Mattera informed all present that the meeting would be recorded and that an open forum would be offered to allow for comments.

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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 Segal and seconded by Trustee Scott, it was unanimously

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

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As it is the chair's prerogative to take agenda items out of order, Chair Mattera introduced the first item of business - Old Business/Committee Action for Finance and Facilities.

III. OLD BUSINESS/COMMITTEE ACTION FOR FINANCE & FACILITIES

Salem State University Sustainability Special Committee: Chair Mattera referred to the June 8, 2016, Board meeting when the Board requested additional information to consider and better understand the financial risk of energy investments. Chair Mattera called on Trustee Lutts, who chairs both the Finance and Facilities Committee and the SSU Sustainability Special Committee, to provide the Board with an update.

Trustee Lutts reviewed the timeline of events associated with the creation of the committee and consideration of the divestment issue (see Timeline of Significant Events Associated with Consideration of Divestment from Fossil Fuels attachment). There was agreement among the Trustees that some changes should be made to the university's investment policy.

Chair Mattera asked if there was a motion and Trustee Lutts duly made the following motion which was recommended by the Finance and Facilities Committee, and seconded by Trustee Malcolm:

MOTION: **The Finance and Facilities Committee hereby recommends that the Board of Trustees approve a revision to the investment policy to add to the list of prohibited investments: equity and/or fixed income securities in companies that extract coal and/or tar sands. This would preclude Salem State University from investing in at least half of the companies on the Carbon Underground 200 list**
<http://fossilfreeindexes.com/research/the-carbon-underground> In addition, the university's investment advisors are instructed to invest in alternative and/or renewable energy companies, consistent with the parameters of the investment policy, as they deem financially prudent. Further, the committee recommends that the Board of Trustees revisit this issue in five years' time, or earlier as economic, climate, or other circumstances may warrant. This policy change would be part of a broad strategy to mitigate climate change recommended by the Trustee Sustainability Special Committee in its 2016 report.

The president and other officers of the university are hereby authorized to do all things and take all actions deemed necessary to implement this decision.

Salem State University Sustainability Special Committee 2016 Recommendations

1) Greenhouse gas emissions and reduction targets: Salem State University has made a commitment through the Presidents' Climate Commitment of Second Nature to be carbon neutral by 2050 – we are reaffirming this commitment. In addition, we need to set interim goals and these goals will be determined as we prepare the report due to Nature in January of 2017. The expectation is that we will have goals set to reduce our carbon footprint by 50% and 75% at dates certain.

2) **Transportation:** A significant portion of the greenhouse gas emissions are tied to transportation and the goals above will be directly related to our ability to reduce the use of private vehicles by our community. To support this effort, Salem State will focus on increased use of alternative transportation such as public transportation (including advocacy for a South Salem train stop) and creating a bike friendly environment with bike racks and lanes. Further increasing on-campus housing will reduce the number of students commuting to campus and our goal is to increase on-campus housing to 50% of full-time undergraduates within 8 – 10 years.

3) **LEED building:** We will strive to achieve LEED Gold for all new construction on campus and LEED Silver where possible with renovations. Further we will dedicate a portion of capital improvement funds for energy reduction and/or other sustainable goals each year and add a criterion to our rating system for project prioritization to include benefits to sustainability.

4) **Waste disposal and purchasing:** We will continue to expand our recycling efforts through actions such as single stream recycling. Data will be collected to baseline our current efforts and to set goals by January 2017. For Purchasing, we did not address this element and will incorporate it into our work due to Second Nature in January 2017.

5) **Finance and Socially Responsible Investing:** The recommendation to the Trustees is to:

a) Instruct our financial advisors not to invest any direct holdings in the coal industry (we do not currently have such investments). This would be in effect immediately, and would result in the permanent elimination of 100 of the “Carbon 200” companies from our investment portfolio.

b) Instruct our financial advisors to consider further divestment from direct holdings in the balance of the “Carbon 200” (Fossil Fuel Free) companies to the extent the advisors believe it is financially prudent with the goal of achieving full divestment in five years.

c) Instruct our financial advisors to invest in alternative energy companies/efforts to the extent the advisors believe it is financially prudent.

6) **Education, research, and community outreach:** We will support the development of certificate and degree programs that prepare our graduates to work in the fields of sustainability. The plan for such programming will be incorporated into our university strategic plan which will be developed during AY16-17. We will also establish programs on campus to educate our community (campus and beyond) regarding the importance of sustainability and the social and economic consequences of climate change. This work will be

incorporated into our Talent Development Programming and special programs offered by our academic and student life programming.

7) We will create metrics for and assess the climate resiliency of our campus.

Trustee Lutts then immediately offered an amendment to the motion by inserting after the words “In addition, the university’s investment advisors are instructed to” the words “**consider further divestment from direct holdings in the balance of the Carbon Underground 200 list to the extent the advisers believe it is financially prudent, and to**” so that the first paragraph of the motion would now read:

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The president and other officers of the university are hereby authorized to do all things and take all actions deemed necessary to implement this decision.

At this point in the meeting Chair Mattera opened the discussion to public comments and called for Open Session.

Open Forum on Sustainability Recommendations: Chair Mattera announced an Open Forum and the following individuals offered comments in support of divestment: Alumni Fred Looper, students Natasha Manyak, Mirwais Anwar, Daniel Veira and faculty Noel Healy, Steve Young and Avi Chomsky.

Chair Mattera thanked the group for its comments and returned to the regular portion of the Board meeting. He reminded the Trustees that there was an amended motion with a second pending.

Following a brief discussion Trustee Lutts offered a further amendment to the predicate motion. Upon the motion duly made by Trustee Lutts and seconded by Trustee Malcolm it was unanimously

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economic consequences of climate change. This work will be incorporated into our Talent Development Programming and special programs offered by our academic and student life programming.

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IV. COMMITTEE ACTIONS (excluding Finance & Facilities):

Risk Management & Audit: Chair Mattera invited Trustee Segal to present the motion pertaining to the FY 16 Salem State University audited financial statements and related materials. Upon a motion duly made by Trustee Segal and seconded by Trustee Davis it was unanimously

VOTED: The Board of Trustees of Salem State University hereby accepts the draft of the package entitled Salem State University Financial Statements and Management Discussions and Analysis June 30, 2016 and 2015 (Attachment A) which are substantially complete. This package includes the independent auditor's report and various supplementary information. Further, the Board of Trustees delegates authority to accept the final financial statement package to vice president Karen House, with the proviso that substantive changes from the draft statements, if any, be discussed first with the chair of the Risk Management and Audit committee.

Trustee Segal then offered the following motion pertaining to the FY16 Uniform Guidance audit (previously known as A-133, primarily the Federal financial aid audit) and the motion was seconded by Trustee Murphy and it was unanimously

VOTED: The Board of Trustees of Salem State University hereby accepts the draft Salem State University Independent Auditor's Reports as Required by Uniform Guidance and Government Auditing Standards and related information for the fiscal year ending June 30, 2016 (Attachment B). further, the Board of Trustees delegates authority to accept the final report to vice president Karen House, with the proviso that substantive changes from the draft report, if any, be discussed first with the chair of the Risk Management and Audit committee.

Academic Affairs & Student Life: Trustee Davis then introduced the Academic Affairs and Student Life tenure motions which were taken in consecutive order:

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

VOTED: To recommend to the full board the personnel action for Jacqueline Landau to be promoted to the rank of full professor as presented.

*Risk
Management
& Audit*

*Acceptance of
FY16 Audit
&
FY16 Uniform
Guidance Audit*

*Academic
Affairs &
Student Life*

*MSCA
Personnel &
Tenure
Actions
Re:
Landau,
Healy &
Nixon*

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

VOTED: To recommend to the full board the personnel action for Thomas Healy to be appointed associate professor emeritus as presented.

Upon a motion duly made by Trustee Davis on behalf of the Committee and seconded by Trustee Chisholm it was

VOTED: To recommend to the full board the personnel action that Jude Nixon be granted the right to “take up” a faculty appointment at the rank of professor in the English Department with tenure, retroactively, as presented and as per MSCA collective bargaining agreement then in effect, Article XX, Section M.

Voted for: Cabral, Chisholm, Davis, Lutts, Mattera, Murphy, Scott and Segal
Voted against: None
Abstained: Malcolm

Executive Committee: Chair Mattera explained that the motion pertaining to Executive Session minutes generally concerns acquisitions which are no longer active and may now be made public. Chair Mattera reviewed the minutes for consideration, hearing no questions and with no further discussion he called for a motion. Upon a motion duly made by Trustee Scott and seconded by Trustee Davis, it was unanimously

VOTED: That the Board of Trustees approve the following Executive Session minutes for publication:

September 5, 2007
September 19, 2007
April 23, 2008
September 24, 2008
April 1, 2009
June 3, 2009
November 4, 2009
November 18, 2009
February 3, 2010
February 12, 2014
April 9, 2014
September 17, 2014
November 19, 2014
October 8, 2014
December 3, 2014
February 4, 2015
February 11, 2015
April 15, 2015

Chair Mattera explained that the next matter of business concerned the delegation of authority to the president in consultation with the chair to plan Commencement activities. In the past, this was a

*Executive
Executive
Session Minutes
& Delegation of
Authority to the
President*

motion that would be voted on annually however that tended to delay event planning and necessary actions. Trustee Scott offered the motion which was seconded by Trustee Chisholm and it was unanimously

VOTED: That the Salem State University Board of Trustees hereby authorizes the president in consultation with the chair to pursue and plan for Commencement activities, including the recruitment and solicitation of individuals to provide the keynote address at each of the ceremonies and at least one individual for receipt of an honorary degree in keeping with the University’s established criteria.

This action shall be effective immediately upon its approval by the Board of Trustees.

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V. REPORT OF THE PRESIDENT

Report of the President

President Meservey shared a draft score card (attached) with the Trustees and noted that card was marked “preliminary” as several of the items are not final yet. Enrollments have declined one percent across the board. We are not alone in this as the Board of Higher Education community colleges are down five percent. UMass is up but only one percent. Our four-year graduation rate is up eight percent. We have a number of areas without metrics including student satisfaction, civic engagement, deferred maintenance that still need to be completed.

President Meservey noted that we are continuing our Campus Climate survey and called attention to the AGB Board of Directors’ Statement on Campus Climate, Inclusion, and Civility (attached) for the Trustees review.

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VI. REPORT OF THE CHAIR

Report of the Chair

Chair Mattera shared that he was recently appointed to the Board of Higher Education (BHE) and is the state universities’ segmental representative. He reflected on his experience at a recent board meeting. The BHE is the statutorily created agency in Massachusetts responsible for defining the mission of and coordinating the Commonwealth’s system of public higher education and its institutions. The BHE works to create and maintain a system of public higher education which provides Massachusetts citizens with the opportunity to participate in academic and educational programs for their personal betterment and growth, to contribute to the area’s existing base of research and knowledge, and to contribute to the Commonwealth’s future economic growth and development.

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VII. NEW BUSINESS

New Business

Approval of Presidential Review Committee

Presidential Review Committee – Trustee Davis shared that she has been honored to serve on the Presidential Review Committee (PRC) for the three years and as its chair for the past two years. In the past the PRC’s report has been 14 pages however this year Commissioner Santiago requested that the committee contain its remarks to two pages. Trustee Davis informed the Board that it is an extremely positive report that the committee believes accurately reflects President Meservey’s exemplary institutional leadership. Trustees Segal and Chisholm echoed Trustee Davis’ comments. The report is attached in its entirety. With no further comment or discussion Trustee Davis offered the following motion which was seconded by Trustee Chishom and it was unanimously

VOTED: That the Board of Trustees accepts the annual review of President Patricia Maguire Meservey for 2015-2016 as presented by the Presidential Review Committee to be submitted to the Board of Higher Education.

Strategic Planning – President Meservey explained that the Strategic Planning process will be undertaken by the Collaboration Committee. The Department of Higher Education (DHE) is now exercising authority to approve strategic plans. We will be bringing drafts of the plan to the Board at future meetings; expect to have the Salem State Board of Trustees approve the plan in June and then the DHE Board will approve next October.

President Meservey then introduced the Collaboration Committee Co-chairs Professor Monica Leisy and Assistant Dean Nate Bryant who presented an overview of the Strategic Planning Process including the members of the committee, the overall task and established guiding principles. Mention was also made of how the process is organized and how the community is being engaged. President Meservey added that Trustee Murphy is the Board liaison to the strategic planning process. (Strategic Planning Process Overview Attachment)

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VII. Open Forum

Open Forum

Chair Mattera announced the next portion of the meeting would be Open Forum and called for questions and comments from the floor. There being none Chair Mattera closed the Open Forum.

Chair Mattera then announced that the Board would go into Executive Session to discussion Executive Session Minutes and a real estate matter.

Upon a motion duly made by Trustee Davis and seconded by Trustee Malcolm, a roll call vote was taken to go into Executive Session at 7:10 pm and the motion passed unanimously.

Executive Session

For: Cabral, Chisholm, Davis, Lutts, Malcolm, Mattera, Murphy, Scott and Segal
Against: None

When the Board had completed its discussion, it voted to come out of Executive Session at 7:15 pm.

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IX. ADJOURNMENT

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

VOTED: To adjourn the meeting at 7:30 p.m.

Respectfully submitted,



Patricia Maguire Meservey
President



Lynne Montague
Secretary to the Board of Trustees