

**Massachusetts Board of Higher Education
EXECUTIVE COMMITTEE**

June 3, 2021
1:00 p.m.- 2:30 p.m.

The June 3, 2021 meeting of the Executive Committee of the Board of Higher Education (“BHE” or “the Board”) was held virtually on the web-conference platform Zoom.

Meeting Minutes

Committee Members Present: BHE Chair Chris Gabrieli; Vice-Chair Sheila Harrity; Veronica Conforme; and Commissioner Carlos Santiago (non-voting, ex officio).

Committee Members Absent: Patty Eppinger; and Bill Walczak

Department Staff Present: Constantia Papanikolaou; Elena Quiroz-Livanis.

I. CALL TO ORDER

Board Chair Chris Gabrieli called the meeting to order at 1:03 p.m.

Chair Gabrieli indicated that Committee Member Eppinger would not be attending the meeting due to personal family commitments. Roll call attendance was taken (see above for attendance roster).

II. DISCUSSION

List of Material's Used

Commissioner’s FY20 Self Evaluation, November 15, 2020
Draft, Revised BHE By-Laws,

Chair Gabrieli stated that there were two main items on the agenda, and he would defer the discussion and approval of the minutes to the end of the meeting. He started with the Commissioner’s FY20 Evaluation agenda item and advised that the Commissioner has been provided with the draft evaluation for concerns and comments, as this will be a public document. Commissioner Santiago stated that he felt the FY20 Evaluation was satisfactory.

Chair Gabrieli advised that the Executive Committee would circulate the self-evaluation ahead of the June meeting for discussion. Chair Gabrieli stated that from his perspective, the most important item that will be discussed is the Equity Agenda for clarity. He expressed that most Board members need clarity on exactly what the Equity Agenda is, what the policy audit is, and what the goals are. To that end, Chair Gabrieli expressed that the purpose of the retreat would be to organize a presentation about the Equity Agenda and to discuss key elements specific to meeting goals. Chair Gabrieli questioned the Commissioner about seasonal timing for the retreat, and whether the retreat should be in person or remote.

The Commissioner believes that that the board retreat should take place in the summer, as it is his goal to launch Strategic Planning Process this fall after the retreat. The Commissioner expressed that a procurement (a request for proposals (RFP)) is already being reviewed in terms of getting external support to assist with this work, and that the Department has the resources to execute it. The Commissioner added that he expects the Department will be in a position to finish the New Undergraduate Experience work by the end of summer, and then be in a position to subsequently bring the report to the Board. The Commissioner added that he recently attended an all staff meeting to discuss the policy audit, which will look critically at all the policies they have and review how the policies obstruct the path of success especially for students of color in our colleges and universities. The Commissioner would like to review 5 to 10 years back to see the progress of the big objectives to see what things have and have not worked.

Committee Member Harrity expressed concern that students are experiencing learning loss, significant curriculum deficiencies, skill gaps and a number of failures during the Covid slide. Committee Member Harrity noted that it is hard to be connected and give support to students who are learning remote. The Commissioner responded by noting that enrollment has risen a little, but not to the levels they were pre-Covid. The Commissioner believes that the work they have accomplished prior to Covid has helped, as has work under initiatives such as the SUCCESS initiative that has resulted in additional funding to provide support services.

Chair Gabrieli inquired about the scheduling process for the retreat. The Commissioner replied that it would possibly be around early September. Chief of Staff Quiroz-Livanis advised the Committee members that they do not have an approved FY22 Board Schedule, and it would be voted on in June. Committee Member Conforme informed the Committee members that mid-September would be better.

Chair Gabrieli suggested scheduling an Executive Committee meeting to discuss the agenda and policies with FAAP and Strategic Planning. Chief of Staff Quiroz-Livanis advised that she would be planning the meeting and agreed to working with the Executive Committee. Chief Legal Counsel Papanikolaou reminded the Committee, although a retreat has not been held in some time, it is advisable and consistent with best practice that the board continue to set aside time for professional development and training during their annual retreat. In addition, she suggested that the Board engage in a formal self-assessment, for the Board to evaluate itself in terms of its functioning.

Chair Gabrieli stated that he is still waiting for final guidance from Secretary Peyser and Administration and Finance (ANF) about guidelines for compensation adjustments for other state employees, which will help inform the Board as it determined the Commissioner's compensation adjustment. Chief Legal Counsel Papanikolaou reviewed the Board's statutory authority in this area and noted that it is exclusively the function of the Board to evaluate the Commissioner and to set the Commissioner's compensation. She advised that the Board is not legally bound by ANF recommendations for salary increases, but historically the Board has opted to align the Commissioner's compensation with ANF recommendations.

Chair Gabrieli then turned to the next agenda item, which involves a review of the Board's structure and processes. Chair Gabrieli informed the Executive Committee that they are required to refrain from amending By-Laws without 15 days of notice to the full Board. Chair Gabrieli informed the Executive Committee that they would reconvene later this summer to discuss the proposed By-Law changes. He also informed the Executive Committee that the most important change to the By-Laws is that the proposed Advisory Councils will replace the Standing Committees, except Executive Committee which is required in statute. He noted that the major difference with the Advisory Councils is that they will be allowed to have members who are not members of the Board. The Councils, however, will not have the authority to vote on core functions of the Board, but they will be advisory in nature. In addition, each Council will have a chair or co-chair who is a BHE member and may also have a co-chair who is not a BHE member.

Chair Gabrieli stated that he believes that the proposed Advisory Council structure will enable the Board to get more leaders engaged in work like the Equity Agenda and beyond. Chair Gabrieli also informed the Executive Committee that other proposed changes to the By-Laws include agenda sequencing and the agenda setting. He noted that going forward the Chair will set agendas in consultation with the Commissioner.

Chief Legal Counsel Papanikolaou noted that the revised By-Laws propose adding a governance function to the Executive Committee, and she advised that as the Executive Committee sets agendas, it is good practice to take a holistic view on the statutory responsibilities and strategic priorities of the Board based on the academic year to get a better sense of what topics must be covered and what topics should be covered.

Chair Gabrieli reviewed suggestions for the nomination process for Advisory Councils membership, noting that the By-Laws give the Board chair the authority to make recommendations, but these recommendations would be subject to approval by the Board. Committee Member Harrity informed Chair Gabrieli that her 22-member school committee keeps track of when members seats are up or up for re-election. She advised that she has never seen anything at the Executive Committee meeting for when members times are up and whether they will be re-appointed; suddenly there are new members that are being filtered through. Chair Gabrieli stated that if the Board approves the revised By-Laws, the Executive Committee should review the strategies to keep track of member turnover and to give feedback to the Governor.

Chief Legal Counsel Papanikolaou added that, consistent with national best practice, both public and private higher education institution boards have appointment committees that look at vacant seats and make recommendations for Board membership, to help ensure that the governing body consists of people who represent diverse backgrounds and experiences. She also noted that the proposed By-Laws allow the Chair to replace successor members and successor chairs to allow the business to continue. Chief Legal Counsel Papanikolaou advised that if they add an annual meeting, as suggested in the proposed By-Laws, this may help reign in the process with an annual review but will still allow the Chair to keep the Board business functions moving forward through the end of the academic year by replacing members who need to step away for personal or other reasons. She noted that during its annual meeting the full Board will review and either confirm or adjust the membership, including the chairs, of councils and committees and their charges.

Committee Member Harrity noted if there are holes in their membership regarding skill sets, maybe they can create a venue to offer suggestions. She noted that they are creating advisory groups with the subset of the community, which would be a nice introduction of how the Board functions for potential Board members. Committee Member Harrity also noted that this could be part of the training program and would be a nice way to showcase what the Board's work is, what they would be engaged in and what the time commitment would be. Committee Member Conforme agreed adding that she and believes this could be a wonderful opportunity to bring in extra level of

expertise and to bring in more diversity. Chair Gabrieli concurred with the experience, commitment, and diversity aspect of Committee Member Conforme's comment.

Chief Legal Counsel Papanikolaou reviewed the proposed revisions to the By-Laws and advised that the By-Laws state that: the membership shall be recommended by the Chair in consultation with the Commissioner and subject to Board approval, membership will be renewed and reviewed annually; and the Chair and the Board will seek to establish reasonable balance members representing stakeholder interests, content experience and expertise, and will strive for diversity and geographic balance. Chair Gabrieli expressed that different committee chairs will have different types of views on whether someone is qualified, he would like the process to be more organic.

Chief Legal Counsel Papanikolaou noted that the current By-Laws state that an agenda will be sent to each member by mail at least 7 days prior to the day of fixed meeting, and that other Board members can submit suggestions to the Chair 3 days prior to the meeting. She pointed out that the proposed revisions to the By-Laws change this requirement, as it has been common practice that the agenda has had to be provided to the Board 3 days prior to the meeting, consistent with Open Meeting Law but not in alignment with the By-Laws.

Chair Gabrieli asked the Executive committee if they were comfortable with the state the By-Laws are in, and if there were any proposed edits or broad topics that they would like to discuss. Committee Member Conforme expressed that she was comfortable with where they were and would love for the full Board to discuss the process about co-chairs appointment. Chair Gabrieli agreed with Committee member Conforme and noted that at the July Executive Committee meeting, they would discuss the full contents of the By-Laws and would be ready to propose a full slate.

Chief of Staff Quiroz-Livanis requested clarification regarding the July Executive Committee meeting and wanted to know if Department staff would assist with collecting recommendations. Chair Gabrieli clarified that the meeting would be about the co-chairs. Ms. Quiroz-Livanis asked if she should know what the Advisory Councils are. Chair Gabrieli replied that his assumption has been that there would be three Advisory Councils that parallel the existing FAAP, AAC and evidence-based policy-making committees, and that the Advisory Councils would be greatly similar unless the committees themselves want to take a different approach. He also noted that in terms of the general purview, the Councils will be similar but will make recommendations instead of votes.

Chief Legal Counsel Papanikolaou questioned the timeline and process regarding the Chair's goal to have the drafted charges and memberships for each of the Advisory Councils. She advised that the proposed By-Laws says that the membership, charge, and duration of the advisory council shall be recommended by the chair in consultation with the commissioner in subject to board approval, and to Elena's point, charges have not been developed. She advised that charges could be developed, and this could be approved at the retreat. Chair Gabrieli agreed with that proposed approach and timeline. Ms. Papanikolaou also advised the Executive Committee to think about the Commissioner's FY21 evaluation for the July meeting, to get ahead of it as they attempt to have evaluations completed by October. The Commissioner suggested that the Executive Committee solicit the Secretary's input.

Chair Gabrieli brought conversation to closure by seeking confirmation from committee members that there was general consensus among committee member to advance the discussion of By-laws to the full board. A motion was made and seconded to the effect. Upon roll call vote, the motion was approved unanimously by all members present.

III. OTHER BUSINESS

There was no other business.

IV. ADJOURNMENT:

On a motion duly made and seconded, the meeting adjourned at 2:23 p.m.