



BOARD OF TRUSTEES
Nominations and Bylaws Committee Meeting

Wednesday, January 22, 2024 – 9:00 am
by Webex and YouTube
on www.massbay.edu

MINUTES

TRUSTEES PRESENT: Ilissa Povich (Chair), Sandy Lish, Gary Prado, and Diane Schmalensee (ex-officio, Board Chair)

STAFF PRESENT: Karen Britton, Executive Director, Office of the President; David Podell, President; Jeremy Solomon, Vice President of Institutional Advancement, Marketing, and Communications

Vice President Solomon departed the meeting at 9:20 am when Executive Session was established.

Chair Schmalensee joined the Executive Session at 9:51 am.

CALL TO ORDER & INTRODUCTIONS

Committee Chair Povich called the meeting to order and declared that a quorum was present.

DECEMBER 11, 2024, MEETING MINUTES

Trustee Lish moved to approve the minutes of the December 11, 2024, meeting minutes, and Trustee Prado seconded.

The motion passed with the following roll call vote: Trustee Lish – YES; Trustee Povich – YES; Trustee Prado – YES

AMENDMENT TO BYLAWS/ADDITION OF CHAIR EMERITUS POSITION

President Podell reported that Chair Schmalensee's term is ending in March. Chair Schmalensee has played a significant part in the Board and College. Her experience and knowledge are valued, and as a result, a Chair Emeritus position is being recommended, also as a way to keep former Chairs engaged. Legal counsel is supportive. President Podell summarized the amendment.

Trustee Lish moved to approve the amendment to the Bylaws regarding a new Chair Emeritus position and recommend approval to the full Boards, and Trustee Prado seconded.

The motion passed with the following roll call vote: Trustee Lish – YES; Trustee Povich – YES; Trustee Prado – YES

The recommendation will be presented at the February 4 Full Board meeting.

CURRENT TRUSTEE CHARACTERISTICS GRID

President Podell reported that Rebecca Negreli has been confirmed by the Public Education Nominating Council (PENC) as Appointed Alumna Trustee, replacing Trustee Pyrtel. She was a former Student Trustee. She does still need to be sworn in but should be attending the February meeting, where departing Appointed Trustee Pyrtel will also be recognized.

The discussion turned to the grid, which was modeled after Westfield State's grid. The College is looking to fill two upcoming vacancies for Chair Schmalensee and Trustee Vincent, both of whose terms are expiring in March 2025. It was noted that the committee needs to recruit in the following areas: DEI, IT and Cybersecurity, Health Care, Workforce Development, Facilities Maintenance, and Real Estate. It would also be beneficial to find someone who lives and/or works in Framingham. PENC meets again in March and June. Trustee Povich is interested in becoming Chair, and President Podell will inform the Governor's Office.

NEXT MEETING

Executive Director Britton will schedule the next committee meeting one morning during the last week of February.

ADJOURNMENT TO EXECUTIVE SESSION FOR DISCUSSION OF POTENTIAL TRUSTEE CANDIDATES

Trustee Povich reported that it is necessary to move into Executive Session when the topic is related to reviewing applications and hiring if the Chair determines that holding the discussion in full session could negatively impact the search. Afterwards, there is no need to go back into regular session.

Trustee Lish moved to adjourn into Executive Session, and Trustee Prado seconded.

The motion passed with the following roll call vote: Trustee Lish – YES; Trustee Povich – YES; Trustee Prado – YES

The meeting adjourned at 9:22 am.



Ilissa Povich, Trustee **2/25/25**
Nominations & Bylaws Committee Chair