



BOARD OF TRUSTEES
Nominations and Bylaws Committee Meeting

Tuesday, February 26, 2025 – 11:00 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 11:22 am when Executive Session was established.

CALL TO ORDER & INTRODUCTIONS

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

JANUARY 22, 2025, MEETING MINUTES

Trustee Lish moved to approve the minutes of the January 22, 2025, meeting, and Trustee Prado seconded.

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

JANUARY 22, 2025, EXECUTIVE SESSION MEETING MINUTES

Trustee Lish moved to approve the minutes of the January 22, 2025, Executive Session meeting, and Trustee Prado seconded.

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

INTRODUCTION OF BYLAWS REVIEW

Committee Chair Povich noted that some content in the current Bylaws needs to be updated. One example is the language pertaining to remote participation in meetings. MassBay's Legal Counsel Gina Yarbrough sent a "shell" to review as an example. This will be a topic for the next meeting.

REVIEW OF QUALIFICATIONS SPREADSHEET

Committee Chair Povich introduced the topic of the recent Dear Colleague letter from the U.S. Department of Education and possible changes to the Board of Trustees' grid. Now that there is no longer a two-week deadline to make changes related to DEI in College documents, there is time to determine what if any changes should be made to the Board of Trustees grid. The sections that may need to be changed are Gender, Ethnicity, and Race at the top part of the grid and DEI under Functional Expertise below.

President Podell has had conversations about the Dear Colleague Letter with many MassBay faculty leaders and administrators, including his Executive Team, Chief Diversity Officer, and Director of Student Engagement, Identity, and Belonging, and has also addressed the letter in a recent community Town Hall. The College is waiting for guidance from the Massachusetts Attorney General before taking any actions. President Podell reminded that Committee that the State and NECHE require the College to use DEI principles.

NEXT MEETING

Executive Director Britton will set up another meeting in late March.

ADJOURNMENT TO EXECUTIVE SESSION FOR DISCUSSION OF POTENTIAL TRUSTEE CANDIDATES

Committee Chair Povich stated that she has determined that continuing the meeting in open session will be detrimental to the College in obtaining qualified candidates for the Board of Trustees. Trustee Schmalensee moved to move into the Executive Session meeting, and Trustee Lish seconded.

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

The meeting adjourned to Executive Session at 11:22 am.



Ilissa Povich, Trustee **3/28/25**
Nominations & Bylaws Committee Chair