



## **Board of Trustees**

Governance and Nomination Committee

**December 18, 2025, 11:45 a.m.**

**Minutes**

Loughman Living Room, Scanlon Hall

A live stream of the meeting for public viewing will also take place at the following link: <https://www.westfield.ma.edu/live>

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**MEMBERS PRESENT:** Committee Chair Melissa Alvarado, Vice Chair Theresa Jasmin and Trustees: Chris Montemayor, Michael O'Rourke, William Reichelt and Board Chair Ali Salehi, ex-officio member

**MEMBERS PARTICIPATING REMOTELY:** Secretary Tessa Lucey

Also present and participating were Westfield State University President, Dr. Linda Thompson and Special Assistant to the President on University Strategies and Chief of Staff, Dr. Michael Freeman.

Committee Chair Alvarado called the meeting to order at 11:47 AM and a roll call was taken of the committee members participating as listed above. It was announced that the meeting was being livestreamed and recorded.

**MOTION** made by Trustee Lucey, seconded by Trustee Montemayor, to approve the minutes of the October 21, 2025 meeting. There being no discussion, and a roll call vote, **motion passed.**

### **Board of Trustee Committee Structure**

- Four main committees were initially proposed, but audit is now separate, making five committees.
  - Finance Committee
  - Audit Committee
  - Student Success & Learning Committee
  - University Success Committee
  - Executive Committee

### **Finance Committee**

- Focus: Financials, budgeting, multi-year planning, capital planning, facilities long-term planning, investments and reserves, HR, risk management, deferred maintenance, capital campaign support, institutional advancement, and strategic planning KPIs.
- Merges financial affairs and the investment subcommittee.

- Structure: Chair, vice chair, secretary, and two to four members (odd number for voting).
- Risk management was typically within the audit committee.
  - "The addition of making audit independent of finance was as a result of some past practices. Few years ago there was a mandate by the state to have audit independent of finance and that is the reason why that came about."
- Risk Management to be moved to Audit.
- The purpose of the Finance Committee mirrors what is in place today.
- Membership: The committee has five voting members, including the chair, vice chair, and secretary, appointed by the board chair in June.
- Authority, Power, and Limitations: The committee can make recommendations but cannot make approvals on behalf of the entire board.
- Duties and Responsibilities:
  - Review and recommend the operating budget, capital budgets, and longer-term planning.
  - Monitor the financial performance of the institution, including reserves, debt, and forecasting.
  - Review tuition fees and major financial proposals.
  - Oversee the conflict-of-interest policy.
  - Investigate other matters within the scope of finance.
  - Report any required reporting that may come up in the future.
- Reporting Accountability: The committee needs to report to the full board.
- Review and Amendment of Charter: The charter will be reviewed annually by the committee, and updates can be recommended by a majority vote.

### **Audit Committee**

- Similar to the existing audit committee, focusing on internal audits, external audits, reporting mitigation plans, and strategic plan KPIs.
- The membership for Finance and Audit specifically has it five members each.
- The concern with adding too many to these committees is that it might get a little bit difficult in terms of decision making and conversations, the amount of turnaround that happens.
- Purpose and Membership: Five members, consistent with the current structure.
- Authority, Powers, and Limitations: Standard language.
- Duties and Responsibilities:
  - Oversee internal audit operations and approve the annual audit plan.
  - Ensure independence within the internal audit function.
  - Select and oversee the external auditor, including resolving disagreements.
  - Ensure independent auditors advise the university of any situations that might adversely affect their judgment.
  - Ensure transparency regarding relationships between university officers/employees and the independent auditor.
  - Review audit findings.
  - Recommend appointment, replacement, reassignment, or dismissal of the internal auditor.
  - Meet at least annually with the internal auditor.
  - Recommend audit policies to the board.
  - Review the charter annually and ensure current practices are appropriate.
  - Cooperate with state auditors.

- Meetings and Procedures: Same as the Finance Committee.
- Reporting Accountability: The committee reports to the full board at each scheduled meeting, summarizing audit findings, risk exposures, and significant actions.
- Annual Review: The charter will be reviewed annually to ensure it remains current.

#### Audit Committee Discussion

- Questioning the need for a full audit committee and frequent meetings.
  - Concerns raised about whether there's enough content for hour-long meetings four times a year.
  - There are questions if separating audit and finance at the board level is necessary, as findings are addressed by the finance team, not the board.
- Rationale for a separate audit committee.
  - AGB recommends audit remain a separate function.
  - Past mandate (12 years ago) to keep the audit role separate due to concerns about audits not being done or issues being buried.
- State Requirements and Reporting
  - There may be state requirements mandating a separate audit committee.
  - Audit must be a direct report to the board.
  - The committee shall report to the full board at least once per year or as needed by the committee chair, summarize audit findings, risk exposure and significant actions.

#### **Student Success and Learning Committee**

- Scope and Focus
  - Includes academic programs and success, learning outcomes, student life, athletics, campus engagement, and after-college placement data analysis.
  - Encompasses topics like belonging, internships, and co-ops.
- Committee Structure
  - Merging the academic affairs committee and the JEDI committee.
  - Trustee Montemayor (chair), Trustee Garcia (vice chair), Trustee O'Rourke (secretary).
- Membership: The current version states "seven voting trustees," but the speaker notes there are four members for this committee.
- Duties and Responsibilities include:
  - Evaluating the gen ed curriculum.
  - Reviewing initiatives that improve student academic, athletic, and social engagement.
  - Monitoring progress on DHE equity initiatives.
  - Evaluating strategies that promote academic achievement and on-time graduation.
- Meetings and procedures section is consistent with the previous two charters.
- Reporting will be to the full board.
- KPIs need to be identified for duties and responsibilities, to be reviewed quarterly or biannually.
- Additional Considerations
  - Safety and security are included in the charter but not explicitly listed.

#### **Learning and Faculty**

- The question of learning was deferred to Dr. Salka.
  - Dr. Salka's concern was that faculty might not see themselves represented if "learning" was removed.
- The Board was encouraged to ask the provost if that word is important to his faculty.
- Faculty training and enrichment was related to faculty growth.

## Safety and Security

- There was a conversation on how to handle safety and security.
- Concerns were raised about where to direct complaints or concerns about safety and security.
- Suggestions included calling it student well-being, wellness, or student wellness and safety.
- The University encompasses everybody in the community, not just the students.
- Facilities will be responsible for at least the security and management aspect.
- Infrastructure impacts student safety.
- Student wellness perspective affects their actual experience on campus.

## **University Success Committee**

- Covers environment, management, retention, DGCE, faculty success, strategic marketing campaigns, institutional research, accreditation, strategic plan, and KPIs.
- Aligns with VP of Enrollment Management and Chief of Staff.
- Combines and merges the enrollment and marketing committees.
- Purpose aligns with the categories and subtopics discussed.
- Duties and responsibilities include:
  - Regular review of enrollment, extension, graduate data, and initiatives.
  - Reviewing professional development, promotion, and recognition initiatives.
  - Reviewing accreditation results and response plans.
  - Monitoring compliance with standards.
- Reporting will be to the full board regularly.

## DGCE Discussion

- There is a concern about DGCE being called a "division" as it is essentially its own college with faculty and curriculum.
- The governance process for DGCE is different, with its own governance committee for curriculum review.
- Recommendation to move DGCE from University Success to Student Success and Learning.

## **Board Bylaws and Next Steps**

- Board bylaws have been updated to reflect the new committee structure, specifically Section 5.
- Committee Chair Alvarado advises bringing forward the new committee structure for a vote, with the discussed changes, at the next meeting in February.
- Board Chair Salehi suggested having a special meeting in January after changes are made.

## **Committee Structure**

- The existing committee structure will remain in place until the February board meeting, at which point changes will be implemented.
- The executive committee's responsibilities remain the same: overall governance, trustee matters, donations, legal issues, external representation, president's annual evaluation, and the strategic plan.
- The governance and nomination committees are being merged into the existing executive committee.
- The chairs of each of the four committees will be added to the executive committee.

## **Next Steps**

- Consider all suggested changes, and the committee will work them out.

- Possibly have a special meeting in January.
- Start the new structure in February.

**Item for Action**

- Motion not read. Will have a Special Meeting in January regarding Charters and Bylaws.

There being no further business,

**MOTION** made by Trustee Reichelt, seconded by Trustee Montemayor, to adjourn.  
Roll call vote, **passed motion unanimously.**

Meeting adjourned at 12:37 PM.

**Attachments:**

- a. Meeting Minutes: 10.21.25
- b. Motion – Charters and Bylaws
- c. WSU Revised Board Committee Structure
- d. Executive Committee Charter New
- e. Finance Committee Charter New
- f. Audit Committee Charter New
- g. Student Success Committee Charter New
- h. University Success Committee Charter New
- i. BYLAWS of Trustees as Amended 12.18.25 New (CLEAN)

**Secretary's Certificate**

I hereby certify that the foregoing is a true and correct copy of the approved minutes of the Westfield State University Board of Trustees Governance and Nomination Committee meeting held on December 18, 2025.

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Tessa Lucey, Secretary

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Date