



Board of Trustees

Executive Committee

Time: 12:30 p.m.

June 11, 2026

Loughman Living Room, Scanlon Hall

Committee Members: Chair Ali Salehi, Vice Chair Melissa Alvarado, Secretary Gloria Williams, George Gilmer, Theresa Jasmin, Chris Montemayor, and William Reichelt

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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|--|------------------|
| 1. Call to Order | Chair Ali Salehi |
| 2. Approval of Minutes | Chair Ali Salehi |
| a) December 2, 2025, Governance & Nomination Committee Meeting | |
| b) February 2, 2026 Governance & Nomination Committee Meeting | |
| 3. Items for Information | Chair Ali Salehi |
| a) 2025-2026 Officer Nomination Results | |
| 4. Items for Action | Chair Ali Salehi |
| a) Motion - Slate Officers | |
| 5. Adjournment | |

Attachments:

- a. Minutes- December 2, 2025 - Governance & Nomination Committee Meeting
- b. Minutes – February 2, 2026 - Governance & Nomination Committee Meeting
- c. Motion – Slate officers



Board of Trustees

Governance and Nomination Committee

February 2, 2026 3:00 p.m.

Minutes

Remotely: Zoom

A live stream of the meeting for public viewing will also take place at the following link:

<https://www.westfield.ma.edu/live>

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

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.

After some technological difficulties, Committee Chair Alvarado called the meeting to order at 3:11 PM 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.

Board of Trustee Committee Structure

Comments and Suggestions

- Chair Alvarado is thanked everyone for working together to get this new committee structure in place.
- Chair Alvarado believes the structure is streamlined and effective, especially with new board leadership coming in June.

Student Success and Learning

- A comment is raised about the naming of "university success" and "student success and learning." Trustee Reichelt suggests it should just be "student success" for cleanliness.
- The learning portion was added at the University's request to ensure it was included as part of student success.
- The committee chairs can change the charter, bylaws, and committee titles after approval.

Committee Structure and Strategic Conversations

- The focus should be on whether the committee structure feels right and is broken down appropriately.
- The goal is to have fewer report outs and more strategic conversations.
- KPIs are outlined as an area of focus for each committee.
- It is imperative to push for higher-level discussion and also focus on areas of risk.

Committee Membership

- Finance:
 - Chair: Trustee Gilmer
 - Vice Chair: Trustee Jasmine

- Audit:
 - Chair: Trustee Jasmine
 - Vice Chair: Alvarado
- Student Success:
 - Chair: Trustee Montemayor
 - Vice Chair: Trustee Garcia
- University Success:
 - Chair: Trustee Reichelt
 - Vice Chair: Trustee Lucy
- Executive Committee:
 - Chair: Chair Salehi
 - Vice Chair: Speaker
 - Past Chair: Added role, was in past bylaws.

Committee Structure and Charters

- Committees are kept to an odd number for voting purposes.
- Changes were made to committee numbers and aligning charters.
- President Thompson has full discretion over committee liaisons, which can change at any time.

Next Steps

- Chairs determine next steps, working with liaisons.
- Next board meeting is scheduled for February 19, 2026.
- Chairs can decide whether to have committee meetings on the same day, prior to, or not at all.
- Chair Alvarado updated the bylaws and charges for each committee, attached to the program.

Specific Charter Changes

- Audit committee charter (Trustee Jasmine):
 - Added risk management duties.
 - Updated reporting and accountability to meet at least once a year (previously prior to every board meeting).
- Finance committee charter (Trustee Gilmer): Removed risk management duties.
- Student Success and Learning (Trustee Montemayor):
 - Updated list of areas in the purpose section to align with the committee structure document.
 - Updated membership section to reflect seven trustees (was five).
- University Success (Trustee Reichelt):
 - Removed reference to DGCE.
 - Updated list of areas in the purpose section to align with the reviewed document.
 - Updated membership section to reflect seven trustees (was five).
 - Updated Reporting and Accountability section to align with other charters.
- Executive committee: Added past chair to the membership section.
- Every charter: Added a bullet regarding KPIs to the duties section.

Bylaws Changes

- Updated section 7A to reflect seven members for student Success and Learning, added the vice chair and secretary to the language.
- Section 8A for university success: Same as above.
- Section 8B for university success: Updated the responsibilities.
- Updated the amended date to February 2, 2026.
- "Going forward, it's up to you guys to update these how you want. Work with your liaisons."

- Best practice: Review charter documents once a year.

Item for Action

MOTION made by Trustee Reichelt, seconded by Trustee Montemayor, the Governance and Nomination Committee recommends approval to the full board to accept the bylaws and committee charters as presented. Roll call vote, **passed motion unanimously**.

There being no further business,

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

Meeting adjourned at 3:25 PM.

Attachments:

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

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 February 2, 2026.

Tessa Lucey, Secretary

Date



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>

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.

Tessa Lucey, Secretary

Date



Board of Trustees

June 11, 2026

MOTION

The Executive Committee proposes to the Full Board to elect the following slate of officers for the 2026-2027 academic year:

, Chair

, Vice Chair

, Secretary