

MassArt Board of Trustees
Executive Committee
September 14, 2018, 11:15 am to 12:45 pm, Alumni Room

MINUTES

Trustees present: Pamela Parisi (Chair), Jan Saragoni, Elisa Hamilton, Peter Nessen, Linda Snyder. David Nelson (Ex Officio)

Trustees absent: David Lee

Also participating: Marjorie O'Malley, Susana Segat (Board Secretary)

Call to Order

Chair Parisi called the meeting to order at 11:15am.

Approval of the Minutes: June 1, 2018

On a motion duly made and seconded, it was unanimously

VOTED: To approve the minutes of the June 1, 2018 committee meeting.

Items requiring a vote

None provided.

Items for discussion: BOT and College responsibilities

Chair Parisi led a discussion on the BOT statement of commitment and the state law that grants powers and duties to trustees. Trustees explored the possibility of updating the statement of commitment, considering whether adding some details would accidentally exclude other details. They talked about the possibility of incorporating the law into the statement of commitment by reference. President Nelson agreed to ask our new general counsel to review the BOT statement of commitment and state law for inconsistencies and general alignment.

Items for discussion: Relationship between BOT and Foundation Board

Chair Parisi led a discussion on the memorandum of agreement between trustees and foundation directors. Trustees discussed the cost of the development office, the one foundation employee (comptroller), and the state law mandating no more than 25% time commitment on foundation work. President Nelson noted that the Department of Institutional Advancement includes more units than just the foundation: it also includes alumni relations, marketing/communications, and college events.

VP O'Malley gave a description of the foundation. She said that since donations cannot go to the college directly, foundations were created as a vehicle for receiving donations. MassArt's foundation has a board of 30 directors who engage in cultivation activities. Traditionally, the foundation transfers approximately \$3.5m to MassArt annually. This year, \$6m were raised: five years ago, \$2.6m were raised. UNBOUND has been a major focus, raising \$12.5m.

Trustees discussed how expenses for soliciting money from donors are accounted. On questions about funding for the foundation's work, VP O'Malley said that the administration proposes a budget, which is then approved by foundation directors. The current budget is almost \$1m. Unrestricted money pays for audits, staff, events, etc. VP O'Malley explained that no money is transferred from the college to the foundation.

Trustees noted that because they are ultimately responsible, they would like to better understand the workings of the foundation. President Nelson agreed to make a presentation to the board that would include not only the work of the foundation, but also the foundation budget. He said that the upcoming strategic priorities would set goals for the foundation's future. President Nelson agreed that trustees and foundation directors should have opportunities to have strategic conversations about budgets and long term plans.

VP O'Malley described the Corporate Advisory Council (CAC) and the timeline for receiving the annual foundation audit. Chair Parisi thanked the group for the lively discussion and noted that a formal presentation would be forthcoming.

Reports: Delegation of authority for summer actions

President Nelson reported that no actions were taken this summer under delegation of authority.

Reports: Strategic planning update

President Nelson described the strategic planning activities undertaken during the summer months. He noted that the next phase would include the formation of a tactical team. This team would ensure accountability, produce quarterly reports for the MassArt community, and create semi-annual reports for the BOT. There would also be a strategic planning committee who would advise and draft updates to the plan every year. President Nelson said that this strategic plan is creating a new organizational process for doing our work and he wanted trustees to note that the process is as important as anything else. The next steps would include a board vote in November and subsequent referral to the Board of Higher Education for their approval. NEASC and NASAD would also receive a copy of the plan.

Reports: Update on Galleries and South Building

Trustee Snyder gave a brief update. She explained that the scope of the construction project has been greatly increased due to conditions in South Building. At one point, state inspectors stopped the permits, which caused some academic programs to be displaced for the entire academic year. Through DCAMM, the college will be receiving an advance on our deferred maintenance money, as well as procurement relief. She noted that the most important take-away, besides lessons learned, is that the college would need to be a stronger player at the table with DCAMM and MSCBA.

Reports: Enrollment data presented on Opening Day

The presentation provided during Opening Day was distributed to trustees.

Other business

President Nelson reminded trustees that he distributed a draft end-of-year report at the June 2018 BOT meeting. A final edition is forthcoming.

President Nelson discussed the upcoming October 2nd BOT roundtable on arming. He expected that the meeting would not include a presentation of prior consultant reports, but that this would be an opportunity for trustees to explore what is best for the college in the context of our neighborhoods.

President Nelson informed trustees that one of our accreditors, NEASC (New England Association of Schools and Colleges), has changed their name to NECHE (the New England Commission of Higher Education).

Trustee Snyder noted that there had been conversations with Deputy Chief Secretary Palleschi about the governor's upcoming appointment of new trustees. Trustees agreed to continue their planning for recruiting new trustees.

Adjournment

On a motion duly made and seconded at 1:00pm, it was unanimously

VOTED: to adjourn.

Documents provided:

Notice of meeting; agenda; minutes; BOT statement of commitment; MGL Ch 15A, Sec 22 BOT powers and duties; MOU 2014 between Massart and Foundation; MGL Ch 15A, Section 37 Foundation;