

**UNIVERSITY OF MASSACHUSETTS**

**AMHERST•BOSTON•DARTMOUTH•LOWELL•WORCESTER**

**MINUTES OF THE SPECIAL MEETING OF THE  
BOARD OF TRUSTEES**

**Thursday, August 28, 2003; 4:00 p.m.**

**Board Room**

**One Beacon Street – 26<sup>th</sup> Floor**

**University of Massachusetts**

**Boston, Massachusetts**

**Trustees Present:** Chair Fey; Vice Chair Giblin; Trustees Babineau, Boyle, Bukhari, Fatemi, Karam, Kennedy, Robert Mahoney, McCarthy, Moes, Rainey, Reed, Sheridan, White and Zane

**Trustees Absent:** Trustees Agganis, Austin, Dubilo, Lankowski, James Mahoney and Marcalo

**University Administration:** General Counsel O'Malley; Vice Presidents Lenhardt, Gray and Julian; Dr. Wilson, CEO, UMassOnline; Chancellors Lombardi, Gora, MacCormack, and Lazare

**Faculty Representatives:** Professor May, UMASS Amherst; Professor O'Connor, UMASS Amherst

Chair Fey convened the meeting at 4:18 p.m.

Under the **Chair's Report**, Chair Fey reported that the Board is about to make an official step that will determine the course of the University for many years to come. While it is a difficult task to replace President Bulger, the interim president will need to maintain administrative stability as we begin the process of selecting a permanent president for the University.

The University is fortunate to have a leadership team comprised of outstanding Chancellors and Vice Presidents and experienced Trustees that will support the interim president.

Chair Fey then thanked the members of the Governance Committee: Diane Bissonnette Moes, William Giblin, Stacey Rainey and Karl White.

Chair Fey also announced that another piece of business to come before today's special meeting is the **Selection of the Presidential Search Committee**. After consulting with many individuals inside and outside the University Chair Fey recommended the following names:

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**VOTED:** Notwithstanding any other policy, procedure or past practice to the contrary,

To ratify the appointment by the Chair of the Board of Trustees of the following members to the President's Search Committee:

Dennis G. Austin, co Chair  
Diane Bissonnette Moes, co Chair  
Anthony Carruthers  
Grace K. Fey  
Richard Freeland  
Daniel Georgianna  
Marian Heard  
Eugene Isenberg  
Jess Kane  
James J. Karam  
William F. Kennedy  
Winston Langley  
Rosalyn Lankowski  
Robert M. Mahoney  
Cathy Minehan  
Brian O'Connor  
Robert K. Sheridan  
John Smith  
Steve Tocco  
Robert Wagner  
John Welch  
Karl E. White

Pursuant to the By-Laws of the Board of Trustees and with a view toward including on such Committee other members of the University community, including faculty and alumni, to ratify the authority of the Chair of the Board of Trustees to appoint such other members as the Chair deems appropriate.

Further, to charge the Search Committee to seek the best qualified candidates for the position of President of the University, to report periodically to the Board of Trustees regarding the Committee's progress and to recommend three candidates to the Board of Trustees. (Doc. T03-057)

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Chair Fey noted that this group personifies the University: distinguished alumni, dedicated faculty, service-minded Trustees, engaged students, community-minded business leaders and collaborative education leaders.

The next item was **Resolution of the University of Massachusetts Authorizing and Approving a Memorandum of Understanding Relative to the Leasing of Certain Land on the Boston Campus and Further Action.** Chair Fey reported that the University is currently in discussions with the John F. Kennedy Library about the leasing of property and this vote authorizes those discussions to continue.

It was moved, seconded and

**RESOLVED:** That the entering into a Memorandum of Understanding between the University of Massachusetts (the “University”) and John Fitzgerald Kennedy Library Foundation (the “Foundation”), a Massachusetts charitable corporation organized under and pursuant to Chapter 180 of the General Laws and pertaining to the leasing of certain property on the Boston campus and further action, be and the same hereby is authorized; that the President, Executive Vice President, and the Vice President for Administration and Fiscal Affairs and University Treasurer, each acting alone, be and hereby are authorized, in the name of and on behalf of the University to sign, seal with the seal of the University, acknowledge if deemed advisable and deliver a Final Memorandum of Understanding addressing the items as presented in the form of agreement presented to this meeting, subject to such negotiation as to terms and conditions as may be approved by the signer of such Final Memorandum of Understanding on behalf of the University, that the form of such memorandum of understanding presented to this meeting reflects the pertinent subjects of negotiation and agreement, and that the execution of the Final Memorandum of Understanding on behalf of the University shall be conclusive evidence of the approval by such signer of the terms and conditions negotiated and that the Final Memorandum so executed is hereby authorized and approved. The signer of the Final Memorandum of Understanding shall file a copy of the Final Memorandum of Understanding with the Chair of the Board and the Secretary to the Board. (Doc. T03-058)

Trustee Zane abstains from participating in this matter.

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The next item was **Appointment of Interim President**. Chair Fey turned to Trustee Bissonnette Moes for the report of the Governance Committee.

Trustee Bissonnette Moes reported that following President Bulger's decision to resign his position, the Governance Committee had solicited names of candidates from the Trustees to fill the position of Interim President. The members of the Governance Committee suggested that the candidates possess some experience with administering a campus and some knowledge of matters related to an academic mission.

The Governance Committee first met on August 13, reconvened on August 20 and today, August 28. At the first meeting the members discussed potential candidates recommended by the Trustees.

At the reconvened meeting on August 20<sup>th</sup> the members again discussed candidates and agreed that they would invite all members of the Board to attend today's Governance Committee meeting to continue preliminary discussion of the candidates. Trustee Moes also welcomed Trustees to contact her and ask questions and/or offer input about the search process.

Following today's meeting Trustee Moes reported that the Committee approved the following action:

The Governance Committee has concluded a process to seek the best qualified candidates which will be forwarded to the Board, and recommends the following two candidates for the Board to consider for the position of Interim President of the University of Massachusetts:

- Jack Wilson
- Stephen Lenhardt

Trustee Moes reported that Jack Wilson and Stephen Lenhardt are both well known to the Board and the University and we are extremely fortunate to have two individuals that are so highly qualified and willing to fill the interim position.

Mr. Lenhardt has served many years as the Chief Financial Officer for the University and has been a critical factor working through difficulties in the 90's and yet again during these difficult times.

Dr. Wilson came to the University almost two years ago as CEO of UMassOnline and recently accepted the position of acting Vice President of Academic Affairs possessing a long history in academia.

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Trustee Moes reiterated how fortunate we are to have two highly qualified individuals willing to serve in this capacity and willing to take on the challenges facing the interim president.

Trustee Boyle commended the Governance Committee for their work soliciting two strong candidates for the position of interim president. He also noted that we have five excellent Chancellors and noted that Chancellors Gora and Lazare live in the Boston area and it would be least disruptive for them to serve as interim president.

Trustee Boyle then asked for the following motion:

To recommend the following two candidates for the Board to consider for the position of Interim President of the University of Massachusetts:

- Jo Ann Gora
- Aaron Lazare

Trustee McCarthy seconds the motion and commended the Governance Committee for the time and commitment that went into this process.

Both Chancellor Gora and Lazare decline the nomination. Trustee Boyle withdraws his motion.

It was moved, seconded and on roll call

**VOTED:** To appoint Jack Wilson as Interim President of the University of Massachusetts to serve at the pleasure of the Board of Trustees, effective September 2, 2003. Further, to authorize the Chair to establish the salary, ending date and other terms and conditions of employment and to notify the Trustees of said terms and conditions.

There being no further business to come before the Board the meeting adjourns at 4:34 p.m.

Barbara F. DeVico  
Secretary to the Board of Trustees