



**MASSACHUSETTS BAY COMMUNITY COLLEGE
BYLAWS COMMITTEE MEETING
JANUARY 8, 2021
11:00 AM
by Webex and Facebook Livestream on www.massbay.edu**

MINUTES

Trustees Present: Tim Clifford, Tom Peisch, Diane Schmalensee

Staff Present: Karen Britton, Executive Director, Office of the President; Jeremy Solomon, Interim Director of Marketing and Communications

Guest Present: Ken Tashjy, Legal Counsel

Call to Order and Establishment of Quorum and Introductions

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

Chair Peisch indicated that MassBay's current Bylaws work well, but it is always good governance/practice to review periodically. The last major edits were to the Remote Participation (section H), which should be looked at again now, given all meetings are currently remote due to the virus and there are new provisions. Chair Peisch indicated he ordered the Roberts Rules of Order (12th Ed, 2020) for the College, as well as reached out to Matt Noyes for the Board of Higher Education's recommendations. Mr. Noyes had none, and stated that it is each college's responsibility to keep its Bylaws updated. Each Board has own Bylaws, the components of which Legal Counsel Tashjy reviews and has tried to keep consistent so there is a model to follow. Each college's Bylaws (ie, rules) can be amended as issues/needs arise.

Review of Sections A-O of MassBay's Bylaws with Legal Counsel Tashjy's September 2020 Edits

A. COMPOSITION OF THE BOARD OF TRUSTEES

3. The maximum amount of time for each Trustee appointment (two five-year terms), including the Chair, is statutory.

4. This year, MassBay's Student Trustee was not full-time, so a new one had to be assigned months after the noted date of June 30. Language indicating "or after election" should be added. Legal Counsel Tashjy reported a recent change to the statute allowing for a non-full-time student to be Student Trustee. The date is statutory, and Legal Counsel Tashjy will check if statute makes a distinction between full and part-time.

B. DUTIES AND RESPONSIBILITIES OF THE BOARD

4. This recognize where the Board's authority comes from.

8. Trustee Schmalensee asked if College Trust Funds means Local Funds? General Counsel Tashjy indicated that the Board has authority to extend funds, set fees and retain revolving funds. These are trust (legislature) versus appropriated (local resources). This language regarding transfer of funds is also from the statute. The language will be changed to "college local Funds". The Finance, Compliance, Personnel and Audit (FCPA) Committee does review and sometimes transfers funds between accounts.

9. Trustee Schmalensee asked if language must specifically state "Continuing" Tuition? General Counsel indicated it does, given MassBay's summer and evening program. The language will be changed to the "Division of Continuing Education".

C. ORGANIZATION OF THE BOARD

General Counsel's edit related to Secretary of the Board was reviewed.

D. DUTIES OF OFFICERS

There were no edits or comments.

E. REMOVAL OF OFFICERS

General Counsel reported that this section refers to College officers, not Board members.

F. REIMBURSEMENTS

There were no edits or comments.

G. MEETINGS OF THE BOARD

General Tashjy's edits were reviewed. There is no need to add specific reference to "in-person" based on current remote circumstances, which are exceptional because of the pandemic. General Counsel will forward the advisory from the MCCC that was sent last March, which can be

included in a cover letter to the Board with the revised Bylaws. All language, including about four absences, is in the statute.

H. REMOTE PARTICIPATION

2. This language is statutory. Trustee Clifford asked if the Chair needs to identify reason for remote participation? General Counsel indicated this is under the regulatory authority of the Attorney General. There used to be five categories/reasons for not participating in person, but the wording “reasonable difficulty” replaced these. General Counsel Tashjy will forward the regulations.

I. MEETING MINUTES

There were no edits or comments. Trustee Clifford praised the minutes that are completed by Executive Director Britton.

J. COMMITTEES OF THE BOARD

Chair Peisch confirmed his understanding that no other standing committees are needed, and that new committees must be created with consent of the Board.

K. BOARD WORKSHOPS

General Counsel stated that workshops may be established for both new and existing Trustees from his office. Some programs are in collaboration with the Department of Higher Education’s Office of Trustee Relations. It was suggested that language be added about all Trustees completing the Department of Higher Education (DHE) trainings in a timely fashion. General Counsel Tashjy will re-work and send, also with language related to mandatory State Ethics training, which is one of the sessions included in the DHE training for Trustees.

Trustee Schmalensee noted that the section title and body used different language. She will send an edit of the section to General Counsel Tashjy for his final edits.

L. PRESIDENT OF THE COLLEGE

General Counsel made one edit, stating that the Board has authority to delegate to the President.

Trustee Schmalensee suggested moving this section to the end of the Bylaws because it does not focus on the Board like the rest of the document. It will be moved between N and O.

Trustee Clifford asked if someone at a Senior level leaving/being asked to leave the College has to be reported to the Board in a timely manner? General Counsel Tashjy stated this is more informational.

Trustee Schmalensee asked if there was Conflict of interest/Ethics document signed by Board members each year. Trustees' responsibilities fall under the State Ethics laws, which addresses the Code of Ethics. General Counsel will send language for an additional section called ETHICS under section K.

M. RESIGNATION AND TRUSTEE DISCIPLINE

There were no edits or comments.

N. INDEMNIFICATION OF BOARD MEMBERS

General Counsel had one edit. There are two avenues of indemnification. Trustees can be indemnified for any amount as long as acting in good faith and without malice.

O. AMENDMENTS

There were no edits or comments.

General Counsel Tashjy will forward the emergency order regarding the pandemic, new remote participation regulations and State Ethics statement.

Committee Chair Clifford will bring up the topic of revising the Bylaws at the February Board of Trustees meeting, and it will be an item on the March meeting agenda.

Adjournment

Chair Peisch moved to adjourn the meeting, and Trustee Schmalensee seconded. The motion passed via the following roll call vote: Trustee Clifford – YES; Trustee Peisch – YES; Trustee Schmalensee – YES.

The meeting adjourned at 11:58 am.



Tim Clifford, Trustee
Bylaws Committee Chair