



START HERE. GO ANYWHERE.

**BOARD OF TRUSTEES
Nominations and Bylaws Committee Meeting**

Thursday, March 27, 2025 – 3:00 pm
by Webex and YouTube
on www.massbay.edu

MINUTES

TRUSTEES PRESENT: Ilissa Povich (ex-officio, Board Chair), Sandy Lish, Gary Prado, and Diane Schmalensee (Committee Chair)

STAFF PRESENT: Karen Britton, Executive Director, Office of the President; David Podell, President; Henry Lopez, Director of End User Services

Director Lopez departed the meeting at 3:32 pm when Executive Session was established.

CALL TO ORDER & INTRODUCTIONS

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

FEBRUARY 25, 2025, MEETING MINUTES

Chair Povich moved to approve the minutes of the February 25, 2025, meeting, and Trustee Lish seconded.

The motion passed with the following roll call vote: Trustee Lish – YES; Trustee Povich – YES; Trustee Prado – YES; Trustee Schmalensee – YES

FEBRUARY 25, 2025, EXECUTIVE SESSION MEETING MINUTES

Chair Povich moved to approve the minutes of the February 25, 2025, Executive Session meeting, and Trustee Lish seconded.

The motion passed with the following roll call vote: Trustee Lish – YES; Trustee Povich – YES; Trustee Prado – YES; Trustee Schmalensee - YES

BYLAWS REVIEW

Chair Povich reported that she read through MassBay’s Bylaws as well as the model Bylaws shared by Legal Counsel, Gina Yarbrough, thoroughly. She has asked President Podell questions about the College’s specific Bylaws, and is waiting answers to questions from Legal Counsel, which will dictate any changes. Chair Povich reported comments on the following sections:

*REMOTE PARTICIPATION (Section H) – This section has not been updated since COVID and may be

outdated in the Bylaws.

DUTIES AND RESPONSIBILITIES OF THE BOARD (Section B): The model Bylaws state that the Board reviews the College's Mission Statement "periodically", and this language will remain. It was suggested this be a meeting agenda item at the beginning of each year.

MEETINGS OF THE BOARDS (Section G) - Clarification is needed as to whether or not notices for meeting agendas must be sent out at least seven days in advance.

COMMITTEES OF THE BOARD (Section J) – The Presidential Evaluation Committee is not listed as a standing committee, as it has been considered an ad-hoc committee. Because the President is evaluated every spring semester, it was determined this will be added as a standing committee.

Committee Chair Schmalensee also reviewed the Bylaws and reported comments on the following sections:

***COMPOSITION OF THE BOARD OF TRUSTEES (Section A) –** This section indicates that the Board includes one non-voting member from a Vocational School. Jon Evans from Keefe Tech was on MassBay's Board briefly several years ago but was unable to remain, given work commitments. It was determined that none of the other community colleges are following this particular statute, but MassBay will not change the wording of the Bylaw

***DUTIES AND RESPONSIBILITIES OF THE BOARD (Section B) –** This section states that the Board receive and approve financial statements monthly. It was noted the model Bylaws state "monthly/quarterly". Given MassBay's Board recently decided to have less frequent reporting on financials, it is hoped stating "at least quarterly" will be acceptable.

***ORGANIZATION OF THE BOARD (Section C) –** This section references the election of a Vice Chair or the Chair annually. Trustee Kahn was elected to this position several years ago, but an election has not occurred since.

***MEETINGS OF THE BOARD (Section G) -** Executive Director Britton will look for language regarding the Presidential Evaluation Committee's charge. (Note – This is #10 in the **DUTIES AND RESPONSIBILITIES OF THE BOARD** section: "To annually evaluate the performance of the President and to make appropriate recommendations regarding the reappointment and compensation of the President to the Board of Higher Education.")

Chair Povich proposed waiting on Legal Counsel's comments and then putting together a red-line document to review at the next meeting.

President Podell reported that the Public Education Nominating Council (PENEC) did not consider MassBay's nominations at its March meeting, and therefore no action has been taken. Additional proposed nominees will be discussed at Executive Session.

NEXT MEETING

Executive Director Britton will set up another meeting in May.

ADJOURNMENT TO EXECUTIVE SESSION FOR DISCUSSION OF POTENTIAL TRUSTEE CANDIDATES

Committee Chair Schmalensee stated that she has determined that continuing the meeting in open session will be detrimental to the College in obtaining qualified candidates for the Board of Trustees. Trustee Schmalensee moved to move into the Executive Session meeting, and Trustee Lish seconded.

The motion passed with the following roll call vote: Trustee Lish – YES; Trustee Povich – YES; Trustee Schmalensee

The meeting adjourned to Executive Session at 3:32 pm.



1/13/26

Gary Prado, Committee Chair
MassBay Board of Trustees

Date