

University of Maine System
Board of Trustees
at the University of Maine System

March 8, 2017

Executive Committee

Present: **Committee Members:** Samuel Collins (at UMPI); Chair; James Erwin (at USM), Norman Fournier, Mark Gardner (by phone), Gregory Johnson (at USM), and Karl Turner (at USM). **Chancellor:** James Page (by phone). **Presidents:** Glenn Cummings (at USM), Susan Hunter (by phone), Ray Rice and Sue Huseman (at UMM). **Student Representatives:** Kimberly Miner. **Staff:** Tracy Bigney, Ryan Low, Robert Neely, James Thelen (at USM), and Rebecca Wyke (by phone).

Absent: Michelle Hood and James Donnelly.

Trustee Collins called the Executive Committee to order and thanked everyone for participating.

Proposed Revised Board of Trustee Policy 212. Trustee Collins explained at the UMS Board of Trustees meeting in Machias in November 2016, the Board's Student Representatives asked the Board to make a statement affirming the University's commitment to civility. This is a timely issue as many universities nationally have been and are facing questions about campus climate and civility. In August 2016, the Association of Governing Boards (AGB) Board of Directors issued a statement on Governing Board Accountability for Campus Climate, Inclusion and Civility.

At its December 6, 2016 meeting, the Board's Executive Committee discussed its ongoing commitment to Board Policies 212 (Free Speech and Assembly) and 414 (Campus Violence). An ad hoc committee was established, chaired by Chancellor James Page, to review Board and System policies on free speech and expression, campus climate, and political impartiality, to determine whether changes should be considered to better express the Board's commitments and System policy in these areas. Trustees James Erwin and Gregory Johnson and USM President Glenn Cummings offered to serve on the committee. Chancellor Page later added UMM Interim President Sue Huseman and Chief of Staff and General Counsel James Thelen to work on the committee as well.

The Committee determined to divide its work into two primary issues – one regarding free speech and expression and the other regarding political impartiality.

On free speech and expression, following review of several Board and System policies, as well as the AFUM contract, the Committee determined that the Board's commitment to free speech and expression, as well as free inquiry and academic freedom, could be better expressed in a revised and expanded Board Policy 212. The Committee's proposed revised Policy 212 was reviewed with System Presidents and verbally described for the Board's Student Representatives at their meeting with System Staff in advance of the Board's January 29-30, 2017 meeting in Portland.

The Executive Committee discussed the proposed revisions to the policy and recommended it be placed on the agenda for approval at the March 26 -27 meeting of the Board of Trustees.

Ms. Kimberly Miner, Graduate Student Representative from UM, expressed appreciation to everyone who worked on the policy and she feels the policy was well written. Trustee Turner suggested attaching supplemental information outlining the campuses best practices. UMPI President Ray Rice

explained that the UMPI Student Representative Alex DesRuisseaux organized a civility pledge with wristbands at the UMPI campus. He also commented that there are many other student led initiatives being organized at the other campuses. USM President Glenn Cummings stated that they had several meetings with the student senate, which assisted in setting the stage for how well civility issues have been handled on the USM campus.

Authorization to Incorporate Maine Center Ventures. Trustee Collins, Chancellor Page and Chief of Staff James Thelen explained at the October 23, 2016 Board of Trustees meeting, the UMS Board of Trustees approved an initial two-stage process to begin development of parts of the Maine Center for Graduate Professional Studies business plan developed by Eliot Cutler and his staff. .

One element of Stage 1 of the Board's approved plan is the establishment of Maine Center Ventures, called for in the business plan to be a non-profit corporate entity that is governed by the UMS Board and lead by a Board of Directors chaired by the UMS Chancellor. Maine law permits UMS to incorporate Maine Center Ventures as a non-profit corporation, but requires that a Board officer be duly authorized to sign the necessary Articles of Incorporation and that a separate Board officer provide a certificate of such authorization along with the Articles of Incorporation filed with the Maine Secretary of State.

The Executive Committee was asked to authorize UMS Board Chair Samuel Collins to sign Articles of Incorporation to establish Maine Center Ventures as a Maine non-profit corporation governed by the UMS Board. Upon such action, UMS Board Clerk Tracy Bigney will provide the necessary authorization certificate to accompany the Articles of Incorporation when filed with the Maine Secretary of State. UMS System Staff will later prepare the appropriate materials to seek federal 501(c)(3) tax exempt status from the IRS for the Maine Center Ventures entity.

Chancellor Page, UMS Senior Staff, and Maine Center CEO Eliot Cutler continue to review the two-stage process and business plan goals to determine the best way to achieve the Maine Center Ventures requirements.

On a motion by Trustee Fournier, which was seconded by Trustee Gardner, the Executive Committee acting on behalf of the Board of Trustees authorized Board Chair Samuel Collins to sign Articles of Incorporation to establish Maine Center Ventures as a Maine non-profit corporation governed by the UMS Board.

Adjournment

Ellen Doughty for
Tracy B. Bigney
Clerk of the Board