



BOARD OF TRUSTEES MEETING
October 11, 2023
Murdock Hall, Room 208
375 Church Street, North Adams, MA
Microsoft Teams Audio/Video Conference

Trustees in attendance:

Mohan Boodram
Brenda Burdick
John Barrett III*
Paige Dufur
Frederick Keator*
Karen Kowalczyk
Denise Marshall
Kathleen Therrien

Trustees Absent:

Franklyn Reynolds
Jean Clarke-Mitchell
Robert Reilly

MCLA Staff in attendance:

James F. Birge, President
Lisa Lescarbeau, Clerk
Gina Puc, Chief of Staff
Barbara Chaput, Executive Director of Human Resources
Curt Cellana, Comptroller
Joseph DaSilva, Vice President for Administration and Finance
Richard Glejzer, Provost
Bernadette Alden, Director of Marketing and Communications
Robert Ziomek, Vice President for Institutional Advancement
Justin MacDowell, Director of Title IX and Equal Opportunity
Jeannette Smith, VP of Student of Affairs*

Others in attendance:

David Dilulis, Withum

*Denotes remote participation

As allowed by executive order of the Governor of Massachusetts, in compliance with the provisions of Massachusetts General Laws, Chapter 30 and 15A, Section 9, and with a quorum present in-person and via audio/video conference, the Board of Trustees of Massachusetts College of Liberal Arts met on October 11, 2023, with Board Chair Burdick presiding.

Chair Burdick called the meeting to order at 5:33 p.m. and welcomed Trustee Dufur to Board as Student Trustee.

Chair Burdick reviewed the items in the consent agenda as presented, and asked if there were items in the meeting materials that members wish to be removed and discussed individually.

Hearing none, Chair Burdick then asked for corrections to the minutes as provided from the prior meetings listed on the agenda as item 2a, and other reports listed as item 2b. Hearing no corrections, upon motion duly made and seconded, following a roll-call vote, it was unanimously:

VOTED: to approve the consent agenda as presented.

Committee Actions

Audit Report

The Fiscal Affairs Committee met earlier today for a presentation of the FY23 audit report from Mr. Dave DiIulis of Withum.

Mr. DiIulis of Withum provided the Committee with a report on the FY 2023 audit. He reviewed a prepared document on required communications with the committee that outlined the auditors' responsibilities as well as accounting policies and the various steps taken during the audit.

The resulting unmodified opinion on the College's financial statements shows that there are no Material Weaknesses or Significant Deficiencies identified within the report. There were no findings in either the accounting practices or internal control procedures.

Mr. DiIulis stated the firm's independence with respect to the College within the meaning of the pronouncements of the Independence Standards Board, GASB, and under Rule 101 of the AICPA Code of Professional Conduct.

There was one pronouncement adopted for the fiscal year, GASB 96 - Subscription Based Technology Arrangements, which had no significant impact on implementation.

There were no transactions entered into during the year for which there is a lack of authoritative guidance or consensus, and all significant transactions have been recognized in the financial statements in the proper period.

There were no disagreements with management, no major issues discussed with management prior to retention, no difficulties encountered in performing the audit, no uncorrected misstatements and no other findings or issues that are significant or relevant to be communicated to those charged with governance.

Significant written communications between the auditor and management include the engagement letter, and a management representation letter that will be signed following approval by the Board of Trustees.

No pervasive financial statement fraud risks were identified.

Mr. DiIulis provided an overview of the College's financial statements as provided in the audit report.

Due to the implementation of GASB 96 the data provided is for a single year and will return to a year-over-year comparison next year. Pages 4-12 of the report are Management Discussion and Analysis which are consistent with audit findings.

Highlights of the Statement of Net Position include:

- Total assets of \$115M
- Total net position \$73M at June 30, 2023

Highlights of the Statement of Revenues, Expenses and Changes in Net Position:

- Net increase in net position of \$13.2M
- Capital appropriations of \$11.1M
- Net decrease in net position before capital appropriations of \$2.4M
- Revenue increase of \$2M; due largely to grants and contracts

Highlights of the Statement of Cash Flows

- Net decrease in cash and equivalents of \$11.1M
- Purchase of investments of \$15.6M

Mr. DiIulis provided highlights from the Notes to Financial Statements beginning on page 19 of the provided audit report.

Trustee Barrett joined the meeting in progress at 5:42 p.m.

Upon motion duly made and seconded, with no further discussion and upon a roll call vote, it was unanimously:

VOTED: to accept the fiscal year 2023 report of the external auditor, Withum, as presented.

Title IX and Equal Opportunity Annual Training

President Birge introduced Justin MacDowell who presented the Trustees annually required training for Title IX Sexual Harassment Policy and Equal Opportunity (EO) Plan. Topics reviewed include the Massachusetts Campus Sexual Assault Law, new NCAA Title IX reporting

requirements, EO Plan and Title IX information, and Trustees responsibility in reporting an incident.

Trustee Keator requested clarification of the definition of hate speech. In response, Mr. MacDowell explained the EO talks about academic freedom and that hate speech in an academic setting is what is allowed. Hate speech as part of research or in the classroom is approached as discrimination.

President's Report

President Birge provided an update on the opening of the academic year. He commented on the incoming class noting the qualitative differences of this class as compared to the prior year's incoming class, in particular related to maturity and engagement in the classroom, with student life and with attendance at athletic events.

MCLA's NECHE self-study was submitted on September 22 and was made available to Trustees via the shared portal. The accreditation team will be on campus November 5-8 and Trustees have been invited to participate in the informal welcome dinner on November 5 and at a meeting to be scheduled for November 6. Trustees are encouraged to read the report prior to participating in the upcoming sessions.

President Birge provided an update on current campus construction projects. The steam line upgrade is nearing completion with initial work expected to be done by the end of the month. The second phase of these repairs will continue post commencement in 2024 and must be complete by June 30, 2024 to use the funds allotted by DCAMM (Division of Capital Assets Maintenance and Management).

Residence hall heat was restored this week, noting there were no complaints of temperatures prior to the heat being turned restored.

Trustee Barrett expressed concern for campus neighbors impacted by the parking situation with the winter ban to come into effect soon, and accessibility for emergency vehicles. President Birge stated that parking lots will become available to students as the construction equipment and excess materials are removed, lessening the impact on campus neighbors.

President Birge discussed the impact of a rainy summer on campus buildings. Damage was reported at the campus safety building leading to its subsequent closure. Police officer operations were moved to the townhouses and dispatch operations to the facilities building to take advantage of the existing IT infrastructure. Shapiro house experienced increased water infiltration in the basement and upon inspection, asbestos was detected. Air quality tests show no difference

between inside and outside air, however, it was decided to move administration and finance operations to Eldridge Hall. Both of these building will be returned to the Foundation for their final use determination

Administration will pursue options for permanently locating campus safety operations. It is anticipated that planning will take one year and implementation a second year.

The Berkshire Towers buildings experience increased water infiltration due to the failure of the storm water drainage system that existed from build. Mold in one of the offices was remediated and damaged furniture was discarded. The State will repair the trenching around this building.

Venable Hall also experienced significant water infiltration due to a construction issue. Loosened floor tiles were tested and found to contain 2% asbestos. While it was determined that the tiles were not friable, damaged materials were removed and other areas were covered as a precaution to prevent exposure. Air quality was tested, and asbestos was not existent. The facility will continue to be utilized and an abatement plan will be developed for the floor tile.

President Birge reviewed the College's upcoming Day of Dialogue on October 18. The day's topic is cultivating a sense of belonging in uncertain times and aligns with the Board of Higher Education's strategic plan for equity. Trustees were encouraged to participate in sessions planned for the day.

The College has several lectures scheduled and Trustees are encouraged to attend these sessions:

October 26: Public Policy Lecture with Ms. Amanda Tyler

November 8: Lavender Voice Lecture with Dr. Genny Beemyn

November 15: Hardman Lecture with Mr. Caleb Gayle

President Birge reviewed other opportunities for the community to participate in faculty led events including the History and Political Science series of gatherings – Politics, Podcast and Pizza, and the scheduled panel discussion of the crisis between Israel and Palestine on October 30.

President Birge stated that a presidential absence policy was developed to ensure continuity of operations and leadership during any unplanned short and long-term absences.

Chair Burdick encouraged Trustees to attend the upcoming lectures and to participate in the NECHE review visit.

Trustee Boodram commented on the combining of the College's enrollment and academic affairs functions, and the resulting benefits of addressing enrollment as a whole.

Adjournment

With no other business being brought before the meeting, upon a motion duly made and seconded, it was unanimously:

VOTED: to adjourn the meeting at 6:45 p.m.