

MEMORANDUM

TO: Michael F. Collins, MD
Senior Vice President for the Health Sciences and
Chancellor

Terence R. Flotte, MD
Provost, Executive Deputy Chancellor and
Dean of the School of Medicine

FROM: Governance Task Force*

DATE: May 11, 2009

RE: Interim Report of Governance Task Force and Recommendations

Per your charge to the Governance Task Force, we have

1. Reviewed the current ***GOVERNANCE DOCUMENT OF THE UNIVERSITY OF MASSACHUSETTS MEDICAL SCHOOL*** (Document T03-035 as Amended by the Board of Trustees, August 23, 2006) and have recommended changes to the document to conform to the current *Trustees Statement on University Governance* (doc. T73-098);
2. Made recommendations that might require a change in policy and therefore require an amendment to document for approval by the Board of Trustees in cases where policies are in conflict or practice has become overly burdensome, duplicative or presents an obstacle to the overall goal of the document;
3. Suggested edits to take care of “housekeeping” issues within the current document (i.e. formatting, similar language and headings for each section).

Please note that we have used the track changes function on the attached working copy of the UMass Medical School Governance Document to suggest language of revision or possible procedural/policy changes. Our recommendations are as follows:

1. **Edit the Governance Document to reflect an overarching campus-wide purpose:** It is the understanding of the Governance Task Force that the University of Massachusetts

Medical School document was written when there existed only the School of Medicine on the Worcester campus. It is the consensus of the Task Force that the document be edited to reflect the governance of the overall campus (that is, three schools at present with flexibility to add more schools). In addition, the governance document should reflect that which affects all faculty and the entire campus. The Task Force recommends excerpting those portions of the document that pertain to individual schools and creating (or editing as the case may be with the GSN and GSBS) a separate governance document for the particular school (in this case for the SOM). Thus, there will be an overarching campus-wide governance document for the Worcester campus and individual governance documents for each of the schools closely linked to the overarching campus-wide governance document.

2. **Use the name University of Massachusetts Worcester:** To clarify the distinctions between governance documents, the Task Force recommends renaming the over-arching document the *Governance Document of the University of Massachusetts Worcester*. The Task Force recommends replacing University of Massachusetts Medical School with University of Massachusetts Worcester when referring to campus-wide matters. The Task Force recommends also a review of each of the governance documents of the schools for consistent format and language. (NOTE: The diplomas for the University of Massachusetts Medical School say University of Massachusetts Worcester.)
3. **Create a University of Massachusetts School of Medicine governance document:** The governance document for the University of Massachusetts School of Medicine will need to be created (from excerpts of the existing UMMS Governance Document, T03-035) and approved by appropriate on-campus groups and the Board of Trustees. (A first draft has been attached to this memorandum.)
4. **Disband the Executive Council:** The Task Force recommends disbanding the Executive Council. There has not been a consistent practice of matters/recommendations flowing up from Faculty Council to Executive Council. According to the “governance document,” stated in Article IV, Section A 1 “Duties:” *The Executive Council shall be responsible for the review and approval of all recommendations originating in the Faculty Council regarding academic matters and faculty status.*” The Task Force does not see the need for having another governance/advisory body between the Faculty Council (which this Task Force recommends should be better structured to represent *all* faculty, see under next steps below) and the Chancellor.

Respectful of the origins of the Executive Council as well as the need and the desire to have input from department and program chairs (both clinical and basic science), the Task Force sees the *administrative* structure of the Chairs Council and the Leadership Council as providing ample opportunity for chair participation in advising the Provost and Chancellor. The Task Force does not see a need for there to be a separate *governance* function.

There exists great confusion as to the actual role of the Executive Council in **faculty status matters** (e.g. appointments and promotions) as it is not clearly stated in the

“governance document” but is more clearly stated in the Academic Personnel Policy document. In fact, a vote has already been taken and is awaiting Board of Trustee approval which would remove this function from the Executive Council, leaving little substantive business left in the purview of the Executive Council.

5. **Revise Structure of Committee on Committees:** The Committee on Committees is an independent standing committee charged with the responsibility of appointing faculty to the standing and elected faculty committees. Membership on the Committee on Committees includes representatives from the Faculty Council, Executive Council, Student Body Committee and the Vice Provost for Faculty Affairs.

The Committee on Committees is charged with recommending to the Executive Council membership on the standing committees. Historically the Executive Council was not asked to ratify these recommendations; however, it was asked and did ratify the recommendations last year and the practice was burdensome.

The Faculty Council is charged with approving the slates and overseeing the election process for membership on the School of Medicine’s Personnel Action Committee and campus Faculty Grievance Committee. Faculty Council would receive the slate from the Committee on Committees but has no basis on which to judge nominees. To date the Faculty Council has not been overseeing the slates or the election process.

It is recommended that the Committee on Committees prepare and approve the slate for membership on the standing committees and oversee the election process for the School of Medicine’s Personnel Action Committee and campus Faculty Grievance Committee.

6. **Do not refer to Open Meeting Law:** According to university general counsel, the Open Meeting Law of the Commonwealth does not apply to meetings of campus governance/advisory groups. The Board of Trustees is the only group in the university who must adhere to the Open Meeting Law. However, general counsel advises that the document encourage posting of meeting dates and minutes in a timely manner and encouraging broad participation in meetings, unless matters to be discussed are of a confidential nature.
7. **Establishing a quorum:** It is the recommendation of the Task Force that participation in meetings be permitted via conference call and that quorums be established by those participating both in-person and via conference call. Attendance at meetings often can be very low and those who would make good committee/council members and officers often decline due to scheduling conflicts.
8. **Provide for Student Representation:** Presently, there is a Student Body Committee for each of the three schools as well as a “Three Schools Committee” that represents all the students on campus. A new governance structure for student representation is being discussed at the Provost’s level. How students from each of the schools are adequately represented on the Faculty Council and various committees is one of a number of issues causing confusion. Once the Provost’s office makes the recommendation on student

representation in campus governance, should the student group(s) be recognized in the overarching governance document?

Next Steps:

1. Integrate the Chancellor's feedback into the draft revised Governance Document.
2. Charge the Executive Council with reviewing its current existence.
3. Charge the Faculty Council with reviewing its structure and bylaws
 - Remove details of operations of Faculty Council from over-arching governance document to Bylaws of Faculty Council.
4. Charge each committee with reviewing its structure and bylaws.
 - Not all of the standing committees are following the 10 criteria set forth in Article V, General Guidelines (e.g. own bylaws, elected chairs, staggered terms, etc.)
 - Review of the current memberships of each of the committees to assure that the memberships are in compliance with the current governance document (i.e. chancellor's designees, etc).
5. Integrate feedback into a second draft to be presented to Chancellor.
6. Integrate feedback from Chancellor into final document.
7. Follow current process for approval according to Article VII, Ratification and Amendment of the University of Massachusetts Medical School Governance Document:

The Board of Trustees reserves the right to alter, amend, or revoke the foregoing document in part or in whole at any time. The Faculty Council requests prior notification of such alterations, amendments or revocations.

If the present document is not revoked, the Faculty Council and the Executive Council will evaluate the foregoing procedures every five years. Amendments to this document shall require approval by two-thirds vote of both the Faculty Council and the Executive Council. The approved amended document shall then be submitted to the full and part time academically-salaried faculty for a vote for or against its acceptance. A simple majority of votes cast shall be required for approval of the document and proposed amendments which shall then be transmitted for administrative and Trustee approval according to the procedures followed for other faculty recommendations as outlined in T73-098 or documents that replace this policy.

No amendments to this document shall become effective without the approval of the Board of Trustees.

The Governance Task Force looks forward to hearing your feedback and further guidance. Thank you.

*** Governance Task Force Members:**

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