

DRAFT MINUTES

TWO HUNDRED AND FIFTY FIFTH MEETING

of the

EXECUTIVE COMMITTEE

of the

MASSACHUSETTS TECHNOLOGY PARK CORPORATION

April 27, 2018

Boston, Massachusetts

The Two Hundred and Fifty Fifth Meeting of the Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”) was held on April 28, 2018, at the Massachusetts Technology Collaborative, Two Center Plaza, Suite 200, Boston Massachusetts, pursuant to notice duly given to the Directors and publicly posted on the Mass Tech Collaborative website with corresponding notice provided to the Office of the Secretary of State.

The following members of the Mass Tech Collaborative Executive Committee were present and participated: Secretary of Housing and Economic Development (Jay Ash (represented by Damon Cox of the Executive Office of Housing and Economic Development or “EOHED”), Rupa Cornell, Alexandra Drane, Annmarie Levins and Pam Reeve.

The following additional Mass Tech Collaborative Directors attended the meeting: Leland Cheung, Secretary for Administration and Finance Michael Heffernan (represented by Frank Gervasio of the Executive Office for Administration and Finance); and Commissioner of the Department of Higher Education Carlos Santiago (represented by Tye Brady of Amazon Robotics who participated by phone commencing at 1:31 p.m.),

The following Mass Tech Collaborative staff was present: Michael Baldino, Lisa Erlandson, Philip Holahan, Brian Noyes, Jennifer Saubermann and Laurance Stuntz.

The following individuals attended the meeting: Ricks Frazier, EOHED and Carolyn Kirk, EOHED.

Mr. Cox observed the presence of a quorum of the Executive Committee and called the meeting to order at 1:10 p.m.

Agenda Item I Approval of Minutes

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting on behalf of the full Board pursuant to section three of Chapter Forty J of the General Laws of the Commonwealth, hereby adopts the Draft Minutes of the open session portion of the Two Hundred Fifty Third Meeting of the Executive Committee, held on November 15, 2017, in Boston, Massachusetts, as the formal Minutes thereof.

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting on behalf of the full Board pursuant to section three of Chapter Forty J of the General Laws of the Commonwealth, hereby adopts the Draft Minutes of the open session portion of the Two Hundred Fifty Fourth Meeting of the Executive Committee, held on December 14, 2017, in Boston, Massachusetts, as the formal Minutes thereof.

Agenda Item II Report of the Chairperson

Mr. Cox introduced himself as the new designee of Housing and Economic Development Secretary Jay Ash on the Mass Tech Collaborative Board of Directors. He indicated that he recently joined EOHE as the Assistant Secretary of Technology, Innovation and Entrepreneurship. He briefly reviewed his background and experience and he noted that he was excited to join the Baker-Polito Administration and to work with the Mass Tech Collaborative. Mr. Cox mentioned that he hopes to have the opportunity to speak with each Board member individually. Each of the meeting attendees introduced himself/herself to Mr. Cox. The reading of the public participation rules was waived.

Agenda Item III Report of the Acting Executive Director

Mr. Holahan delivered the report of the Acting Executive Director. He notified the Executive Committee that there matters that will require another meeting to be convened within the coming weeks. Mr. Holahan explained that these matters will include a litigation update and potentially a request to adjust the litigation budget. He informed the Executive Committee that the Mass Tech Collaborative received an important ruling two days ago from the United States Court of Appeals for the First Circuit. The decision affirmed that Axia must continue to honor its obligations under the parental guaranty agreement. He also mentioned that the arbitration with Axia/KCST started today.

Ms. Reeve inquired about the general tone and tenor of the Mass Tech Collaborative staff in the wake of Tim Connelly's resignation as Executive Director. Mr. Holahan and Ms. Lucas Murphy noted that the staff is doing OK, although there are

concerns and nervousness about the future and “what comes next” based on the abrupt departure of Mr. Connelly.

Agenda Item IV Action Items and Discussion Topics

Mr. Holahan introduced a request to approve an expenditure that shall not exceed \$6,000 for a granite bench to be installed on the Mass Tech Collaborative’s campus in Westborough. He explained that the bench will be in memory of Paulette Bertonazzi, a long-time employee of the Mass Tech Collaborative who passed away in 2012. Mr. Holahan explained that this matter is being brought to the Executive Committee because of the unusual nature of the funds being utilized for this project. He explained that the memorial bench will be paid for with funds that Mr. Holahan has donated over time that are kept in a segregated fund on the corporate books. He noted that approximately \$23,000 had been contributed and that approximately \$5,000 had been expended from the fund. In response to a question from Mr. Cox, Mr. Holahan explained that Ms. Bertonazzi served in many roles during her tenure at the Mass Tech Collaborative, with her last role being as Payroll and Benefits Coordinator. The Executive Committee concurred with Mr. Holahan’s suggestion to modify the motion by replacing “in honor of” with “in memory of.”

Following a period of brief discussion, and upon a revised motion duly made and seconded, it was unanimously and without abstention VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize the expenditure of monies from the Paulette Renaud Bertonazzi Fund in an amount not to exceed \$6,000 for the purchase and installation of a granite bench in memory of Ms. Bertonazzi. Furthermore, the General Counsel and Deputy Executive Director shall oversee the implementation of this project.

Ms. Kirk led a discussion about the transition and search process for a new Executive Director. She began by thanking Mr. Holahan for serving as Acting Executive Director after the departure of Mr. Connelly. She stated that Secretary Ash would like to have an Interim Executive Director appointed by the Executive Committee. Ms. Kirk stated that Secretary Ash would like Ms. Kirk to serve as Interim Executive Director. She explained that state ethics laws require her to wait thirty days after coming off the Mass Tech Collaborative Board of Directors before she can serve as Interim Executive Director. She clarified that she is no longer a member of the Board of Directors as of today. Ms. Kirk indicated that the likely approach would be to have her seconded to the Mass Tech Collaborative on a temporary basis if she is appointed to serve as Interim Executive Director. She mentioned that this role would allow her to help with the Executive Director search and move important projects forward. Ms. Kirk explained that the Executive Committee would not be asked at this meeting to take action on the appointment of an Interim Executive Director.

Ms. Kirk went on to indicate that there is a strong interest in commencing the Executive Director search process. Ms. Kirk explained that a motion will be presented to authorize her to initiate and lead the search process. She stated that she would develop a plan for the search process and present it to the Executive Committee for review and approval. She noted that she wants to develop and implement a search process that is inclusive and transparent and that can serve as a model for other quasi-public agencies.

The following key points emerged during the ensuing discussion: (1) In response to a question from Ms. Levins, Mr. Holahan clarified that Ms. Kirk can be involved in the search process during her 30 day waiting period; (2) Ms. Kirk concurred with the suggestions of Ms. Cornell that members of the Board should participate in the search process and that the search process should tap into the networks of Board members and other important constituencies; (3) Ms. Drane urged Ms. Kirk and the Executive Committee to have an open mind regarding the role of Executive Director and the characteristics and skill set that the new Executive Director should possess. Ms. Drane emphasized that the new Executive Director should be adept at collaboration and building relationships across silos; (4) Ms. Drane suggested that the search process could also serve the beneficial purpose of promoting the good work of the Mass Tech Collaborative while generating recommendations for Executive Director candidates from stakeholders; (5) Ms. Reeve suggested that there needs to be agreement on the desired Executive Director profile, including experience, skill set, leadership style, collaboration style, vision and other important attributes. She noted that the Personnel and Governance Committee started this discussion at a prior meeting; (6) Ms. Cornell suggested that Ms. Kirk solicit input from the staff on the Executive Director role. She also urged people to think outside the box and come up with a diverse group of candidates; and (7) Ms. Levins mentioned that the world is changing rapidly and the Mass Tech Collaborative needs a “big thinker.”

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously and without abstention VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“MassTech”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize Carolyn Kirk, Deputy Secretary of the Executive Office of Housing and Economic Development, to lead, on its behalf, a search process that shall result in the recommendation of qualified individual(s) to serve as MassTech’s Executive Director pursuant to Section 7 of Chapter 40J of the Massachusetts General Laws. The effort will be undertaken in consultation with MassTech’s Human Resources Director and individual members of the Personnel and Governance Committee of the Board of Directors and include the submission of a proposed plan for a search process to the Board of Directors that shall address considerations that include, but are not limited to:

- 1. Consulting with a broad cross section of MassTech stakeholders and constituency groups, including, but not limited to, individual members**

of MassTech’s Board of Directors, MassTech staff, members of the Baker-Polito Administration, members of the Massachusetts State Legislature, academia and industry;

- 2. Compiling a list of characteristics and qualifications that a desired candidate should possess and updating the job description for the MassTech Executive Director position, as appropriate; and**
- 3. Identifying: (i) potential candidates for MassTech’s Executive Director; (ii) people to consult with about potential candidates; (iii) individuals possessing the desired characteristics of an Executive Director, whether or not they are a candidate for the position; and (iv) a list of qualified executive search firms to assist in identifying and evaluating potential Executive Director candidates.**

The Executive Committee members requested that Ms. Kirk present her proposed plan for the search process at the next Executive Committee meeting. The Executive Committee members consulted their calendars and agreed to meet again on May 18th at 2:00 p.m.

Mr. Holahan presented the proposed schedule of Executive Committee and Board of Directors meetings for the remainder of 2018. He explained that staff has come up with a revised approach for Executive Committee meetings that reflects the current situation where frequent meetings to approve funding decisions and other programmatic matters are no longer needed. Therefore, he indicated that a few Executive Committee meetings will be scheduled with additional meetings convened on an as needed basis.

At the conclusion of the meeting, the Executive Committee unanimously and without abstention concurred with the suggestion of Mr. Holahan and adopted a motion to “express gratitude and appreciation for Ms. Kirk’s service to the Mass Tech Collaborative, where she has been a driver and major contributor to the organization’s accomplishments”.

There being no other business to discuss and upon a motion duly made and seconded, it was unanimously and without abstention voted to adjourn the meeting at 1:56 p.m.

A TRUE COPY

ATTEST: (Secretary)

DATE:

Materials and Exhibits Used at this Meeting:

1. Draft Minutes – Open Session of the November 15, 2017 Executive Committee meeting
2. Draft Minutes – Open Session of the December 14, 2017 Executive Committee meeting

3. Memo and Motion – Memorial Bench
4. Accounting of Paulette Renaud Bertonazzi Fund contributions and expenditures
5. Motion – Executive Director Search
6. 2018 Schedule of Meetings of the Mass Tech Collaborative Board of Directors and Executive Committee