

**Massachusetts Technology Collaborative
Personnel and Governance Committee Meeting
October 17, 2022**

MINUTES

Directors: Pamela Reeve (Chairperson), Rupa Cornell, and Paige Fetzer-Borelli attended the Meeting.

Staff: Carolyn Kirk, Jennifer Saubermann, Holly Lucas Murphy, Brianna Wehrs, Michelle Sweet, and Kelly Kleanthous attended the Meeting.

Location: The Meeting was held virtually via Zoom teleconference, pursuant to notice duly given to the Directors of the Board and publicly posted on the MassTech website with corresponding notice provided to the Office of the Secretary of State and the Executive Office for Administration and Finance.

Ms. Reeve observed the presence of a quorum and called the Meeting to order at 10:33 a.m.

Agenda Topic	Discussion	Action Taken
Approval of Minutes	The minutes of the May 11, 2022, and June 13, 2022, meeting of the Personnel and Governance Committee (“Committee”) were presented for approval. Ms. Saubermann indicated that at the June 13, 2022, meeting it was decided to postpone the vote for approval of the May 11, 2022, minutes until the next meeting as Ms. Fetzer-Borelli was not at the previous meeting, and Ms. Cornell, the third member of the Committee, was not present.	The Committee voted by roll call vote, with Ms. Fetzer-Borelli abstaining, to approve the minutes of the May 11, 2022 meeting, as presented. The Committee voted unanimously and without abstention by roll call vote to approve the minutes of the June 13, 2022 meeting, as presented.

<p>Governance Update</p> <ul style="list-style-type: none"> • Overview of Board Seat Status • Executive Committee Nomination (motion item) 	<p>Ms. Kirk provided an overview on the status of the Mass Tech Board. Ms. Kirk also stated that she wants to bring forward a proposal for Executive Committee membership and deepen the leadership bench, adding a Vice Chair and Associate Vice Chair. Ms. Saubermann then stated that as Board Secretary she is required to provide an update annually on the Board seat status. She then indicated that there are five vacancies that need to be filled out of 23 Board members, explaining that nine members are also serving in expired or expiring seats. Ms. Saubermann clarified that Mass Tech is still able to conduct business during this time as when a seat expires the member serves until reappointed or someone else takes the seat. Twelve members of the Board constitute a quorum, and we currently have 18 members. When asked, Ms. Kirk provided an overview of how new members are nominated. Ms. Saubermann then explained that the purpose of the Mass Tech Annual Board meeting includes election of officers, that the P&G Committee is authorized to make nominations to the Board relative to the bi-annual election of members and officers of the Executive Committee, and that part of this is electing a Vice Chair and potentially an Associate Vice Chair. Ms. Kirk then proposed that Pamela Reeve be nominated as Vice Chair, and that Bogdan Vernescu be nominated as Associate Vice Chair. Regarding Executive Committee members, Ms. Kirk stated that currently Julie Chen and Rupa Cornell serve and we would be happy with that continuity, as we would also with Christina Royal, who will be concluding her service at Holyoke. She indicated that Paige Fetzner-Borelli is a welcome addition to the Executive Committee. Ms. Kirk requested that the P&G Committee make those nominations to our Board for consideration at the Board's Annual Meeting.</p>	<p>The Committee members voted, by roll call vote, with Ms. Reeve abstaining on voting for herself as Vice Chair, to adopt Motion #1- (see Exhibit A).</p>
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<p>Organizational Update</p> <ul style="list-style-type: none"> Executive Compensation – Pursuant to Section 29K of Chapter 29 of the Massachusetts General Laws (motion item) 	<p>Ms. Kirk stated that the next order of business was to review Michael Baldino’s compensation as he has stepped forward and requested an increase. She indicated that across the country broadband related initiatives are receiving unprecedented levels of federal funding, and that Mr. Baldino is working extremely hard to manage this funding. Ms. Kirk stated that if Mr. Baldino were to leave we would need to hire three people to replace him. She also indicated he has grown in his ability to work with stakeholders, and takes feedback very well. Ms. Wehrs then provided her perspective, indicating that Mr. Baldino has grown a great deal over the last year and a half, manages a large portfolio of programs, and is viewed as an important leader in this area. Ms. Lucas-Murphy then provided data points regarding compensation. It was decided that Mr. Baldino’s compensation be increased from \$164,512 to \$185,000, retroactive to his assumption of federal funding responsibilities.</p> <p>The meeting was adjourned at 11:10 a.m.</p>	<p>The Committee members voted unanimously, by roll call vote, to adopt Motion #2- (see Exhibit A).</p>
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Materials and Exhibits Used at this Meeting:

1. Draft Minutes of the May 11, 2022, and June 13, 2022, meetings of the Personnel and Governance Committee
2. Presentation- Governance Update
3. Presentation- Organizational Update
4. Motion #1 - Nomination of Executive Committee Members
5. Motion #2 - Executive Compensation - Mr. Baldino

Exhibit A – Motions Adopted at October 17, 2022 Personnel and Governance Committee Meeting

Motion #1 Nomination of Executive Committee Members

The Personnel and Governance (“P&G”) Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“MassTech”), acting pursuant to the authority delegated by the Board of Directors, does hereby nominate the following individuals to serve on the Executive Committee of the MassTech Board of Directors, and recommends that the Board of Directors consider the nomination at its next meeting:

- Julie Chen, Chancellor, UMass Lowell
- Rupa Cornell, Vice President, Legal, Vaccine Business Unit, Takeda Pharmaceuticals
- Paige Fetzer-Borelli, Chief of Staff to the CEO, Algorand
- Pam Reeve, Chair, The Commonwealth Institute
- Christina Royal, President, Holyoke Community College
- Bogdan Vernescu, Vice Provost for Research, Worcester Polytechnic Institute

The P&G Committee further recommends the Board of Directors consider the following nominations:

- Pam Reeve be elected as the Vice Chairperson of the Board of Directors
- Bogdan Vernescu be elected as the Associate Vice Chairperson of the Board of Directors

Each of the individuals shall serve until a successor is elected or designated.

Motion #2 - Executive Compensation Mr. Baldino

The Personnel and Governance Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“MassTech”), acting pursuant to the authority delegated by the Board of Directors, does hereby adjust the salary of Michael Baldino, Director and General Counsel of the Massachusetts Broadband Institute, by 12.45%, to take effect on October 17, 2022. This salary adjustment is based on the consideration of factors that include, but are not limited to, an analysis and assessment of salary data for positions with similar functions and responsibilities at state agencies, state authorities, for-profit employers, and non-profit employers.