

**Massachusetts Technology Collaborative  
Personnel and Governance Committee Meeting  
September 4, 2019**

**MINUTES**

Directors: Pamela Reeve (Chairperson), and Rupa Cornell attended the Meeting.

Staff: Carolyn Kirk, Lisa Erlandson, Michael Baldino, Holly Lucas Murphy, Brianna Wehrs and Kelly Kleanthous attended the Meeting.

Location: The Meeting was held at the Massachusetts Technology Collaborative, 2 Center Plaza, Suite 200, Boston, Massachusetts.

Ms. Reeve observed the presence of a quorum and called the Meeting to order at 9:05 a.m.

| <b>Agenda Topic</b>   | <b>Discussion</b>   | <b>Action Taken</b> |
|-----------------------|---|---------------------|
| Organizational Update | <p>Ms. Lucas Murphy presented an update on the status of MassTech’s organizational structure and related operational and human resources matters. She highlighted the operational changes implemented by Ms. Kirk to improve efficiency, including regular leadership meetings.</p> <p>Ms. Lucas Murphy introduced the topic of employee retention and moral and referenced the need to focus on employee engagement efforts, including reinvigorating the activities committee. She said that the Human Resources Department is currently looking at implementing personal/professional development opportunities for staff, a lifelong learning program. This program could utilize a variety of training platforms, such in-person, online and on-demand courses. Ms. Reeve suggested that the Human Resources</p> | Not Applicable      |

|  |   |  |
|--|---|--|
|  | <p>Department should also think about whether any Board members would consider sharing their expertise and experiences at a lunch and learn. Ms. Cornell indicated that she knows a person who provides unconscious bias training and would likely be willing to provide the training for free to Mass Tech employees.</p> <p>Ms. Lucas Murphy then moved on to the need to continue compliance training. She noted that Mass Tech recently covered records retention and will conduct additional training on topics such as sexual harassment.</p> <p>Ms. Lucas Murphy also stated that technical training for staff is under consideration, including training on software programs such as Microsoft Excel, Project and PowerPoint. Ms. Reeve mentioned that we should look at what we have and what we actually use and suggested that Mass Tech implement standardization in the software tools that are used by employees.</p> <p>An extensive discussion ensued about training for the practical skills that Mass Tech employees need in their capacity as public employees. Ms. Cornell recommended that Mass Tech implement rules or guidelines for the use of email and social media. Ms. Kirk stated we have basic guidelines, but nothing stringent. Ms. Cornell distinguished between personal and private emails and social media posts and suggested that social media posts from an employee acting in an official capacity should be reviewed by the legal department. Ms. Cornell and Ms. Reeve agreed that it is important to minimize the potential for embarrassing social media posts and discussed the advisability of requiring a disclaimer on personal social media posts.</p> <p>Ms. Lucas Murphy noted that the Human Resources Department has been looking back on surveys with managers regarding</p> |  |
|--|---|--|

|            |  |   |
|------------|--|---|
|            | <p>professional training, but these were old and the topic needs to be revisited. She also stated that with the new learning and training programs being considered, Mass Tech is also thinking of providing certificates for completion and recognition from upper management. Ms. Cornell and Ms. Reeve thought recognition for completing training (such as certificates or pins) was an excellent idea and could spark competition among employees and thereby increase participation.</p> <p>Ms. Cornell mentioned a practice in the private sector that has been adopted by some companies to establish committees made up of volunteers that drive initiatives, such as lifelong learning and technology implementation. She indicated that the committees would develop recommendations that would be provided to the leadership team. Ms. Lucas Murphy said this sort of design could also be marketed as a form of career development. Ms. Reeve inquired whether the executive team could benefit from leadership training. Ms. Kirk discussed her approach to establishing new baseline expectations for the executive team with an emphasis on accountability and delivering on programmatic obligations.</p> |   |
|            |  |   |
| Governance | <p>Mr. Baldino and Ms. Kirk presented the recommendation to nominate Board members Julie Chen and Christina Royal to fill two vacancies on the Executive Committee of the Board of Directors. Ms. Kirk reviewed how each potential candidate's background aligns with Mass Tech's mission and priority focus areas. She highlighted Ms. Chen's ties to advanced manufacturing and Ms. Royal's expertise in workforce issues and her ability to provide a western Massachusetts perspective. A discussion ensued regarding the potential candidates to fill these vacancies. There was a consensus that Ms. Chen and Ms. Royal should be nominated to fill the Executive Committee vacancies. Mr. Baldino indicated the nominations would be presented to the full Board of Directors for</p>   | <p>The Personnel and Governance Committee unanimously and without abstention to adopt Motion #1 to nominate Julie Chen and Christina for consideration by the full Board to serve on the Executive Committee (see Exhibit A).</p> |

|                        |   |  |
|------------------------|---|--|
|                        | <p>final approval on September 26.</p> <p>Mr. Baldino handed out a spreadsheet with member appointment and affiliation information and term expiration dates. Ms. Reeve asked how many seats we are actually looking for based on the expirations. Ms. Kirk noted that Mass Tech would coordinate Board appointment engagement efforts with the Executive Office of Housing and Economic Development. Ms. Wehrs indicated that it is often the case that Gubernatorial appointees will continue to serve in a position long after the term expires before any action is taken to reappoint or replace the person.</p> <p>Ms. Reeve recommended that the team think about people to fill those spots. She also indicated that it would be beneficial if the team could determine any skill sets or industries that would be beneficial to have represented on the Board.</p> <p>Mr. Baldino noted that the departure of Mr. Holahan has resulted in a vacancy for the corporate Secretary. Ms. Kirk recommended the nomination of Jennifer Saubermann, who replaced Mr. Holahan as Mass Tech General Counsel, to serve as Secretary.</p> | <p>The Personnel and Governance Committee unanimously and without abstention to adopt Motion #2 to recommend to the full Board the appointment of Ms. Saubermann as corporate Secretary (see Exhibit A).</p> |
| Approval of Minutes    | <p>The minutes of the April 27, 2018 meeting of the Personnel and Governance Committee (“Committee”) were presented for approval.</p>   | <p>The Committee voted unanimously and without abstention to approve the meeting minutes, as presented.</p>  |
| Executive Compensation | <p>Mr. Lucas Murphy presented executive compensation recommendations for the following individuals:</p> <ul style="list-style-type: none"> <li>• Carolyn Kirk, Executive Director</li> </ul>  |  |

|  |  |   |
|--|--|---|
|  | <ul style="list-style-type: none"> <li>• Jennifer Saubermann, General Counsel &amp; Director of Government Affairs</li> <li>• Michael Baldino, Director &amp; General Counsel MBI</li> <li>• Patrick Larkin, Deputy Director MassTech and Director, John Adams Innovation Institute</li> <li>• Laurance Stuntz, Director, Massachusetts eHealth Institute</li> <li>• Lisa Erlandson, Chief Financial Officer</li> <li>• Ira Moskowitz, Director, Advanced Manufacturing Programs</li> <li>• Stephanie Helm, Director, MassCyberCenter</li> <li>• Holly Lucas Murphy, Chief Human Resources Officer</li> <li>• Brianna Wehrs, Chief of Staff</li> <li>• Brian Noyes, Director, Research and Communications</li> </ul> <p>Ms. Lucas Murphy presented comparative survey data for all executive positions. The data included benchmark compensation data for private sector companies as well as salary data for positions with similar functions and responsibilities at state entities, including quasi-public agencies. Ms. Kirk, Mr. Baldino, Ms. Erlandson, Ms. Lucas Murphy and Ms. Wehrs were not present in the room during the discussion of their own compensation.</p> <p>There was a detailed discussion of Ms. Kirk's compensation and the fact that she had worked for eight months as the Mass Tech Interim Executive Director without additional compensation beyond her salary at EOHED. The Committee determine that Ms. Kirk's salary would be increased immediately from \$230,000 to \$240,000 to compensate for those eight months that she served in dual roles at Mass Tech and EOHED. It was noted that \$240,000 is at the top of the salary band, and perhaps at a later time discussion of adjusting the band should take place. All other executive compensation</p> | <p>The executive compensation determinations are listed in Exhibit B.</p> |
|--|--|---|

|  |   |  |
|--|---|--|
|  | <p>recommendations were discussed and approved as presented.</p> <p>The actions taken by the Personnel and Governance Committee did not alter determinations in prior years to: (1) continues the practice of not issuing bonuses to executives and all other MassTech employees; and (2) each executive shall generally be eligible to receive benefits (including, but not limited to, severance, retirement, accrual and payment of earned time, and payout of unused earned time) on the same basis as other regular Mass Tech employees, as generally described in the Employee Handbook and as set forth in the applicable benefit plan documents, as may be revised from time to time.</p> <p>There being no other business to discuss, the Committee voted unanimously to adjourn the meeting at 10:02 a.m.</p> |  |
|--|---|--|

Materials and Exhibits Used at this Meeting:

1. Draft Minutes of the April 27, 2018 meeting of the Personnel and Governance Committee
2. Organizational Update Presentation
4. Executive Compensation Materials and Presentation (including Salary Comparables)
5. Motion – Executive Committee Nominations
6. Executive Committee Nominee Bios
7. Motion - Corporate Officer Nomination

## **Exhibit A – Motions Adopted at September 4, 2019 Personnel and Governance Committee Meeting**

### Motion #1

The Personnel and Governance Committee of the Board of Directors of the Massachusetts Technology Park Corporation (the “Corporation”), acting pursuant to the authority delegated by the Board of Directors, does hereby recommend that the Board of Directors elect the following individuals as Members of the Executive Committee of the Board of Directors of the Corporation to serve with the statutorily designated Chairperson as part of a seven-member Executive Committee:

- Julie Chen
- Christina Royal

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

### Motion #2

The Personnel and Governance Committee of the Board of Directors of the Massachusetts Technology Park Corporation (the “Corporation”), acting pursuant to the authority delegated by the Board of Directors, does hereby recommend that the Board of Directors appoint, as the case may be, the following individuals, as Corporate Officers of the Corporation:

- Jennifer Saubermann as Secretary

The individual shall serve until a successor is appointed.

**Exhibit B – Executive Compensation Determinations**

| Name                | Title   | Current Salary | Approved Increase    | Adjusted Salary |
|---------------------|---|----------------|----------------------|-----------------|
| Carolyn Kirk        | Executive Director  | \$230,000.00   | \$10,000<br>(1.04%)  | \$240,000.00    |
| Patrick Larkin      | Deputy Director, MassTech & Director, Innovation Institute            | \$194,504.00   | \$6,807.64<br>(3.5%) | \$201,311.64    |
| Laurance Stuntz     | Director, Massachusetts e-Health Institute                            | \$173,500.00   | \$6,072.50<br>(3.5%) | \$179,572.50    |
| Lisa Erlandson      | Chief Financial Officer   | \$160,000.00   | \$5,600.00<br>(3.5%) | \$165,600.00    |
| Ira Moskowitz       | Director, Advanced Manufacturing Programs                             | \$155,000.00   | \$2,325.00<br>(1.5%) | \$157,325.00    |
| Jennifer Saubermann | General Counsel & Director of Government Affairs                      | \$150,000.00   | \$15,000.00<br>(10%) | \$165,000.00    |
| Michael Baldino     | Director & General Counsel MBI; Director of Board Relations, MassTech | \$150,000.00   | \$2,250.00<br>(1.5%) | \$152,250.00    |
| Stephanie Helm      | Director MassCyberCenter  | \$140,000.00   | \$4,900.00<br>(3.5%) | \$144,900.00    |
| Holly Lucas Murphy  | Chief Human Resources Officer   | \$134,046.00   | \$4,691.61<br>(3.5%) | \$138,737.61    |
| Brianna Wehrs       | Chief of Staff  | \$120,000.00   | \$0<br>(0%)          | \$120,000.00    |
| Brian Noyes         | Director, Research & Communications                                   | \$95,150.00    | \$12,369.50<br>(13%) | \$107,519.50    |