

**Massachusetts Technology Collaborative
Personnel and Governance Committee Meeting
September 7, 2021**

MINUTES

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

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

Location: The Meeting was held virtually via Zoom.

Ms. Reeve observed the presence of a quorum and called the Meeting to order at 2:32 p.m.

Agenda Topic	Discussion	Action Taken
Approval of Minutes	The minutes of the June 7, 2021 meeting of the Personnel and Governance Committee (“Committee”) were presented for approval.	The Committee voted unanimously and without abstention to approve the meeting minutes, as presented.
Organizational Update	<p>Ms. Kirk presented an update on changes to the eHealth Institute (MeHI), the impact of those changes on the FY22/FY23 budget, and MassTech's leadership reorganization.</p> <p>Ms. Kirk began by presenting the MeHI organizational chart that was previously shared with the team members as part of the budget cycle. Ms. Kirk provided a recap of the Medicaid team funding and activities, stating that the Medicaid team is federally funded through a contract with the Executive Office of Health and</p>	Not Applicable

	<p>Human Services (EOHHS). Ms. Kirk indicated that the contract is winding down, such wind-down to be complete by mid-2022, resulting in a reduction in MassTech revenues. Ms. Kirk stated that this was anticipated and accounted for in the FY22 budget, and that all employees impacted had been notified of their end dates.</p> <p>Moving on to the HIway team, Ms. Kirk stated that MassTech was unexpectedly notified in the summer of 2021 that federal reimbursement for the program was coming abruptly to a close, when we had expected a few more years of funding. This means the HIway Account Management team will be reduced by 75%, and Education and Outreach team will be completely eliminated. This was not accounted for in the FY22 budget. Ms. Kirk indicated that the impacted employees have been notified, with employment ending September 30, 2021, and severance has been offered as incentive to stay through the end of contact. The HIway team will continue to function with three remaining employees, who will perform account management functions on an updated scope of work that is currently under review by HHS. Ms. Kirk went on to explain that this reduction impacts MassTech's budget. Ms. Kirk then stated that a review has been done to determine necessary actions to mitigate this impact.</p> <p>When asked what the impact on MassTech will be, Ms. Kirk indicated that for FY22 this is a sudden challenge we need to overcome and will work to manage within the MeHI resources, but the FY23 budget is where we want to have a conversation. When asked if there were possibly any other federal funds that could be coming, Ms. Kirk stated none that we are aware of other than the revised HIway statement of work.</p>	
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	<p>Regarding the FY23 budget impact, Ms. Kirk explained that the way that MassTech funds the central office, which supports all the programs, is through the allocations to programs. Because MeHI is dropping from 20 people to approximately 5 employees, those costs have to be absorbed by all the other divisions; this means approximately an additional million dollars of program support costs. Ms. Kirk stated that now everything is on the table for FY23; MassTech must continue advocacy for sustaining sources of revenue. What are things on-mission to generate revenue? Will we have growth in other divisions? Are there grants MassTech could chase?</p> <p>The P&G Board members gave an overwhelmingly positive review to Ms. Kirk's recommended course of action.</p> <p>Ms. Kirk presented the current organizational chart highlighting her direct reports, which include the heads of each division and department. Given her large number of direct reports, and the need to better standardize programs and interventions, and her desire to streamline the grant-making process, she has decided to reorganize the reporting structure within MassTech. To accomplish this, Benjamin Linville-Engler from the M-ERT has agreed to join MassTech as Chief Investment Strategist & Program Executive. The P&G Members were very impressed that Mr. Linville-Engler will be joining MassTech, and stated they thought this was an excellent idea. Ms. Kirk also explained that Mr. Patrick Larkin will be placed in a position to assist with portfolio management, in addition to his existing position as Director of the Innovation Institute. Ms. Kirk then indicated that the heads of each division will report into Mr. Linville-Engler, while Mr. Noyes (Communications) and Mr. Baldino (MBI) will be reporting into Ms. Wehrs.</p>	
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<p>Executive Compensation</p>	<p>Ms. Lucas Murphy then made a presentation regarding Ms. Wehrs' compensation in light of added responsibilities, as well Mr. Linville-Engler's hire and starting salary. Ms. Lucas Murphy indicated that Ms. Wehrs is currently at \$128,486, and that a 10% increase was being proposed, to \$139,135. The P&G Members questioned whether 10% was enough in light of the additional responsibilities as well as the staff she would be managing under Mr. Noyes and Mr. Baldino. Ms. Lucas Murphy indicated that Mr. Linville-Engler's offer is \$168,000, which he has accepted. Ms. Lucas Murphy presented executive compensation recommendations for the following individuals:</p> <ul style="list-style-type: none"> • Brianna Wehrs, Chief of Staff • Benjamin Linville-Engler, Chief Investment Strategist & Program Executive <p>Ms. Lucas Murphy presented comparative survey data for both 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. Wehrs was not present in the room during the discussion of her compensation. All compensation was approved as presented and discussed.</p>	<p>The Committee members unanimously voted to adopt Motion #1 to establish the compensation of MassTech executives (see Exhibit A).</p>
<p>Governance Presentation</p>	<p>Ms. Saubermann then presented the Governance Presentation. In the interest of time she did not go through the entire presentation, but indicated that a letter had been sent to the P&G Members intended to level set the purpose of the P&G Committee, along with a list of current MassTech Board Members. Ms. Saubermann stated that there were several Board seat vacancies and expired seats, specifically:</p> <p>MassTech Board:</p>	<p>The Committee members unanimously voted to adopt Motion #2- Nomination of Finance and Audit Committee Member (see Exhibit A).</p>

- 23 seats
- Total expired seats: 11 (one of which is vacant)
- Term expiring in 2021: 4 (one of which is vacant)
- Vacancies: 3 (one technology seat and two private education seats)
- Executive Committee: 6 people:
 - 3 with expired seats
 - 1 to expire 11/21

MBI Board:

- The terms of all 4 appointed seats have expired

Innovation Institute Governing Board:

- Has not met in many years
- Last person designated as Chair still serves on the MBI Board of Directors

Ms. Saubermann stated that these seats and vacancies would need to be discussed at a later time. She then moved to the motion at hand, indicating that the MassTech Finance and Audit Committee consists of two members: Joe Dorant, President of the Massachusetts Organization of State Engineers and Scientists (MOSES), and Paige Fetzer, Chief of Staff to the CEO at Algorand. The prior Finance and Audit Committee member resigned from the MassTech Board of Directors, therefore a new member is needed. Ms. Saubermann stated that MassTech is now proposing Julie Chen as a new member of the Finance and Audit Committee.

The motion was approved as presented and discussed.

The P&G Members then indicated that an additional meeting to discuss the open board seats was needed at a future date.

	There being no other business to discuss, the Committee voted unanimously to adjourn the meeting at 4:00 p.m.	
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Materials and Exhibits Used at this Meeting:

1. Draft Minutes of the June 7, 2021 meeting of the Personnel and Governance Committee
2. Organizational Update Presentation
3. Executive Compensation Materials and Presentation (including Salary Comparisons)
4. Governance Presentation
5. Motion #1 – Executive Compensation
6. Motion #2 – Nomination of Finance and Audit Committee Member

Exhibit A – Motions Adopted at September 7, 2021 Personnel and Governance Committee Meeting

Motion #1 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:

1. Adjust the salary of the Chief of Staff 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:

Name	Title	Current Salary	Approved Increase	Adjusted Salary
Brianna Wehrs	Chief of Staff	\$126,486.81	10%	\$139,135.49

2. Designate Benjamin Linville-Engler an “Executive”, pursuant to the requirements established in 801 CMR 53.04 for the purposes of setting his annual compensation, and establish his compensation 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:

Name	Title	Effective Date	Annual Salary
Benjamin Linville-Engler	Chief Investment Strategist & Program Executive	10/18/21	\$168,000

Motion #2: Nomination of Finance and Audit Committee Member

The Personnel and Governance Committee of the Board of Directors of the Massachusetts Technology Park Corporation, acting pursuant to the authority delegated by the Board of Directors, does hereby recommend to Housing and Economic Development Secretary and Board of Directors Chairman Mike Kennealy that he appoint Julie Chen to the Finance and Audit Committee, who should serve until a successor is appointed.