

MINUTES

TWO HUNDRED AND FIFTY SIXTH MEETING

of the

EXECUTIVE COMMITTEE

of the

MASSACHUSETTS TECHNOLOGY PARK CORPORATION

[OPEN SESSION]

May 18, 2018
Boston, Massachusetts

The Two Hundred and Fifty Sixth Meeting of the Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”) was held on May 18, 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), Rupa Cornell, Alexandra Drane, Annmarie Levins, Ann Margulies and Pam Reeve.

The following additional Mass Tech Collaborative Director attended the meeting: Bogdan Vernescu.

The following Mass Tech Collaborative staff was present: Michael Baldino, Katie Green, Mary Rose Greenough, Philip Holahan, Pat Larkin, Holly Lucas Murphy, Brian Noyes, Jennifer Saubermann and Laurance Stuntz (by phone).

The following individuals attended the meeting: Carolyn Kirk, Executive Office of Housing and Economic Development.

Mr. Cox observed the presence of a quorum of the Executive Committee and called the meeting to order at 2:06 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 Two Hundred Fifty Fifth Meeting of the Executive Committee, held on April 27, 2018, in Boston, Massachusetts, as the formal Minutes thereof.

Agenda Item II Report of the Chairperson

Mr. Cox delivered the report of the Chair. He discussed his outreach to members of the Mass Tech Collaborative Board of Directors, which he indicated would be an ongoing process. He also mentioned that he had the opportunity earlier in the day to attend a speech by Canadian Prime Minister Justin Trudeau.

Agenda Item III Report of the Acting Executive Director

Mr. Holahan delivered the report of the Acting Executive Director. Mr. Holahan discussed the most recent meeting of the Finance and Audit Committee, which was convened on May 2, 2018. He indicated that the Finance and Audit Committee reviewed the Mass Tech Collaborative's financial condition and requested that staff convey to the Executive Committee their perspective that the organization is in a strong financial position unless there is a major litigation-related liability or claim on the Mass Tech Collaborative's funds. The Finance and Audit Committee further recommended that the individuals involved in the search process for the next Executive Director bear in mind that the Mass Tech Collaborative offers a strong platform, public mission and financial resources. Mr. Holahan indicated that the key issue confronting the Mass Tech Collaborative is not that the financial resources are inhibiting the implementation of the organization's mission. It is the failure to effectively implement the organization's mission that could negatively impacting the financial condition of the organization.

Agenda Item IV Action Items and Discussion Topics

Mr. Holahan and Ms. Kirk presented a recommendation to award a grant to Comcast under the Massachusetts Broadband Institute's Flexible Grant Program to support the design, construction and operation of a cable network that would provide access to broadband services in the Town of Worthington. Ms. Kirk noted that Worthington had a number of choices and voted on three options at Town Meeting. The warrants to approve funding for a municipally-owned broadband network and a proposal from Matrix did not receive the required number of votes. The warrant to accept the Comcast proposal was narrowly approved. Ms. Kirk stated that the MBI allocation for Worthington was not sufficient to fund Comcast's proposal to achieve 96% coverage.

She explained that the funding gap will be covered by state bond funds and that Worthington will enter into a separate agreement to repay the Commonwealth for half of the amount of the funding gap over a ten year period (through Cherry Sheet reductions). In response to a question from Ms. Reeve, Mr. Baldino clarified that Comcast will offer triple play services with the same pricing and terms that are offered in other nearby towns that are already served by Comcast.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously 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 the MassTech Executive Director to negotiate and execute a grant agreement with Comcast for an award under the Flexible Grant Program Notice of Funding Availability for Innovative Approaches to Provide Broadband Service to Unserved Towns in Western Massachusetts (NOFA No. 2018-MBI-01) and to expend funds in accordance with the following conditions and parameters:

- 1. A grant award to Comcast, as presented, that shall not exceed \$2,213,809 for a privately owned and operated broadband network that shall provide access to broadband service to the Town of Worthington (“Town”) and shall consist of two components:**
 - Up to \$1,070,000, which represents the full amount of the Massachusetts Broadband Institute (“MBI”) allocation from the Massachusetts Broadband Incentive Fund for a last mile broadband solution for the Town of Worthington; and**
 - Up to \$1,143,809 in additional state bond funds to be provided by the Executive Office of Housing and Economic Development (“Supplemental Funding”)**
- 2. The final amount of the grant award shall be subject to the review and approval of the Secretary of the Executive Office of Housing and Economic Development.**
- 3. The expenditure of grant funds pursuant to this award shall be contingent upon satisfaction of the following conditions:**
 - Execution of an agreement between the Commonwealth (currently anticipated to be represented by EOHEd) and the Town relative to the obligation of the Town to repay fifty percent of the Supplemental Funding amount to the Commonwealth; and**

- **Execution of a cable television license agreement by Comcast and the Town.**

The grant award to Comcast and associated authorizations shall be subject to review and approval by the MBI Board of Directors.

Mr. Larkin presented a recommendation to approve a contract for consulting services with DayBlink Consulting to support the development of a strategic action plan for the Massachusetts Cybersecurity Center. He explained that despite the fact that substantial work has been done in this area, the work has not progressed to the stage where there is a strategic plan with actionable deliverables. Mr. Larkin indicated that the strategic planning effort will harvest the learning that has already occurred. He explained the rationale for selecting DayBlink Consulting on a sole source basis. Mr. Larkin reiterated that time is of the essence and that the work needs to be completed on an expedited basis. Three DayBlink employees would be embedded at the MassTech Collaborative for six weeks. He mentioned that the strategic action plan needs to be finalized and in the early stages of implementation prior to the second annual cybersecurity forum that will take place in September. He discussed DayBlink Consulting's qualifications and the extensive experience that the Mass Tech Collaborative has working with DayBlink principal Michael Morgenstern. Mr. Larkin reviewed the proposed scope of work and budget and clarified that \$20,000 has been reserved for potential follow-on work after the initial engagement.

During the ensuing discussion, Mr. Larkin responded to a question from Ms. Cornell and described other action items associated with the Cybersecurity Center, including efforts to hire a Director for the Center. He indicated that the strategic planning team will work closely with retired Rear Admiral Michael Brown. Mr. Larkin mentioned that Admiral Brown has identified the need to improve coordination among existing efforts. Mr. Larkin addressed concerns about undertaking a strategic planning effort before the new Director of the Center is hired by stating that a component of the vetting process for Director candidates is to ensure that the candidate agrees with the mission, vision and emerging strategy for the Center.

Ms. Margulies emphasized the importance and sense of urgency to move forward with the development of the strategic plan given the level of frustration and impatience voiced by stakeholders. She mentioned that there is a perception that the cybersecurity efforts have stalled. Ms. Margulies indicated that the strategic plan will provide the "connective tissue" that will stakeholders will coalesce around. Mr. Larkin concurred with Ms. Margulies and noted that Mr. Morgenstern and his colleagues are ready to start the engagement within a matter of days.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation ("Mass Tech Collaborative"), acting pursuant

to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize the Mass Tech Collaborative’s Executive Director to expend up to \$170,000 for strategic and technical consulting services to be provided by DayBlink Consulting to support the development of a cybersecurity strategic plan and related activities, including an analysis of the cybersecurity ecosystem in Massachusetts, as presented. This award is subject to the execution by DayBlink Consulting of an agreement in a form and with terms approved by the Executive Director.

Mr. Stuntz presented a recommendation to approve grant awards to support PULSE@MassChallenge and TechSpring. He explained that the proposed grant awards represent the third year of financial support for digital health activities, which is a priority policy area for Governor Baker. Mr. Stuntz indicated that the grant amounts have remained steady from year to year and that the programs run by PULSE@MassChallenge and TechSpring have been very successful. He reviewed the scope of work for each award. In response to questions from Executive Committee members regarding financial sustainability and future funding sources for these programs, Mr. Stuntz indicated that no commitments have been made for additional funding support but he expects to receive a request for Fiscal Year 2020 funding. He also mentioned that the expansion of PULSE@MassChallenge as well as promotion of tech sandboxes are high priorities for the Governor’s Digital Health Council. Mr. Stuntz responded to a question from Mr. Cox and explained that Governor Baker made a three-year commitment for the funding and that MeHI staff came up with the allocation between PULSE@MassChallenge and Tech Spring.

Following a period of brief discussion, and upon a motion duly made and seconded, it was unanimously VOTED:

The Executive Committee of the Board of Directors of the Massachusetts Technology Park Corporation (“Mass Tech Collaborative”), acting pursuant to the authority delegated under Chapter 40J of the General Laws of the Commonwealth, does hereby authorize the Mass Tech Collaborative’s Executive Director to expend up to \$250,000 to support the Massachusetts Digital Health Marketplace Program in Fiscal Year 2019 through the following two grants, as generally presented – (1) a grant to MassChallenge that shall not exceed \$170,000 for the ongoing operation of PULSE@MassChallenge; and (2) a grant to Baystate Health that shall not exceed \$80,000 to support TechSpring’s digital health programs and activities. This authorization is subject to the execution by MassChallenge and Baystate Health of grant agreements in a form and with terms approved by the Executive Director.

Mr. Cox then requested that the Executive Committee convene in executive session to discuss litigation strategy. Mr. Cox, in his capacity as Chairperson, stated that he would call for a roll call vote of the Executive Committee to go into executive session to discuss strategy with respect to matters involving ongoing disputes in which the Mass

Tech Collaborative is currently involved. He stated that the purpose for meeting in executive session to discuss these matters is that discussion of the Mass Tech Collaborative's strategy with respect to these matters in an open meeting may have a detrimental effect on the litigating position of the Mass Tech Collaborative.

A roll call vote was taken to go into executive session. Mr. Cox, Ms. Cornell, Ms. Drane, Ms. Levins, Ms. Margulies and Mr. Reeve voted in the affirmative to enter into executive session. All staff that was not needed for the litigation strategy discussion and members of the public left the room.

The meeting proceeded in executive session at 2:53 p.m. The proceedings that occurred in executive session are addressed in a separate set of meeting minutes.

Mr. Cox, in consultation with the members of the Executive Committee, determined that the executive session should conclude at 3:14 p.m. At that point the meeting proceeded in open session.

Ms. Kirk presented a proposed plan for the search for a new Executive Director. She noted that the development of the plan was informed by interviews with Secretary Ash, 13 members of the senior leadership team at the Mass Tech Collaborative and most members of the Executive Committee. Ms. Kirk reviewed the qualities that the ideal Executive Director candidate should possess: (1) essential partner with industry, government and academia; (2) inspiring leader that will shape the organization's vision, mission and strategic plan; and (3) a strong manager that is willing to roll up his/her sleeves and deliver value. She indicated that these qualities will be reflected in the job description and the tone of the interviews with candidates. Ms. Kirk went on to describe what success would like if the Executive Director is effective (based on the three qualities referenced above). She noted that cost-cutting is no longer a priority and that the next Executive Director must break down existing silos.

During the ensuing discussion, Ms. Cornell mentioned that a good leader should be inspirational and engender loyalty even when cost-cutting measures are implemented, if they are done in a humane and thoughtful manner. Ms. Kirk noted that the ideal qualities and characteristics align with the thinking of the Finance and Audit Committee, as conveyed by Mr. Holahan earlier in the meeting. Ms. Margulies suggested that the Executive Director needs to foster a culture of collaboration and improve the relationship building capacity of the organization. Ms. Drane acknowledged the challenge that arises from the fact that the Mass Tech Collaborative works in many different areas. Ms. Drane agreed that the Executive Director has to "get his/her hands dirty" and work directly and consistently over time on projects with our partners.

Ms. Kirk discussed the proposed approach to sourcing candidates that will be steered by the Board and actively managed internally. She explained that the consensus opinion is that a search firm is not needed. She discussed the value of having a compelling job description that will marketed and promoted though a variety of channels. Ms. Kirk emphasized the value of tapping in to the networks of Board members to

promote the Executive Director opening. Ms. Reeve observed that engaging Board members in this manner provides a great opportunity to market the Mass Tech Collaborative. Ms. Kirk requested that each Board member email the Executive Director posting to three people and follow-up with phone calls. Ms. Cornell raised concerns about running the search process internally and questioned whether a search firm should be retained. Ms. Lucas-Murphy indicated that this decision can be revisited if necessary.

Ms. Kirk reviewed the proposed membership structure for the search committee, which would include members of the Executive Committee, Personnel and Governance Committee, Board of Directors, and affiliated boards (such as the MBI Board of Directors) and would be chaired by Ms. Kirk. She also described how the search committee will review the candidate pool and winnow down the field of candidates to a group of three to five finalists. Ms. Kirk received feedback that the target of doing ten to fifteen search committee interviews may be too high and that there should be flexibility on the targets based on the nature of the candidate pool. Ms. Cornell suggested the use of phone screens prior to face-to-face interviews.

Ms. Kirk reviewed the proposed interview process and noted that Ms. Lucas-Murphy will be the face of the Mass Tech Collaborative for candidates. Ms. Kirk also provided a detailed schedule and work plan for the search process. Members of the Executive Committee commended Ms. Kirk for developing a comprehensive and thoughtful plan that helped to crystallize an understanding of the issues associated with the search process. They also urged Ms. Kirk to be flexible and to adjust the schedule and approach as circumstances unfold (including the quantity and quality of the candidates). Ms. Kirk indicated that she will attempt to compress the schedule based on feedback from Secretary Ash. Mr. Cox emphasized the need to be thoughtful on how candidates are sourced and the value of generating a diverse pool of candidates. He also suggested that the ideal candidate does not need to be tech savvy.

It was agreed that a meeting in June needed to be scheduled and the Executive Committee members agreed to meet again on June 18th at 2:00 pm.

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 4:16 p.m.

A TRUE COPY
ATTEST: (Secretary)

DATE:

Materials and Exhibits Used at this Meeting:

1. Draft Minutes – Open Session of the April 27, 2018 Executive Committee meeting
2. Approval Item – MBI - Grant Award to Comcast
3. Approval Item – Innovation Institute – DayBlink Consulting

4. Approval Item - MeHI – Digital Health Awards for PULSE@MassChallenge and TechSpring
5. Presentation – Executive Director Search Process