

The Commonwealth of Massachusetts

**Secretary, Executive Office for Administration and Finance
State House, Room 373
Boston, MA 02133**

**Declaration of Trust, made as of March 7, 2025
The Commonwealth of Massachusetts**

Department of Higher Education Innovation Hub Trust

THIS DECLARATION OF TRUST made as of the 7 day of March, 2025 by Matthew Gorzkowicz, in their capacity as Secretary of the Executive Office for Administration and Finance (the "Secretary") of the Commonwealth of Massachusetts (the "Commonwealth");

WITNESSETH THAT:

WHEREAS, Section 6 of Chapter 6A of the General Laws authorize(s) the Secretary to establish expendable trust accounts on the books of the Commonwealth for the purposes of accepting, on behalf of the Commonwealth, any funds, including grants, bequests, gifts or contributions from any person, non-governmental entity, or local or quasi-governmental entity;

WHEREAS, 801 CMR 50.00 *et seq.* further authorizes the Secretary to adopt a declaration of trust setting forth the purposes, terms and conditions of the expendable trust;

WHEREAS, pursuant to Sections 1 and 9 of Chapter 15A of the General Laws, the Board of Higher Education ("Board") is charged with, among other things, coordinating the Commonwealth's public higher education system; analyzing the present and future goals, needs and requirements of public higher education in the Commonwealth; establishing overall goals in order to achieve a well-coordinated system; and fostering and supporting institutions of higher education that are of the highest quality, responsive to the academic, technical and economic needs of the Commonwealth and its citizens, and accountable to its citizens;

WHEREAS, pursuant to Section 6 of Chapter 15A of the General Laws, the Department of Higher Education (Department) is staff to and is the executive agency of the Board and, though its Commissioner, leads the strategic direction, continuous improvement, and accountability efforts for the Commonwealth's public system of higher education on behalf of the Board;

WHEREAS, the Department of Higher Education seeks to create the Department of Higher Education Innovation Hub Trust that accepts funds, including but not limited to

contributions, donations, and grants from non-governmental entities to be used by the Department of Higher Education to support the development and operation of innovation capacity within the Department;

WHEREAS, all Expendable Trust property shall be expended on Innovation Hub personnel, consultants, technology vendors, and grants to public higher education campuses to support innovation initiatives;

WHEREAS, the Commissioner of the Department of Higher Education, Noe Ortega, has requested the Secretary to assist in establishing an appropriate mechanism to receive and administer funds as appropriate, including an initial grant in the amount of \$2,100,000, for the support and operation of the Department of Higher Education Innovation Hub (the “Initial Grant”); and

NOW, THEREFORE, the Secretary establishes this Declaration of Trust and appoints the Trustee identified in Article 1 to hold, administer, and manage all money and property received or purchased by them in trust as Trustee upon the following terms and conditions:

ARTICLE 1

NAME; PURPOSE OF EXPENDABLE TRUST; APPOINTMENT OF TRUSTEE; APPLICABLE LAW

- 1.1 Name. This Declaration of Trust establishes an expendable trust account formally designated as "The Commonwealth of Massachusetts, Department of Higher Education Innovation Hub Trust," herein referred to as the “Expendable Trust.”
- 1.2 Purpose. This Expendable Trust is established exclusively for the purpose of accepting, on behalf of the Commonwealth, funds, including but not limited to contributions, donations, and grants from non-governmental entities, to be used by the Department to support the development and operation of innovation capacity within the Department. The innovation capacity supported by this Expendable Trust shall be referred to as an “Innovation Hub,” and it will include staffing and resources to help identify, chart, pilot, scale, and carry forward innovative initiatives for the purpose of cultivating state-wide, technology-enabled initiatives within and across the Commonwealth’s public higher education system to improve and measure learner outcomes. While the Innovation Hub will draw from, research (test), and build upon existing innovative ideas at the campus level, the Innovation Hub will seek to advance innovation through a system-level and state-wide approach.

- 1.3 Trustee. The Secretary shall from time to time appoint an employee of the Department of Higher Education to serve as the Trustee of the Expendable Trust. The initial Trustee shall be Matthew Cole, Deputy Commissioner and Chief Financial Officer.
- 1.4 Applicable Laws and Regulations. The Trustee shall administer the Expendable Trust in conformity with 801 CMR 50.00 *et seq.*, and with the laws and other regulations of the Commonwealth. This Expendable Trust shall be governed by and construed and administered according to the laws of the Commonwealth.
- 1.5 Termination Date. If not sooner terminated under Paragraph 4.4, the Trust shall terminate on June 15, 2028, unless otherwise amended.

ARTICLE 2

DEFINITIONS

Whenever used in this instrument, unless the context otherwise requires or specifically provides, the following terms shall be defined as follows:

- 2.1 “Comptroller” means the Office of the Comptroller established by Chapter 7A of the General Laws.
- 2.2 “Expendable Trust” means the account established on MMARS and with the Treasurer and Receiver General of the Commonwealth into which are deposited monies, and assets, or both, which are held in Trust by the Trustee under this Declaration of Trust.
- 2.3 “Expendable Trust Fund” means all funds, moneys and property received, held and managed by the Trustee as part of the Expendable Trust.
- 2.4 “MMARS” means the Massachusetts Management Accounting and Reporting System which the Comptroller has established under Section 7 of Chapter 7A of the General Laws.
- 2.5 “Person” means an individual, corporation, society, association, or partnership.
- 2.6 “Securities” include, without limitation, bonds, debentures, notes, certificates and other evidences of indebtedness, whether or not in registered form, common and preferred stocks and all other forms of certificates representing an interest or participation in any enterprise, whether or not incorporated.
- 2.7 “Trustee” means the person the Secretary appoints to hold, administer, and manage all money and property contributed to, held by or expended by the

Expendable Trust and their successor or successors while in office and serving as trustee.

ARTICLE 3

CONTRIBUTIONS TO THE EXPENDABLE TRUST

- 3.1 Acceptance of Contribution. Contributions to the Expendable Trust from persons or other non-governmental, quasi-governmental, or local governmental entities will be accepted into the Expendable Trust in the form tendered subject to Paragraph 4.2. Contributions may consist of grants, bequests, gifts or contributions of cash or Securities, or contributions of services or property in kind. All contributions accepted from any person or other entity, together with the income from those contributions, shall be held, managed and administrated under the Expendable Trust. The Trustee or the Trustee's designee shall provide receipts or acknowledgments in writing for all contributions received and shall be entitled to rely on estimates of value provided by contributors for contributions in kind.
- 3.2 Checks. Checks for contributions made to the Expendable Trust shall be made out to "Commonwealth of Massachusetts/Department of Higher Education Innovation Hub Trust."

ARTICLE 4

PAYMENTS FROM THE EXPENDABLE TRUST

- 4.1 Use of Trust Property. The Expendable Trust is established and all Expendable Trust property shall be used and expended solely for the purpose of supporting the development and operations of innovation capacity (i.e., an "Innovation Hub") within the Department of Higher Education, including the piloting of technology-enabled initiatives within and across the public higher education system to improve and measure learner outcomes.
- 4.2 Application of Principal and Income. The Trustee or the Trustee's designee shall use, apply or distribute the income and principal of the Expendable Trust Fund in such manner and in such amounts as the Trustee or the Trustee's designee, in their discretion, may determine, solely to or for the uses and purposes set forth in Paragraph 4.1.
- 4.3 Unapplied Funds. If the uses and purposes provided in this Article 4 have been achieved or can no longer be fulfilled by the Expendable Trust, then any portion of the Expendable Trust Fund which remains unapplied or undistributed shall revert to the Commonwealth.

- 4.4 Termination of Trust. If and when there is no longer any property in the Expendable Trust Fund and the Trustee shall determine that such action is appropriate, the Expendable Trust will terminate upon written notice from the Trustee to the Comptroller.

ARTICLE 5

ADMINISTRATIVE DUTIES AND POWERS

- 5.1 Management and Ownership of Assets. The Trustee or the Trustee's designee shall have the responsibility for managing the Expendable Trust Fund on behalf of the Commonwealth. Title to all assets of the Expendable Trust Fund shall at all times be vested in the Commonwealth, subject to the trust established by this Declaration of Trust.
- 5.2 Rights and Powers. In exercising the responsibility to manage the Expendable Trust Fund on behalf of the Commonwealth, the Trustee or the Trustee's designee shall have the following rights and powers, in each case to be exercised or exercisable from time to time, in the Trustee's discretion;
- (a) To solicit and accept the services of or employ investment counsel, custodians, brokers, accountants, agents and attorneys, and to pay reasonable compensation to those persons for services rendered to the Expendable Trust;
 - (b) To keep any or all of the Expendable Trust property in any place or places in the Commonwealth or elsewhere or with a depository or custodian at any such place or places and to maintain an office in the Commonwealth;
 - (c) To execute deeds, assignments, leases, notes, contracts or other instruments in writing, whether or not under seal, incident to any of the Trustee's powers;
 - (d) To accept and receive in trust, and combine with the Expendable Trust Fund, funds from any person or other non-governmental, quasi-governmental, or local governmental entity by gift, grant, bequest or otherwise;
 - (e) To liquidate assets or take other actions with respect to the Expendable Trust Fund in order to make payments under Article 4;

- (f) To procure services, property and supplies in furtherance of the purpose of the Expendable Trust subject to laws and regulations applicable to the Secretary and the Department of Higher Education; and
 - (g) To do all other acts in the Trustee's judgment necessary or desirable for the proper administration of the Expendable Trust Fund or with respect to the investment, disposition, or liquidation of any assets of the Expendable Trust Fund, although the power to do these acts is not specifically set forth herein.
- 5.3 Trustee Compensation. The Trustee shall not be entitled to any compensation other than their employee compensation for management and supervision of the Expendable Trust Fund or for fulfilling the responsibilities as Trustee of this Trust, although the Trustee shall be reimbursed for the Trustee's actual, reasonable, and necessary expenses approved by the Comptroller.
- 5.4 Books. The Trustee or the Trustee's designee shall keep full records and books of account in accordance with standard Commonwealth bookkeeping requirements and may make arrangements for the assistance of the Comptroller in keeping these records.

ARTICLE 6

AMENDMENTS

- 6.1 The Secretary may amend or otherwise supplement this instrument by making a supplemental declaration of trust, which thereafter shall form a part of this Trust, but the purpose of the Expendable Trust set forth in Paragraph 1.2 of this instrument shall not be substantially amended or supplemented without the written consent of all persons who have made contributions to the Expendable Trust. Copies of the supplemental declaration of trust shall be filed as specified in Section 7.3.

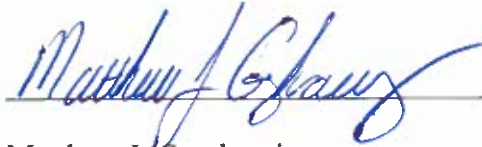
ARTICLE 7

MISCELLANEOUS PROVISIONS

- 7.1 Definition of Words. Feminine or neuter provisions shall be substituted for those of the masculine form, and the plural shall be substituted for the singular, or vice versa, in any place where the context may require this substitution.

- 7.2 Headings. Any paragraph or article headings used throughout this instrument are for convenience and reference only; the words shall in no way be held to explain, modify, amplify or aid in the interpretation, construction or meaning of this instrument or any amendment to this instrument.
- 7.3 Filing of Copies. The original or a copy of this instrument and each supplemental declaration of trust shall be kept at the office of the Trustee, and the Office of the Comptroller, where it may be inspected.
- 7.4 Fiscal Year. The fiscal year of the Expendable Trust shall be the 12-month period ending June 30th of each year.
- 7.5 Effective Date. This Declaration of Trust shall be effective as of March , 2025.

IN WITNESS THEREOF, the undersigned has executed this instrument as of the day of March, 2025.



Matthew J. Gorzkowicz
Secretary, Executive Office for Administration and Finance

