University System of New Hampshire

BOARD OF TRUSTEES
OCTOBER 24-25, 2024 MEETING

Meeting Held at Keene State College
Young Student Center, Keene, NH
(October 24-25, 2024)

Meeting Minutes
(DRAFT for review and approval)

In Attendance: Trustees present at meeting location: Chair Mike Pilot, Vice Chair Kass Ardinger, Secretary Kevin Knarr, Donald Birx, Maureen Beauregard, Jamie Burnett, Elizabeth Chilton, MJ Condon, Ethan Dupuis, Jackie Eastwood, Frank Edelblut, Isabella Falcetti, Sen. James Gray, Cathy Green, George Hansel, Shawn Jasper, Kevin Knarr, Rep. Rick Ladd, Brian McCabe, Mackenzie Murphy, Peter Paul, Catherine Provencher, Wayne Semprini, Christiana Thornton, Melinda Treadwell, and David Westover. Trustees participating remotely: Joël Nkounkou. Trustees unable to attend: Patrick Griffin. Also in attendance: Governor's Office representative James Gerry.

Call to Order: At 8:31 am, Chair Pilot called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Chair's Remarks: Chair Pilot welcomed the new trustees to their first business meeting and briefly reviewed the Board's discussions at its retreat. Those discussions included the need to meet students where they are, to work toward more efficient and integrated academic programs, and to rationalize the size of the System's physical plant. He also noted that the institutional presidents, provosts, and CFOs should be the source of ideas for how to do that work.

Presidential Update, Plymouth State University: PSU President Don Birx presented on the highlights of PSU's last year and its plans for the years to come. Highlights included a top statewide ranking of the nursing program, significant recognition for the faculty, the ongoing Hyde Hall renovation, and positive financial results. NECHE has also recommended approval of a new 96-credit Applied Bachelor's program in selected areas. President Birx then reviewed eight areas where PSU believes it can transform its operations in order to address to projected decline in college-going students in the coming years. These include increased recruitment and admissions work particularly focused on the 25% of PSU applicants who chose not to attend college. Trustees asked questions and received additional information regarding the expansion of PSU's nursing program and the extent to which PSU's cluster model has been institutionalized.

Recess Session 1: At 9:21 am, Chair Pilot recessed the Board until the conclusion of the Educational Excellence Committee meeting.

Return to Order: At 11:27 am, Chair Pilot called the Board back to order and noted the continued presence of a quorum.

Presidential Presentation, University of New Hampshire: UNH President Elizabeth Chilton presented on UNH's research programs. As a land-, sea-, and space grant institution, the research programs build individual skills, generate new knowledge to benefit the wider community, and contribute to the workforce of the state. Last year, UNH received $252 million in competitive research grants, with much of the funding coming from NASA and NOAA. President Chilton then cited examples of ongoing research, including development of new varieties of cucurbits (gourds, squash, and melons), aquaculture partnerships on the Seacoast, and development of satellite instrumentation designed to measure and help limit the effect of solar flares. President Chilton also shared her intention to launch a strategic planning process in November. President Chilton also spoke to how the research program enhances the experience of undergraduate students as well.

Recess Session 2: At 11:53 am, Chair Pilot recessed the Board until 8:30 am on Friday, October 25, 2024.

In Attendance October 25: Trustees present at meeting location: Chair Mike Pilot, Vice Chair Kass Ardinger, Secretary Kevin Knarr, Donald Birx, Maureen Beauregard, Jamie Burnett, Elizabeth Chilton, MJ Condon, Ethan Dupuis, Jackie Eastwood, Frank Edelblut, Isabella Falcetti, Sen. James Gray, Cathy Green, George Hansel, Shawn Jasper, Kevin Knarr, Rep. Rick Ladd, Brian McCabe, Mackenzie Murphy, Peter Paul, Catherine Provencher, Wayne Semprini, Christiana Thornton, Melinda Treadwell, and David Westover. Trustees participating remotely: Joël Nkounkou. Trustees unable to attend: Patrick Griffin. Also in attendance: Governor's Office representative James Gerry.

Call to Order: At 8:32 am, Chair Pilot called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Presidential Presentation, Keene State College: KSC President Melinda Treadwell introduced a presentation on the transformative impact of Keene State on its students. Student Octavio Brito, accompanied by Director of Athletics Marty Testo, spoke about his journey as a student-athlete at Keene and how he has grown as a player, person, and leader. AD Testo emphasized Octavio's merits as a person and player and how he had seen Keene provide him with the platform he wanted for his own growth. Student Nora Clancy spoke to the student experience and how auditing a class taught by Dr. Allyson Mount had convinced her to come to Keene. She further described the multiple internship opportunities Keene had provided both locally and in Washington, D.C. as part of her exploration of international and humanitarian law. Dr. Mount spoke further about the interdisciplinary philosophy program and Nora's participation in it. Student Kyla Culver spoke about her experiences with experimental courses at Keene, including a course in children's literature taught by Dr. Kirsti Sandy, that has inspired her future professional path. Dr. Sandy noted that Keene has many students who want to go into creative fields and can help them find practical professional applications for their interests. Dr. Sandy also discussed the uniquely supportive student community at KSC. Student Sammy Goldblatt spoke about her transformation from a KSC skeptic to engaged student and her experiences doing undergraduate neuroscience research with Dr. Harlan Fichtenholtz. Dr. Fichtenholtz described how undergraduate research helps develop students as people as well as scholars, and benefits faculty as well. Student Nicholas Morrow spoke about his experience in Keene's construction safety program and how it emphasized the personal relationships needed in the field. Faculty member Chris Rennix spoke further about the safety program's track record in placing students in internships and jobs and the special nature of KSC itself.

Approval of Consent Agenda: On motion made by Trustee Thornton and seconded by Trustee Eastwood, the Board unanimously **VOTED** as follows to approve the following consent items:

> **Minutes of June 27-28 Meeting:** The Board of Trustees hereby approves the minutes of the meeting held on June 27-28, 2024 as presented.
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> **Suspension of Limit on Out-of-State Students:** On recommendation of the Financial Affairs Committee, that the Board of Trustees suspends for FY26 the limitation of 25 percent imposed by state statute RSA 187-A:10 on the number of undergraduate students enrolled at UNH from domiciles outside the state, it having been determined that such suspension benefits the state and UNH without impairing the opportunity for qualified students of the state of New Hampshire to attend UNH.

Chancellor's Report: USNH Chancellor Cathy Provencher reported that Standard & Poor's has maintained the System's credit rating and made favorable remarks about the System's management. The annual report on the status of CCSNH and USNH will be distributed next week. The Chancellor also updated the board on the status of the planned consolidation of the physical plant of the System office with NHTI.

Educational Excellence Committee Report: Committee Chair Eastwood presented the report of the Committee's October 24 meeting by referring trustees to the minutes of the meeting.

Audit Committee Report and Related Board Action: Committee Chair Paul presented the report of the Committee's October 24 meeting. The Committee received a favorable audit report from its outside auditors, with no material findings. The largest risk identified was the implementation of the new enterprise resource program given its cost and effect on the System's operations. Chancellor Provencher acknowledged the risk and described the System's efforts to minimize potential disruptions.

Following the report, by motion made by Trustee Paul and seconded by Trustee Tewksbury, the Board voted unanimously as follows to accept the System's financial statements consistent with state law:

> **VOTED**, on recommendation of the Audit Committee, that the USNH Financial Statements for the fiscal year ended June 30, 2024 are accepted and to be forwarded to the Governor, the Legislative Fiscal Committee, and others as specified in state law RSA 187-A:22.

Governance Committee Report: Committee Chair Ardinger presented the report of the Committee's October 24 meeting. The committee reviewed its workplan to add items related to the governance structure of The Edge and a standing annual review on the scope of the Chancellor's role. The Committee also reviewed the results of the annual inventory of trustee skills and experiences and noted that as many as five trustees may depart at the end of the year, potentially creating subject-matter expertise gaps in audit and legal expertise and a lack of gender and racial diversity. The Committee referred those gaps to the Nomination Committee. Nomination Committee Chair Cathy Green noted that trustees would shortly be asked for suggestions for potential new trustees (along with preferences for committee chair and board officer selections) and asked that trustees keep those gaps in mind when suggesting candidates.

Investments and Capital Planning Committee Report: Committee Chair Knarr presented the report of the Committee's October 24 meeting. The Committee received an update from the System's outside

investment managers, Prime Buchholz. Endowment performance year to date has been strong, with an 11.7% increase to approximately $644 million in total. This is among the top quartile compared to peers. The Committee also received a presentation on the Systemwide capital plan and funding plan. The Committee received a further update from Gordian on System's space usage and needs. Despite good work, the conclusion is that the System's physical footprint remains too large for its projected enrollment such that further work is needed. The Committee also received updates on one planned project and tabled consideration of another project at UNH.

Financial Affairs Committee and Related Board Action: Committee Chair Tewksbury presented the report of the Committee's October 24 meeting. The Committee received an update on fall enrollment which aligned closely with budget projections. The Committee then approved the transfer of funds between quasi-endowment accounts. Following extensive discussion, the Committee also approved proposed budget planning parameters for FY 26. The discussion reflected the need for the System to adapt its planning to reflect the projected cash flow challenges of the System in the years to come. Finally, the Committee discussed and made recommendations regarding the maximum tuition and fee increases permitted for the 25-26 academic year.

Following the report, by motion made by Trustee Tewksbury and seconded by Trustee Knarr, the Board voted unanimously by roll call as follows to adopt the Committee's recommendations regarding the maximum permitted increases to tuition and fees for the coming academic year:

> **VOTED**, on recommendation of the Financial Affairs Committee that, effective for academic year 2025-26, the maximum tuition rate, mandatory fees, room and board rate annual increases as presented on the schedule included in the materials for the Committee be adopted as the maximum amounts authorized.

Nonpublic Session: By motion made by Trustee Pilot and seconded by Trustee Ardinger, the Board voted unanimously by roll call to enter nonpublic session for the reasons stated:

> **VOTED,** that the Board of Trustees go into nonpublic session for the purposes of discussing (1) personnel matters including the performance and compensation of one or more public employees, (2) the hiring of a person as a public employee, and (3) consultation with legal counsel as authorized by RSA 91-A:2, 1 (b) and 91-A:3, II (a) and (b).

Return to Public Session: By motion duly made and seconded, the Board voted unanimously to return to public session.

Report of Actions Taken in Nonpublic Session: The Secretary reported that the Board took the following actions in nonpublic session:

> **Ratification of Collective Bargaining Agreement with KSCAA:** By motion made by Trustee Treadwell and seconded by Trustee Eastwood, the Board voted unanimously by roll call as follows to ratify a proposed collective bargaining agreement with the Keene State College Adjunct Association:
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> > **VOTED**, on recommendation of Melinda Treadwell, President of Keene State College, that the Board of Trustees approves and ratifies the proposed collective bargaining agreement with the Keene State College Adjunct Association (KSCAA); and

FURTHER, authorizes President Treadwell to execute the July 1, 2024 - June 30, 2027, collective bargaining agreement on behalf of the Board.

Appointment of Executive Vice President for Finance & Administration at UNH: By motion made by Trustee Chilton and seconded by Trustee Green, the Board voted unanimously by roll call as follows to appoint Aaron D. Howell as EVPFA at UNH:

VOTED, on recommendation of Elizabeth Chilton, President of the University of New Hampshire, with endorsement of the Executive Compensation and Performance Review Committee, that the Board approves the appointment of Aaron D. Howell, CPA, to the position of Executive Vice President for Finance & Administration (EVPFA) at the University of New Hampshire under the terms outlined in the attached materials.

Appointment of Interim Provost and Vice President for Academic Affairs at UNH: By motion made by Trustee Chilton and seconded by Trustee Tewksbury, the Board voted unanimously by roll call as follows to appoint Dr. Cyndee Gruden as Interim Provost and VPAA at UNH:

VOTED, on recommendation of Elizabeth Chilton, President of the University of New Hampshire, with endorsement of the Executive Compensation and Performance Review Committee, that the Board approves the appointment of Dr. Cyndee Gruden to the position of Interim Provost and Vice President for Academic Affairs at the University of New Hampshire, contingent upon the terms outlined in the attached materials.

New or Other Business: The Chair noted that in his opinion the Board meeting had been conducted in a rigorous and useful manner and sought feedback from the trustees on that issue. Trustees agreed that the opportunity for deeper conversations had been beneficial and encouraged the Chair and System leadership to allow for similar opportunities in future meetings. Trustees also noted that the advance materials had been helpful and that trustees had carried out their responsibility to review and process the information in advance of the meeting. Trustees also discussed ways for trustees to remain informed in the period between now and the Board's next full meeting in March. Trustees further suggested regular reviews of the progress toward the goals set for System leadership and the report of the CCSNH-USNH task force.

Chair's Closing Remarks: The Chair noted that the goal in rethinking how the Board does its business is to enable the Board to be an effective partner to the Chancellor and Presidents. He also noted the increased sense of urgency regarding the financial sustainability and encouraged the Board to continue its work, and thanked the trustees for their work.

Adjourn: At 11:28 am, Chair Pilot called for further business and, hearing none, adjourned the meeting.