

## Governance Committee Meeting

March 20, 2025

10:45 am - 12:15 pm

Room 330, Memorial Union Building

University of New Hampshire

https://unh.zoom.us/j/93291690628



#### 2025 March 20 - Governance Committee Meeting

#### Agenda and Materials

I. Committee Roster

Jamie Burnett,

XI. Adjourn

Kass Ardinger, Chair, Christiana Thornton, Vice Chair

	Cathy Green, Patrick Griffin, David Westover		
	II. Call to Order  Determine the presence of a quorum sufficient for the conduct of business and take attendance of all meeting participants.		
1 minute	III. Approval of Meeting Minutes Proposed Motion: MOVED, the Governance Committee hereby approves the minutes of the meetings of October 24, 2024 as presented in the materials distributed with the agenda to this meeting.	Approve	
	A. 2024-10-24 - Governance Committee - Regular Meeting - Minutes - DRAFT for review and approval		3
10 minutes	IV. Plan BOT annual self-assessment surveys Chad Pimentel	Discuss and propose revisions	
	A. USNH Board Performance Questionnaire 2024.pdf		5
	B. USNH Trustee Self-eval Questionnaire 2024.pdf		10
	C. USNH Board Committee Questionnaire 2024.pdf		15
15 min	V. Review Annual Enterprise Risk Management Plan Items Assigned to Committee Chad Pimentel	Receive report	
	A. ERM- Mitigation plans tracking - External Pressures December 2024.docx		20
	B. ERM- Mitigation plans tracking - Governance December 2024.docx		22
5 Minutes	VI. Update on Trustee Development Program Chad Pimentel	Receive report	
5 Minutes	VII. Update on Status of Student and Alumni Trustee Election Processes Chad Pimentel	Discuss	
5 minutes	VIII. Diversity on the Board of Trustees Standing item on committee work plan for review and discussion, as needed.	Discuss	
5 minutes	IX. Review Committee Work Plan for GY2025 Review committee work plan - adjust, if needed	Review	
	A. GY25 Governance Committee Workplan March Update		25
	X. Call for Further Business Old business, new business, and Chair's closing comments.		





# BOARD OF TRUSTEES GOVERNANCE COMMITTEE DRAFT

Meeting Held at Keene State College Young Student Union, Room 309, Keene, NH (October 24, 2024)

#### **Meeting Minutes**

**In Attendance:** Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Cathy Green, Christiana Thornton, and David Westover. Other Trustees in attendance: Isabella Falcetti. Others participating: USNH General Counsel Chad Pimentel.

**Call to Order:** At 12:37 pm, Chair Ardinger called the meeting to order and noted the presence of a quorum sufficient to do business.

**Approval of Minutes:** By motion made by Trustee Green and seconded by Trustee Thornton, the Committee unanimously voted as follows to approve the minutes of its June 27, 2024 meeting:

**VOTED**, the Governance Committee hereby approves the minutes of the meeting of June 27, 2024, as presented in the materials distributed with the agenda to this meeting.

Review of Board Inventory of Experience and Skills: The Committee reviewed the results of the annual board self-inventory of trustees' experiences and skills. All trustees were given the opportunity to update their profiles, and the response among trustees was substantial. The Committee noted that with the departures of some trustees at the end of the current governance year, the Board will lack trustees with practical experience in the practice of law and knowledge of audit practice. The Committee also noted the possibility of a material reduction in the gender balance of the Board and the ongoing lack of racial diversity and passed those gaps along to the Nomination Committee for its consideration.

**Review of GY 25 Workplan:** The Committee reviewed and adjusted its workplan to create space for a discussions of governance structures for UNH's The Edge project and a review of the scope of the USNH Chancellor role.

**Update on Trustee Orientation Process:** General Counsel Chad Pimentel updated the Committee on the status of the new trustee orientation process. Six of the seven new trustees were able to attend the initial orientation session, and attendees generally reported that the session was valuable. The seventh trustee will meet individually with the General Counsel to review the material. New trustees will have the opportunity to tour KSC following the Board's business meeting on Friday. New trustees have already toured PSU; no workable date has yet been found for the UNH tour although efforts continue.

Diversity on the Board of Trustees (Standing Item): Because this topic was covered in the discussion of the skills inventory, the Committee did not further consider this item.

**Adjourn:** At 1:24 pm, Chair Ardinger called for further business and, hearing none, adjourned the meeting.









#### **USNH Board of Trustees Performance Evaluation 2024**

All responses are confidential, sensitive, private, and not for attribution.

#### **Default Question Block**

The following pages present a series of questions intended to assist you in evaluating the performance of the Board of Trustees of the University System of New Hampshire. Your insights are valuable to the Board's ongoing efforts to enhance its performance and effectiveness

insights are valuable to the Board's ongoing efforts to enhance its performance and
effectiveness.
Please complete this evaluation by Friday, April 26, 2024.

rustee name (required):		

#### Please rate overall Board performance for each statement below (required):

	Never	Rarely	Some of the time	Most of the time	Always
The Board utilizes its time effectively and focuses on the appropriate issues.	0	0	0	0	0
The Board discusses issues at an appropriately strategic, non-operational level.	0	0	0	0	0
The Board effectively guides campus and system leaders.	0	0	0	0	0
The Trustees come to the Board meetings adequately prepared and are actively engaged in discussions.	0	0	0	0	0
The Board knows and understands the system office's and campus' values, mission and strategies, and business plans and reflects this understanding on key issues throughout the year.	0	0	0	0	0
	Never	Rarely	Some of the time	Most of the time	Always
The Board spends the necessary time reviewing and approving the system office's and campus' strategic directions, annual operating plans, and annual budgets.	0	0	0	0	0
The Board and its committees are adequately assured that the system office and campuses have effective internal controls.	0	0	0	0	0
The Board adequately monitors system office's and campus' performance against comparative data.	0	0	0	0	0
The Board trusts campus and system leaders to be transparent and to bring all important matters to the Board	0	0	0	0	0
The Board meeting times are appropriately allocated between management presentations and discussions.	0	0	0	0	0

#### Please rate overall Board performance for each statement below (required):

	Never	Rarely	Some of the time	Most of the time	Always
Materials sent to the Board are useful and focused at the appropriate level of detail and enable you to understand the important issues and trends.	0	0	0	0	0
The Board receives sufficient and timely information to make informed and thoughtful decisions.	0	0	0	0	0
The Board meetings are conducted in a manner that facilitates open communication, meaningful participation, and timely resolution of issues.	0	0	0	0	0
The Board maintains the educational integrity of the system office and campuses.	0	0	0	0	0
	Never	Rarely	Some of the time	Most of the time	Always
The Board's organization and processes, including the committee structure and orientation process, allow it to govern effectively.	0	0	0	0	0
The process for committee appointments is clear and well managed.	0	0	0	0	0
The allocation of work among Board committees is reasonable.	0	0	0	0	0
The Board's relationship with major stakeholder groups (students, faculty, staff, alumni, public) is effective.	0	0	0	0	0
	Never	Rarely	Some of the time	Most of the time	Always
The Board and committees have the right mix of skills and experience.	0	0	0	0	0
The Board is appropriately focused on system office and campus leadership succession planning.	0	0	0	0	0
The staff and support for Board and committee meetings is adequate.	0	0	0	0	0

Reflecting on your overall experience as a Board member, please answer the following questions.

Do you believe that the new Board meeting schedule (three business meetings rather than four) was effective? Do you have suggestions for changes to the meeting schedule?

Do you have suggestions for changing or improving efforts to increase diversity on the Board?
Do you have suggestions for improving Board organization and process?
Do you have suggestions for improving the way the Board receives information?
If the Board were to undertake one initiative that would make a difference in strengthening the Board's effectiveness, what would it be?
What issues should the Board address as improvements to the governance systems?
Please comment on the Board's subcommittees and offer suggestions for improvement.

Please provide any additional comments or suggestions.



Thank you for completing this survey. Your responses have been submitted.

By advancing to the next page, you will be redirected to the list of survey links.

Powered by Qualtrics









#### **USNH Trustee Self-Evaluation 2024**

#### **Default Question Block**

The following pages present a series of questions intended to assist you in evaluating your performance as a member of the Board of Trustees of the University System of New Hampshire. Please use this as an opportunity to make a genuine self-evaluation of your performance as a Trustee.

Please complete this evaluation by Friday, April 26, 2024. All responses are confidential, sensitive, private, and not for attribution. Trustee name (required): Please select the option below that applies to your experience this year (required): O I am a new member of the USNH Board of Trustees. O I served as a mentor to a new Trustee. O I am not new to the Board and I did not serve as a mentor. Did you participate in the new Trustee mentorship program? (required) O Yes O No How often did you meet with your mentor? What aspect of the mentorship program was the most valuable to you?

What could be done to make the program more valuable for new Trustees?

s there anything else you would like to share about your mentorship experience?
How often did you meet with your mentee?
What aspect of the mentorship program was the most valuable to you?
What could be done to make the program more valuable for mentors?
s there anything else you would like to share about your experience as a mentor?

#### Please rate your performance as a Trustee for each statement below (required):

	Never	Rarely	Some of the time	Most of the time	Always
I understand the Board's roles and responsibilities.	0	0	0	0	0
I understand my individual responsibilities as a Trustee.	0	0	0	0	0
I commit the time and energy necessary to carry out my responsibilities as a Trustee in a conscientious and effective manner.	0	0	0	0	0
I regularly attend meetings of the Board and committees of which I am a member.	0	0	0	0	0
	Never	Rarely	Some of the time	Most of the time	Always
I focus my Board participation at an appropriately strategic, non- operational level.	0	0	0	0	0
I serve as an advocate for higher education and for the University System, helping to raise the profile of each institution and the System as a whole.	0	0	0	0	0
I strive to ensure that the missions of the institutions are kept current and are aligned with public purposes.	0	0	0	0	0
I maintain a thorough understanding of economic trends and social needs within the state of New Hampshire and their potential impact on higher education.	0	0	0	0	0

#### Please rate your performance as a Trustee for each statement below (required):

	Never	Rarely	Some of the time	Most of the time	Always
I serve in a manner that upholds and comports with the Charter and Bylaws of the University System of New Hampshire.	0	0	0	0	0
I am well prepared for meetings by reviewing the agenda and reading the materials.	0	0	0	0	0
I contribute to a constructive debate about issues coming before the Board.	0	0	0	0	0
I conduct the Board's business transparently and to the highest ethical standards.	0	0	0	0	0
	Never	Rarely	Some of the time	Most of the time	Always
I actively support fundraising and other development efforts.	Never	Rarely			Always
and other development		_	the time		Always
and other development efforts.  I serve as a liaison between the System and each institution and the business community, social and service organizations, and	0	0	the time	the time	Always O O

#### Please rate your performance as a committee member for each statement below:

	Never	Rarely	Some of the time	Most of the time	Always
I am well prepared for my committee meetings by reviewing the agendas and reading the materials.	0	0	0	0	0
I contribute to a constructive debate about issues coming before my Board committees.	0	0	0	0	0
I focus my committee participation at an appropriately strategic, non-operational level.	0	0	0	0	0

What do you find most satisfying in your role as Trustee?

What do you find least satisfying in your role as Trustee?	
Please provide any additional comments or suggestions.	

Thank you for completing this survey. Your responses have been submitted.

By advancing to the next page, you will be redirected to the list of survey links.

Powered by Qualtrics









#### **USNH Board Committee Evaluation 2024**

#### **Default Question Block**

The following pages present a series of questions intended to assist you in evaluating the performance of the committee(s) of the Board of Trustees of the University System of New Hampshire.

Please complete a separate evaluation for each committee of which you are a member or regular attendee by Friday, April 26, 2024.
All responses are confidential, sensitive, private, and not for attribution.
Trustee name (required):
Committee of which you are a member or regular attendee (required):
Please indicate whether you are an assigned committee member or a non-member attendee
(required):
O Member
○ Attendee
Please indicate whether you are a member or regular attendee (required):
O Member
O Attendee

#### Please rate the Committee's effectiveness in the following areas (required):

			•	` '	,	
	Not Effective	Minimally Effective	Somewhat Effective	Generally Effective	Highly Effective	Don't know
Overseeing financial reporting and disclosures.	0	0	0	0	0	0
Challenging management and applying skepticism.	0	0	0	0	0	0
Assessing the independent auditor's performance.	0	0	0	0	0	0
Assessing the internal auditor's performance.	0	0	0	0	0	0
Staying up-to-date on changes impacting the organization.	0	0	0	0	0	0
	Not Effective	Minimally Effective	Somewhat Effective	Generally Effective	Highly Effective	Don't know
Prioritizing the meeting agenda to focus on the most important issues.	0	0	0	0	0	0
Assessing whether USNH has adequate processes and controls to prevent and detect fraud.	0	0	0	0	0	0
Encouraging a tone at the top that conveys basic values of ethical integrity, legal compliance, and strong financial reporting and control.	0	0	0	0	0	0
Questioning management, internal auditors, and independent auditors about the quality of the control environment.	0	0	0	0	0	0
Fostering relationships with management, internal auditors, and independent auditors.	0	0	0	0	0	0
	Not Effective	Minimally Effective	Somewhat Effective	Generally Effective	Highly Effective	Don't know
Conducting open and candid discussions with the independent auditors	0	0	0	0	0	0

on tone and culture						
Overseeing assigned portions of enterprise risk management.	0	0	0	0	0	0
Monitoring conflict of interest policies and procedures.	0	0	0	0	0	0
Understanding how USNH publicizes, monitors, and enforces its written codes of conduct.	0	0	0	0	0	0
Determining whether USNH has an effective compliance and ethics program.	0	0	0	0	0	0
What would most improv	e the Com	mittee's ove	erall effectiv	eness? (plea	ase select all	that apply)
☐ Better understanding	of the busi	ness (strateg	y and risks)			
☐ Greater diversity of th						
Additional expertise -	technology	1				
☐ Deeper engagement	by committ	ee members				
Additional training to	committee	members				
Additional reporting to	the comm	ittee				
Other (please specify	)					

#### Please rate the Committee's overall performance for each statement below (required):

	Never	Rarely	Some of the time	Most of the time	Always
The Committee clearly understands its role and responsibility in relationship to the overall Board.	0	0	0	0	0
The Committee utilizes its time effectively and focuses on the appropriate issues.	0	0	0	0	0
The Trustees come to the Committee meetings adequately prepared and are actively engaged in discussions.	0	0	0	0	0
The Committee meeting times are appropriately allocated between management presentations and discussions.	0	0	0	0	0
Materials sent to the Committee are useful and focused at the appropriate level of detail and enable you to understand the important issues and trends.	0	0	0	0	0
	Never	Rarely	Some of the time	Most of the time	Always
The Committee receives sufficient and timely information to make informed and thoughtful decisions.	0	0	0	0	0
The Committee meetings are conducted in a manner that facilitates open communication, meaningful participation, and timely resolution of issues.	0	0	0	0	0
The Committee has the right mix of skills and experience.	0	0	0	0	0
The Committee discusses issues at an appropriately strategic, non-operational level.	0	0	0	0	0

Please provide any additional comments or suggestions (including specific feedback on how the meetings are run and whether the committee is working on the 'right' issues).
Thank you for completing this survey. Your responses have been submitted.
By advancing to the next page, you will be redirected to the list of survey links.
Powered by Qualtrics



**Presidents' Council** 



#### ENTERPRISE RISK MANAGMENT

## Risk Monitoring Report to the Board of Trustees'

December 2024 Update

#### **Process for Management of Enterprise Risks:**

[Insert description of process(es) including (but not necessarily limited to): who is involved and how mitigation plans were developed; the nature and extent of ERM Champion and other staff involvement and Presidents' Council's oversight.]

Summary of the Mitigation Plans for Enterprise Risks (Mitigation plan and progress comments columns are updated periodically. Other columns flow from the Annual ERM Report.):

Risk Area	Accountable Office	Risk Description	ERM Champion	Likelihood	Impact	Management/ Mitigation Plan	Presidents' Council Assessment Comments
External Pressures	Presidents	<ul> <li>Outside influences and concerted political efforts may cause considerable disruption to campus operations and safety of students, faculty and staff.</li> <li>Skepticism about the value of degrees, especially liberal arts.</li> </ul>	Chad Pimentel	MediumHigh	Medium	Institutional leadership review of policies and practices for responding to events on campus (particularly at UNH) led to better preparedness.	

5 Chenell Drive, Suite 301, Concord, NH 03301 | usnh.edu

Impact of large policy issues	Given significant
(such as "free college", HEA	unknowns in this area,
authorization, Pell grant	mitigation is difficult.
<del>levels, FAFSA roll</del>	Close monitoring of
outpossible reduction in	new proposals made by
operations of USDOE,	incoming
NOAA, etc.) on operations	administration needed
and funding.	to identify areas of
6	response.
-Shift by political leaders to	Continue state
legislate formerly	government
autonomous matters for the	information efforts,
System e.g., Title IX/campus	which last year
sexual assault, regulation of	successfully mitigated
firearms due process, athletics	most challenging
and free speech issues.	proposed bills.
and free speech issues.	proposed citis.
Adverse spontaneous	Largely overlaps with
legislative reactions to	policy and practice
individuals, individual	review described above.
programs, or campus actions	
to issues such as offerings,	
student protests, program	
cuts or layoffs, faculty or	
staff asserting public	
opinions.	
<ul> <li>Challenging state budget</li> </ul>	Overlaps with Financial
environment.	Risk item to be
	discussed later in the
Recommendations from	ERM cycle as well as
<del>public higher education task</del>	ongoing strategic
forces could necessitate	planning work at
reprioritization efforts,	System and institutions.
potentially impacting	5 1 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5
ongoing initiatives.	



**Presidents' Council** 



#### ENTERPRISE RISK MANAGMENT

## Risk Monitoring Report to the Board of Trustees'

December 2024 Update

#### **Process for Management of Enterprise Risks:**

[Insert description of process(es) including (but not necessarily limited to): who is involved and how mitigation plans were developed; the nature and extent of ERM Champion and other staff involvement and Presidents' Council's oversight.]

Summary of the Mitigation Plans for Enterprise Risks (Mitigation plan and progress comments columns are updated periodically. Other columns flow from the Annual ERM Report.):

Risk Area	Accountabl e Office	Risk Description	ERM Champion	Likelihood	Impact	Management/ Mitigation Plan	Presidents' Council Assessment Comments
Governance	Presidents' Council, Board, and executive councils	Disruption and slowed progress due to changes in leadership.	Chad Pimentel	HighMediu m	Medium	Successful searches completed for UNH President and SVPFA. Provost search underway. Leadership teams at PSU and KSC now in place.	

· · · · · · · · · · · · · · · · · · ·		ı		
Potential gaps and disconnects in executive authority and responsibility. Changes in key leadership positions and roles could cause disruption and slow progress toward change.      Executive Councils are not yet consistently high functioning.			Review of GREC charter completed and review of ITEC charter underway.  Academic Executive Council representatives from Keene and UNH will have changed in the past year necessitating support from leadership in continuing the Council's work.	
System-level     executive authority     and responsibility     will be shared among     the Chancellor and     Presidents' Council,     creating potential for     gaps, disconnects,     and lack of initiative     and ownership.			Systemwide strategic goal-setting process in its early stages; goals of leadership have been aligned to foster better coordination.	
• Lack of system-wide thinking may hamper the ability to make necessary changes that effectively support the mission, particularly as the			See above.	

individual institutions		
simultaneously plan		
for strategic changes		
locally.		



**BOARD OF TRUSTEES** 



Draft Work Plan GY2025



- Review updated BOT Inventory of Interests, Skills, and Experience
- Prepare recommended gap analysis for Nomination Committee
- Receive report on status of new trustee development program
- Work Plan GY2025 Assess progress, adjust as needed
- Diversity on Board of Trustees

#### March 2025

- Update on status of Student and Alumni Trustee election processes for GY2025
- Accept and review Enterprise Risk Management plan items assigned to committee
- Plan BOT annual self-assessment surveys
- Receive report on status of new trustee development program
- Update on Board and System Conflict of Interest Processes
- Diversity on Board of Trustees
- Work Plan GY2025 Assess progress, adjust as needed

#### **June 2025**

- Review results of BOT annual self-assessment surveys
- Governance Structure for UNH The Edge\*\*
- Discussion of Structure of Chancellor Role (standing annual item)
- Review Orientation Programs
- Diversity on the Board of Trustees
- Work Plan GY2024 Assess progress, identify completed and continuing projects
- Review committee charter for continuing currency
- Assess committee performance across GY2024; identify areas for further development



<sup>\*\*</sup>Denotes tentative item