



BOARD OF TRUSTEES MARCH 21, 2025 REGULAR MEETING

Meeting Held at University of New Hampshire
Memorial Union Building, Strafford Room, Durham, NH

Meeting Minutes

(DRAFT for review and approval)

In Attendance: Trustees present at meeting location: Chair Mike Pilot, Vice Chair Kass Ardinger, Secretary Kevin Knarr, Maureen Beauregard, Donald Birx, Jamie Burnett, Elizabeth Chilton, MJ Condon, Jeremy Dupuis, Jackie Eastwood, Cathy Green, George Hansel, Shawn Jasper, Rick Ladd, Brian McCabe, Mackenzie Murphy, Catherine Provencher, Wayne Semprini, Gregg Tewksbury, Melinda Treadwell, and David Westover. Trustees participating by videoconference: James Gray, Patrick Griffin. Trustees not in attendance: Frank Edelblut, Isabella Falcetti, Joel Nkounkou, Peter Paul.

Call to Order: At 8:30 am, Chair Pilot called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Chair's Remarks: The Chair praised the robust discussions that took place during the previous day's committee meetings and encouraged trustees to continue those efforts in today's new, more open afternoon discussion period. The Chair also welcomed Durham Town Administrator Todd Selig to the meeting.

Host Campus Presentation: UNH President Chilton updated the Board on the status of the ongoing Provost search, which is expected to conclude in the coming weeks, and thanked Interim Provost Cyndee Gruden for her strong leadership. President Chilton then introduced UNH AVP for Facilities and Operations Bill Janelle, who presented on UNH's energy generation and sustainability program. After reviewing the history of the program, he explained how UNH's longstanding district heating infrastructure produces electricity as well. Beginning in the mid-2000s, UNH invested in an additional turbine that allowed UNH to self-produce 85% of the electricity consumed on campus. Currently, UNH uses a mix of natural gas, diesel, and purified liquified gas from a nearby landfill (this last item accounting for nearly 2/3 of the energy provided to campus) to power its cogeneration facility to produce steam which is re-used multiple times to create energy and heat and cool campus facilities. UNH has also continued to seek out new technologies to support sustainability, including things like a new woodchip-powered heating facility. The cogeneration facility currently generates 100% of UNH's electricity and, via net metering, helps reduce Keene State's costs as well. The program saves, on average, roughly six million dollars per year in fuel costs.

Recess: At 9:20 am, the Chair recessed the Board until 9:45 am.

Return to Order: At 9:45 am, the Chair called the meeting back to order and noted the continued presence of a quorum.

Public Comment: Steph George, a representative of the UNH Graduate Students' Union, spoke regarding the status of its negotiations with UNH and delivered a petition with the union's proposed contract terms.

Consent Agenda: By motion made by Trustee Green and seconded by Trustee Hansel, the Board unanimously voted by roll call to approve the consent agenda items as follows:

VOTED, that the Board of Trustees approves the minutes of the meeting held on October 24-25, 2024 as presented.

Chancellor's Update: Chancellor Provencher updated the Board on news reports of a complaint involving UNH; UNH has not yet formally received the complaint but is looking into the matter and will have more information next week. The System is also continuing to work with the Community College System. This includes co-locating the System office on the campus of NHTI beginning later this year and, as noted by Trustee Murphy, launching a new campaign designed to inform New Hampshire high schools about the combined public higher ed options in the state and expand direct admissions programs.

PSU President's Report: President Birx presented on the recently announced plan for academic program changes. President Birx explained that, as discussed at past board meetings, projections show the System operating at a financial deficit over the coming years without more changes being made. PSU plans to address that challenge by refocusing on clusters and helping students navigate the transition period between college and the workforce. This could include integrating the existing liberal arts majors into a new cluster to educate students across disciplines and support applied clusters and eliminating some liberal arts majors. Humanities and the liberal arts would still be taught but the surrounding administrative structure would be reframed. A working group at the campus, including faculty representatives, is discussing details now. The goal is for the System as a whole to provide the broadest possible set of options for New Hampshire students, with PSU differentiating itself as part of that system. Trustees articulated their support for President Birx and the proposal. Trustees and the presidents then extensively discussed how the board could support all of the institutional presidents as the System faces the challenges ahead.

KSC President's Report: President Treadwell reflected on the efforts made to reset Keene State during her tenure as president and the challenge between responding with sufficient urgency to preserve financial viability and preserving an organization's identity and mission as it does so. For Keene that means a continued commitment to the liberal arts, which is the differentiating feature of American higher education and contributes equally strongly to the careers of Keene students in majors more immediately focused on workforce development.

Educational Excellence Committee Report and Related Board Action: Committee Chair Eastwood presented the report of the committee's March 20, 2025 meeting. The Chair noted that the trustees had all attended the Committee meeting making a detailed report unnecessary. However, she specifically praised the outstanding work of the USSB and the presentation on artificial intelligence.

Following the report, the Board took the following action on recommendation of the committee.

Appointment of Faculty with Tenure at UNH: By motion made by Trustee Murphy and seconded by Tewksbury, the Board unanimously voted by roll call as follows to approve appointments of tenure at UNH as described in the supporting materials for the Educational Excellence Committee agenda:

VOTED, on recommendation of President Chilton and the Educational Excellence Committee, that the Board of Trustees approve the appointment of one individual with the rank of professor with tenure at the University of New Hampshire, as presented in the supporting material for the Educational Excellence Committee.

Audit Committee Report and Related Board Action: Committee Vice Chair Eastwood presented the report of the Committee's March 20, 2025 meeting. The Committee reviewed the results of the FY 24 Uniform Guidance Single Audit, which revealed no material issues requiring Board intervention. The Board also received reports on environmental health and safety and Title IX, which showed stability from previous years. Following the report, the Board took the following actions on recommendation of the committee.

First, by motion made by Trustee Knar and seconded by Trustee Eastwood, the Board unanimously voted by roll call as follows:

VOTED, on recommendation of the Chancellor, that the University System of New Hampshire Auditors' Reports from CLA for the year ended June 30, 2024, as required by Title 2 of the U.S. Code of Federal Regulations Part 200, Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards and Government Auditing Standards and Related Information, be accepted.

Second, by motion made by Trustee Green and seconded by trustee Jasper, the Board unanimously voted by roll call as follows:

VOTED, on recommendation of the Chancellor, that CliftonLarsonAllen LLP be confirmed as the external auditor for the University System of New Hampshire to provide audit services related to activities of fiscal year ending June 30, 2025.

Investment and Capital Planning Committee Report: Committee Chair Knarr presented the report of the committee's March 20, 2025 meeting. The Committee received a report from Prime Buchholz; results remain favorable, with the endowment at a high-water mark. However, recent market pullbacks have likely had negative effects since the report was generated. The Committee also conducted its annual review of the System's investment guidelines with an eye to balancing investment returns against the need for liquidity. Given the System's rate of cash burn, the guidelines will likely need to be amended to permit greater use of excess cash for ordinary operations. The Committee also reviewed the asset allocation of the endowment. The Committee determined that the System should pause investment in private capital markets to ensure that liquidity of the portfolio remains appropriate. The Committee also plans to review the use of gift funds, received first looks on a proposed renovation of the Whittemore Center, the Morse Hall project, and a fire safety project at the Paul Center for the Performing Arts and approved one capital project related to heating systems at UNH.

Governance Committee Report: Committee Chair Ardinger presented the report of the committee's March 20, 2025 meeting. The Committee approved the forms for the Board's annual self-evaluation; the Chair reminded trustees of the importance of those surveys to the operation of the Board. The Committee also received reports on the enterprise risks assigned to it by the Audit Committee. For future work, the Committee plans to review the election processes for student trustees and the Bylaw setting out expectations for trustee attendance at meetings.

Nomination Committee Report: Committee Chair Green presented the report of the committee's March 20, 2025 meeting. She noted that the slate of proposed Board officers was discussed and would be forwarded to the Board in advance of the June meeting. Chair Green also thanked trustees for their suggestions for potential future Board nominees.

Financial Affairs Committee Report: Committee Chair Tewksbury presented the report of the Committee's March 20 meeting. The Committee received a report from the CFOs on current year financial projections. Current projections show a roughly \$1.2 million shortfall compared to the approved budget, which the campuses are working to remediate. The Committee also approved the lease providing for the co-location of the System office on the campus of NHTI. The Chair closed by noting that the need for leadership is heightened during challenging times and appreciated the work of the institutional leaders in that regard.

Presentation on How Trustees Can Show "Care" in Decision-Making: USNH General Counsel Chad Pimentel presented on the scope of care required in trustee decision-making, with examples taken from principles of fiduciary responsibility. Trustees were encouraged to ask questions, remain open to competing viewpoints, and rely on the input of experts where needed.

Recess: At 11:58 am, the Board recessed for lunch

Return to Order: At 12:17 pm, the Board returned to order and Chair Pilot noted the continued presence of a quorum.

Presidents' Council Strategic Work Update: Chancellor Provencher and the institutional presidents updated the Board on the status of the ongoing work to position the System for the projected challenging financial times ahead. The Presidents' Council is working with campus leadership and outside expertise to further the six goals set by the Board at the beginning of the year. System representatives also attended the conference of the National Association of Systems of Higher Education for insight into industry best practices. Presidents' Council discussions have included the structure of the system, the role of the Chancellor, and the possibility of single accreditation. In their discussions, the Presidents' Council's focus has been on how best to support the student experience, particularly in how students could more easily move credits between institutions. Discussions have specifically included how the System can help students by allowing for multiple instructional modalities. The Board then discussed how the need to make these changes was challenged by the System's need to preserve cash given local, state, and federal budget concerns. The Board also discussed what the public-facing role of the Board should be in communicating about difficult decisions in financially challenging times. Chancellor Provencher then presented on a set of more tactical topics, including the ongoing review of shared services and the possible extension of shared services beyond pure back-office functions. The Board and presidents then discussed the possibility for reuse of facilities and other capital assets. The Presidents Council acknowledged the Board's request for bold and transformative ideas for how to address the System's projected financial challenges in the coming year and the expectation that, by the June board meeting, the presidents'

council will have options with financial implications on the five-year path forward. Trustees also expressed the need for engagement with legislature and the need to communicate funding challenges more broadly.

Chair's Closing Remarks: Chair Pilot re-emphasized the need for strong action, promised Board support for those plans, and praised trustees for their engagement during the meeting.

Adjourn: At 1:42 pm Chair Pilot called for further business and, hearing none, adjourned the meeting.