



# Governance Committee Meeting

June 26, 2025

10:45 am- 12:15 p.m.

Plymouth State University

Merrill Place Conference Center, Multipurpose Room A

<https://unh.zoom.us/j/92724130531>

# University System of New Hampshire

## 2025 June 26 Governance Committee Meeting

### Agenda and Materials

#### I. Committee Roster

Kass Ardinger, Chair,  
Christiana Thornton, Vice Chair,  
Jamie Burnett,  
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 March 7, 2024, as presented in the materials distributed with the agenda to this meeting.

Approve

A. 2024-03-07 Governance Committee Minutes DRAFT for Approval.pdf

3

15 minutes

#### IV. Review Results of Annual Trustee Self-Evaluation Survey Chad Pimentel

Discussion

A. Board Self-assessment Results 2025.pdf

5

15 minutes

#### V. Review of Trustee Attendance and Related Board Policy Chad Pimentel

Receive report

A. Board Policy on Trustee Expectations (Including Attendance)

29

B. Board Attendance Summary June 2025.pdf

31

10 minutes

#### VI. Review Committee Charter and Work Plan and Assess Committee Performance Chad Pimentel

Discussion

A. Governance Committee Charter.pdf

32

B. Proposed GY 26 Governance Committee Workplan.pdf

34

10 minutes

#### VII. Review Trustee Orientation Materials Chad Pimentel

Discussion

A. Draft Trustee Orientation Presentation for Fall 2025.pptx

35

10 Minutes

#### VIII. Structure of USNH Chancellor Position

In October 2023, as part of the hiring process for a new UNH President, the Board directed that the new President should (1) not also serve as Chancellor and (2) report to the Board directly alongside the Chancellor and the other institutional Presidents. At that time, the Governance Committee to create and standing annual agenda item on this issue each June agenda in case Trustees wished to have further discussion.

Discussion/Information  
Only

5 minutes

#### IX. Diversity on the Board of Trustees Chad Pimentel

Standing item on committee work plan for review and discussion, as needed.

Discuss

#### X. Call for Further Business

Old business, new business, and Chair's closing comments.

#### XI. Adjourn

## BOARD OF TRUSTEES GOVERNANCE COMMITTEE

**DRAFT**

Meeting Held at University of New Hampshire  
Room 330 Memorial Union Building, Durham, NH  
(March 20, 2025)

### Meeting Minutes

**In Attendance:** Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Cathy Green, Patrick Griffin, and David Westover. Others participating: USSB Member Tim Hoheneder, and USNH General Counsel Chad Pimentel.

**Call to Order:** At 10:53 am, Committee 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 Westover and seconded by Trustee Green, the Committee unanimously voted as follows to approve the minutes of its October 24, 2024 meeting:

**VOTED,** the Governance Committee hereby approves the minutes of its October 24, 2024 meeting as presented in the materials distributed with the agenda to this meeting.

**Planning of Annual Trustee Self-Evaluation and Survey:** The Committee reviewed the survey forms used last year and approved their use again this year.

**Review of Enterprise Risk Management Items Assigned to Committee:** General Counsel Chad Pimentel presented reports on the External Pressure and Governance risks identified in the System's annual Enterprise Risk Management plan. Mitigation strategies identified by the Presidents' Council were effective in addressing risks related to external protests and disruptions on campus. However, in 2025 external risks related to federal regulatory changes and possible reductions in federal and state funding have increased significantly. Direct mitigation of these risks is difficult, but the Committee noted that these risks must be taken into account in strategic planning.

**Update on USSB and Trustee Election Processes:** These processes are ongoing across the institutions. However, trustees noted (with input from USSB Member Hoheneder) that the student trustee processes are sometimes significantly different across institutions and can be challenging to navigate. The Committee plans to review the student trustee election processes during its October meeting.

**Diversity on the Board of Trustees (Standing Item):** Consideration of this item was deferred.

**Review of Committee Workplan/New Business:** The Committee determined that at its June meeting it should review the Board Bylaw on trustee attendance at Board meetings and directed the General Counsel to provide data regarding trustee attendance.

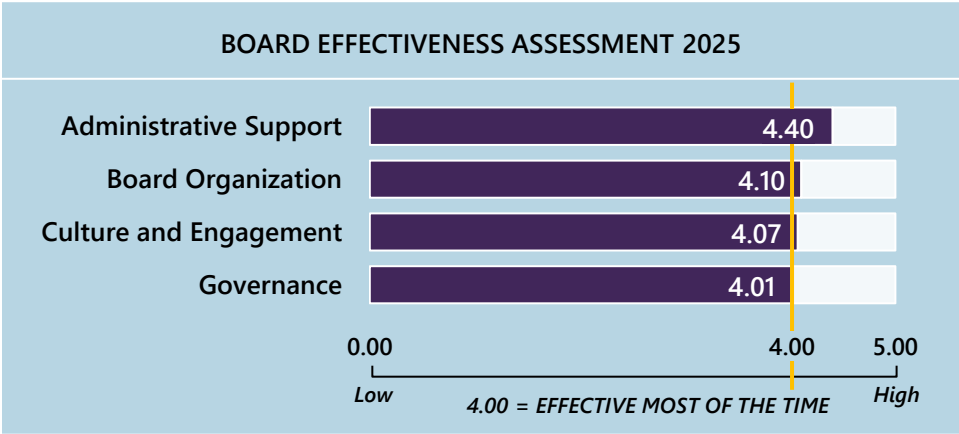
**Adjourn:** At 11:55 am, Chair Ardinger called for further business and, hearing none, adjourned the meeting.

BOARD OF TRUSTEES

Results of Board, Committee, and Trustee Evaluations  
2024-25

SNAPSHOT

Average Score by Functional Area



Board Performance

Indicator Ratings by  
FY 2021–2025



4.00 – Most of the Time

Board Governance

The Board is appropriately focused on system office and campus leadership succession planning.



Culture & Engagement

Trustees come to Board meetings adequately prepared and are actively engaged in discussions.



Culture & Engagement

The Board's relationship with major stakeholder groups (students, faculty, staff, alumni, public) is effective.



Board Organization

The process for committee appointments is clear and well managed.



Trustee Performance

I am aware of opportunities to participate in campus events in between Board meetings.



Question added 2024

Outside of Board and committee, I regularly attend events and programs at one or more of our USNH institutions.



I serve as a liaison between the system and each institution and the business community, social and service organizations, and alumni associations.



I actively support fundraising and other development efforts.



Committee Performance

Nominations

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.



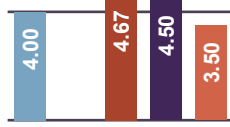
Nominations

The Committee receives sufficient and timely information to make informed and thoughtful decisions.



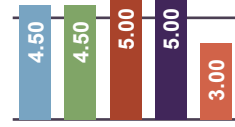
Nominations

The Committee has the right mix of skills and experience.



Executive Performance

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.



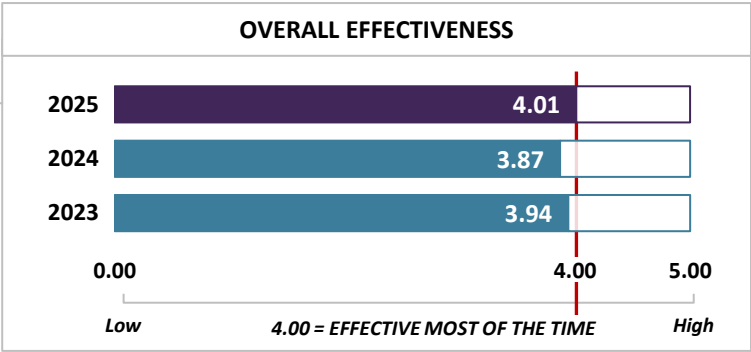
Current year flags:

- One or more individual response is 2–Rarely or 1–Never
- 50% or more of individual responses are at or below level 3–Some of the Time
- Average is 0.5 or more below the average in at least one preceding year

Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | **Most of the Time = 4.00** | Always = 5.00

GOVERNANCE

Score: 4.01

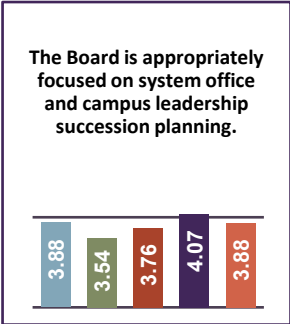
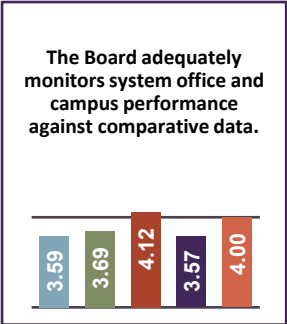
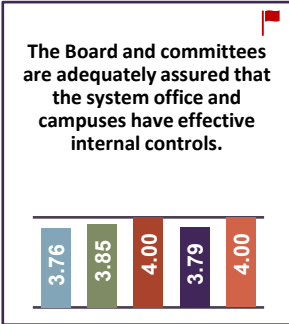
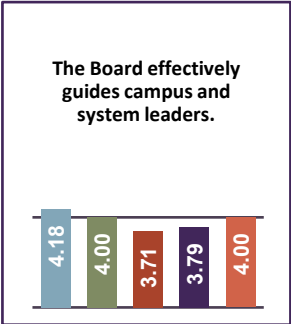
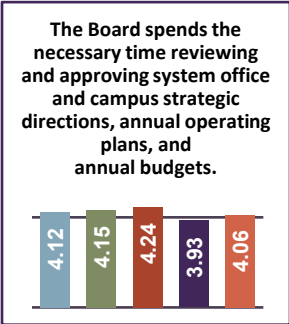


Indicator Ratings by  
FY 2021–2025

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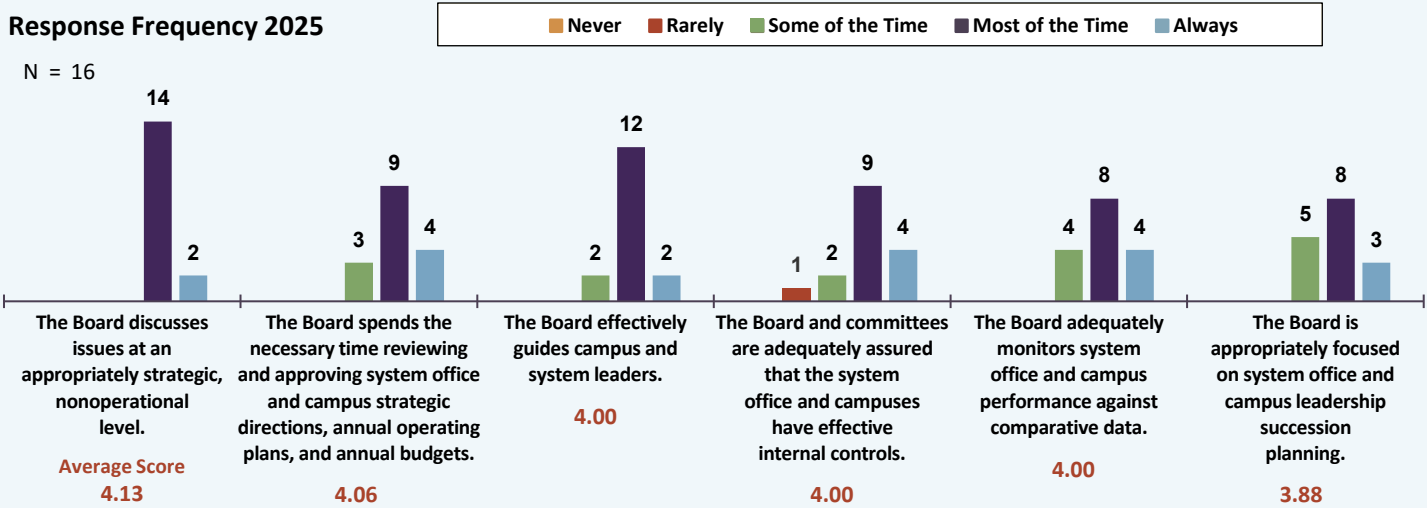
4.00 – Most of the Time



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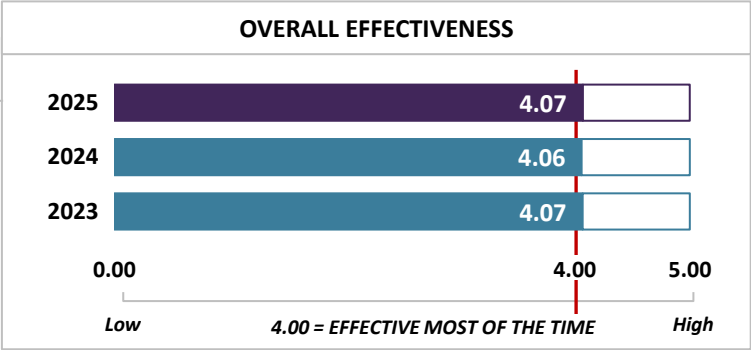
Response Frequency 2025

N = 16



CULTURE & ENGAGEMENT

Score: 4.07

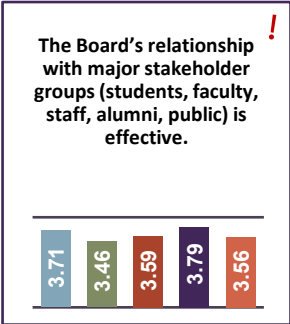
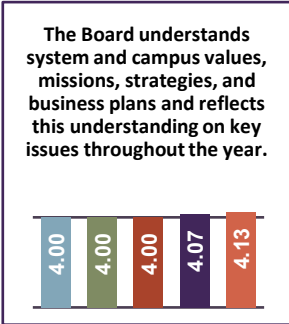
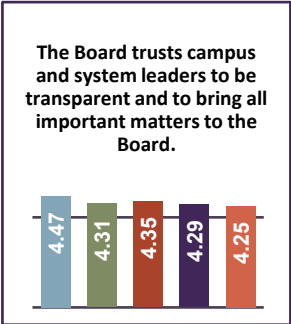
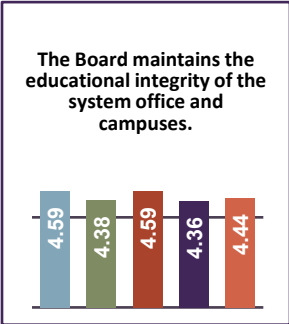
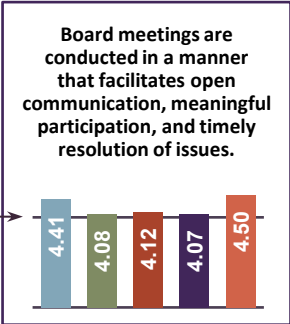


Indicator Ratings by  
FY 2021–2025

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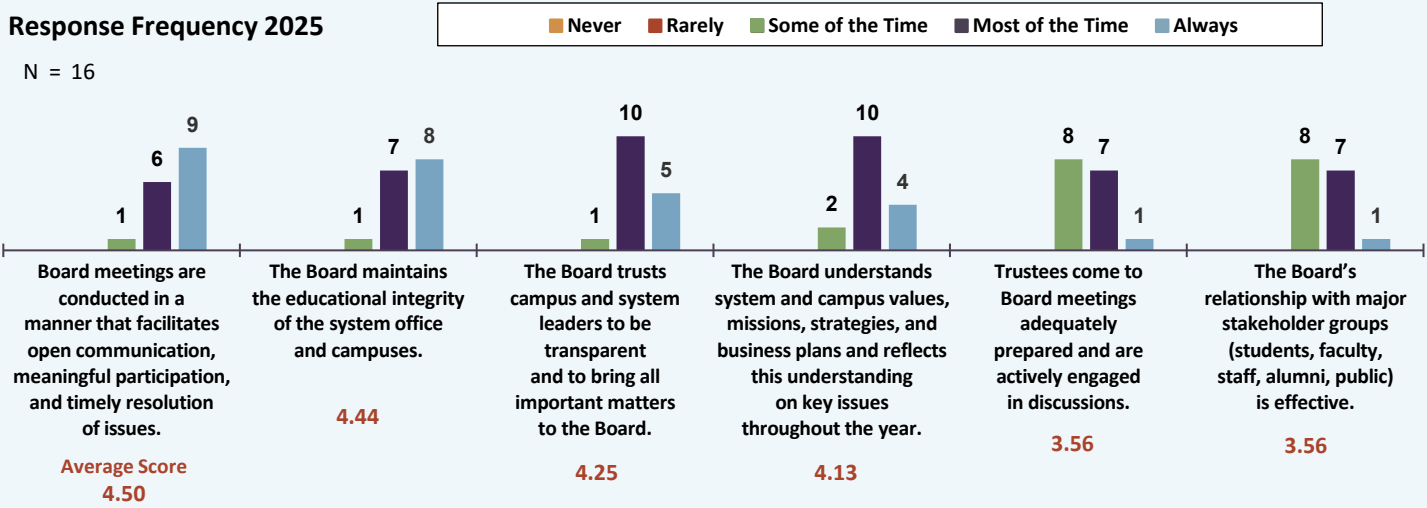
4.00 – Most of the Time



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Response Frequency 2025

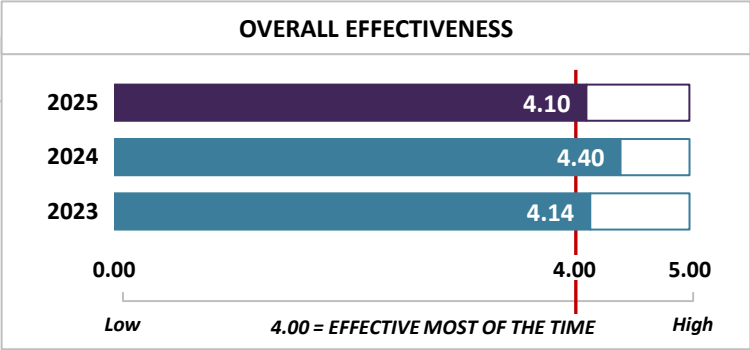
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BOARD  
ORGANIZATION

Score: 4.10

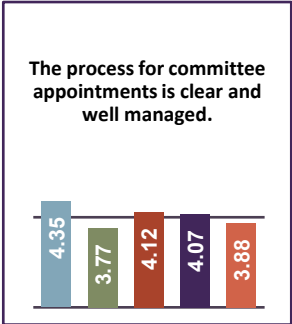
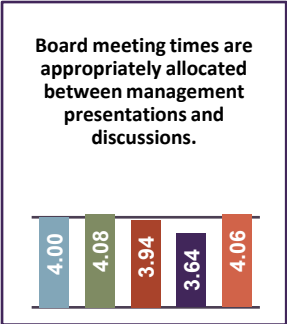
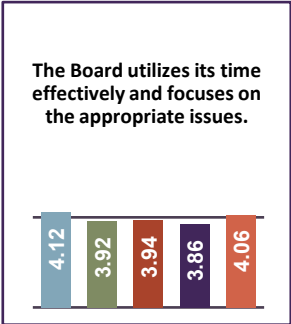
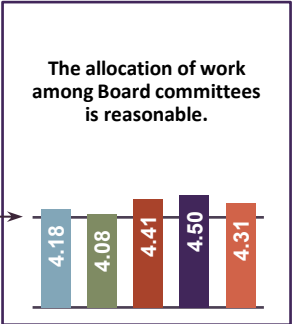


Indicator Ratings by  
FY 2021–2025

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4.00 – Most of the Time

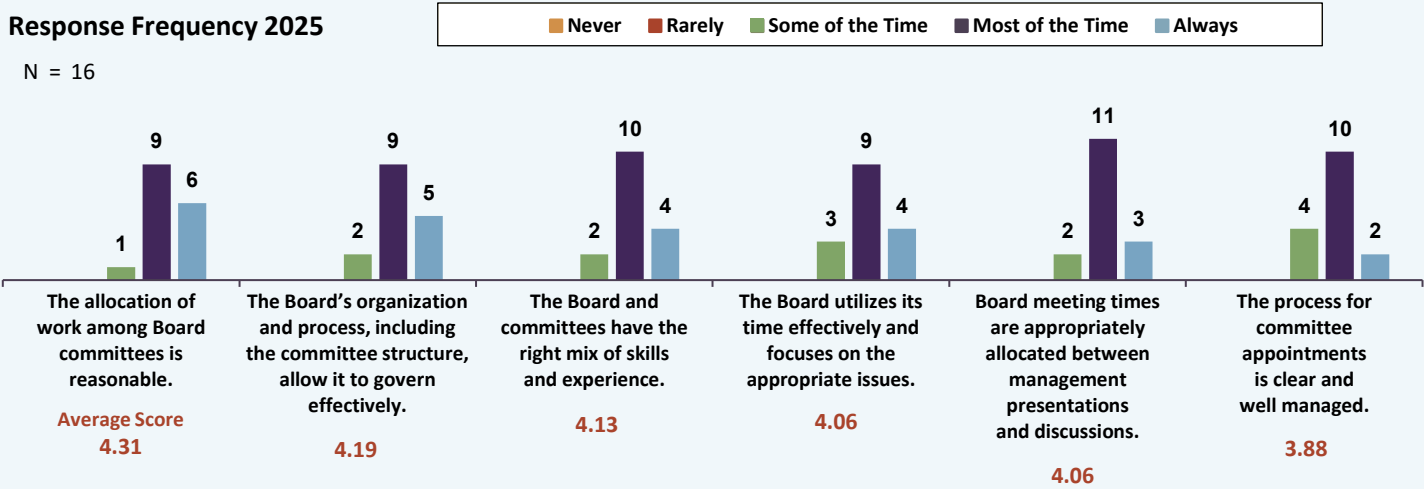


Current year flags: NONE 2025

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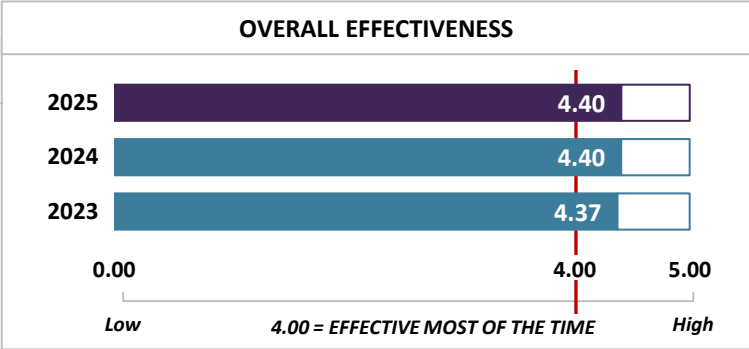
Response Frequency 2025

N = 16



ADMINISTRATIVE  
SUPPORT

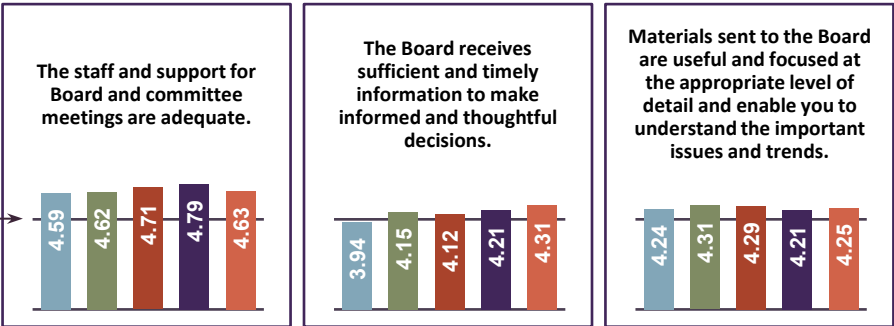
Score: 4.40



Indicator Ratings by  
FY 2021–2025



4.00 – Most of the Time

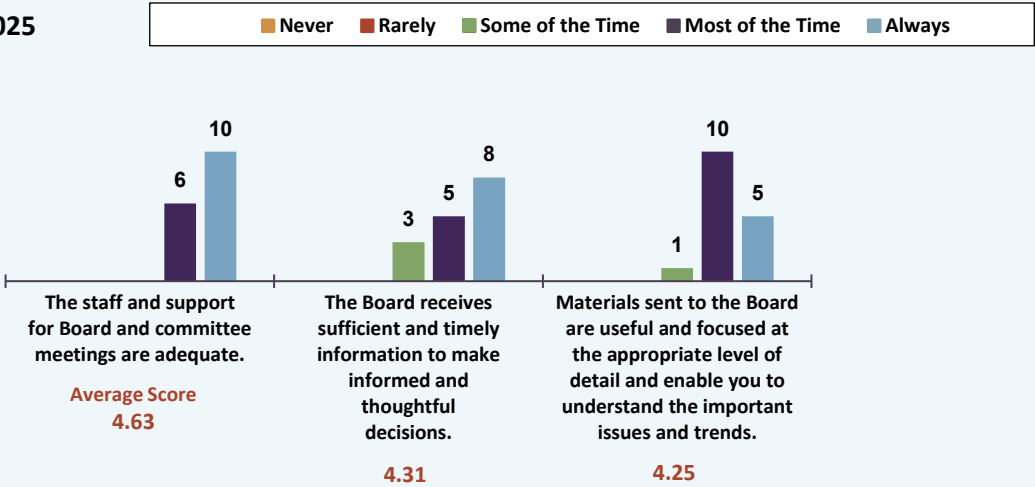


Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | **Most of the Time = 4.00** | Always = 5.00

- Current year flags: NONE 2025
- One or more individual response is 2–Rarely or 1–Never
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Response Frequency 2025

N = 16

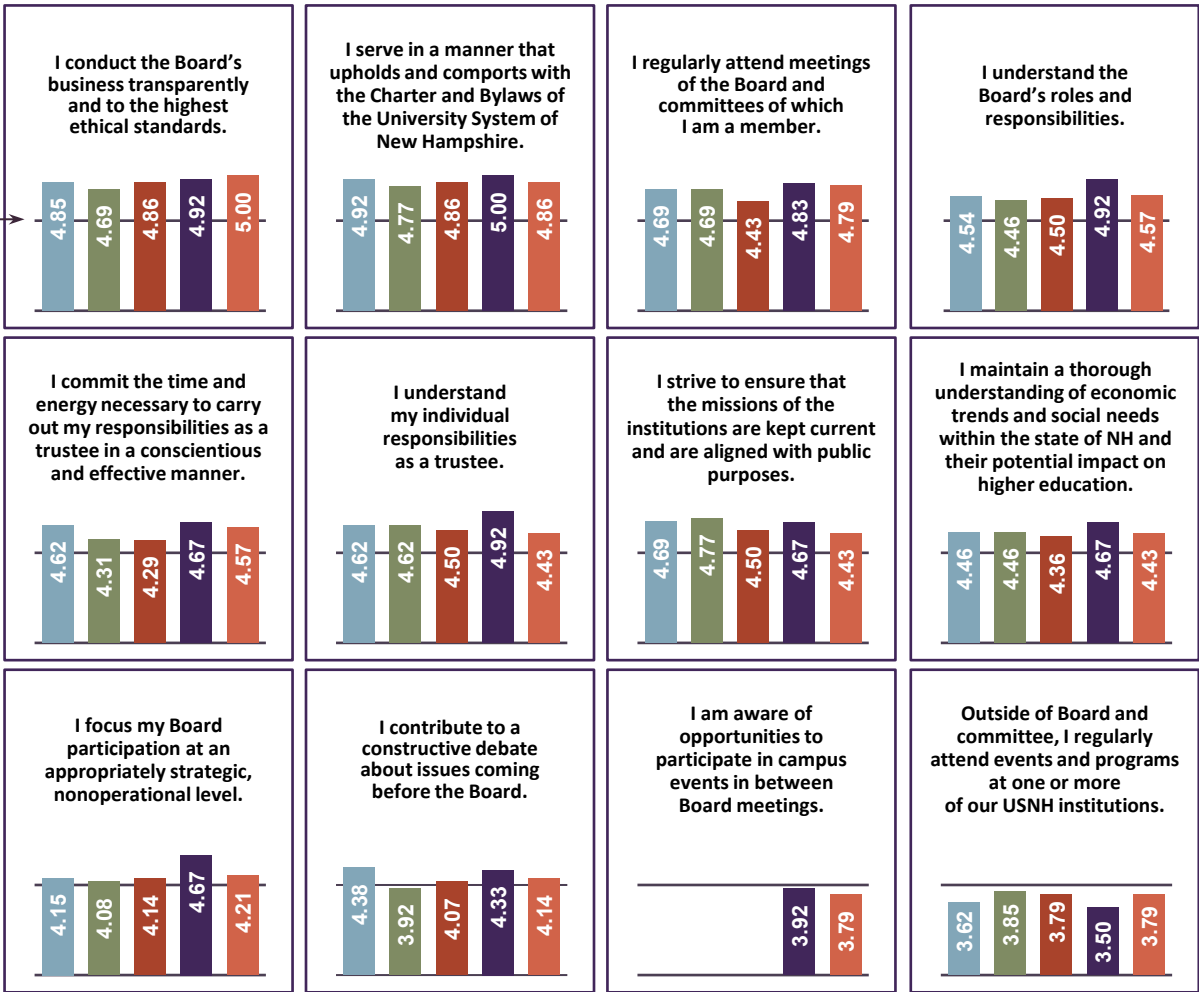


Indicator Ratings by  
FY 2021–2025



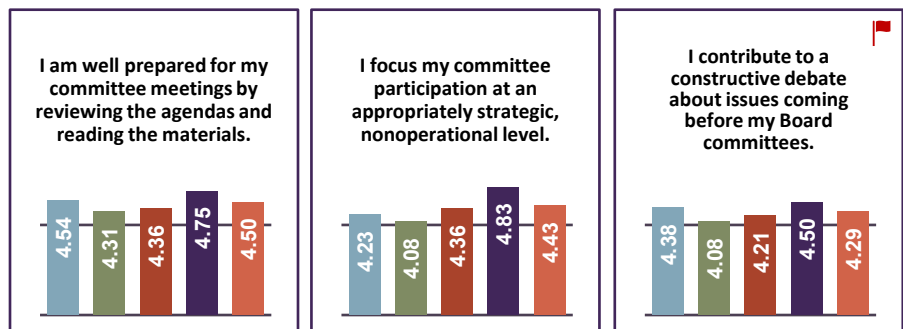
4.00 – Most of the Time

Board Participation



Question added 2024

Committee Participation



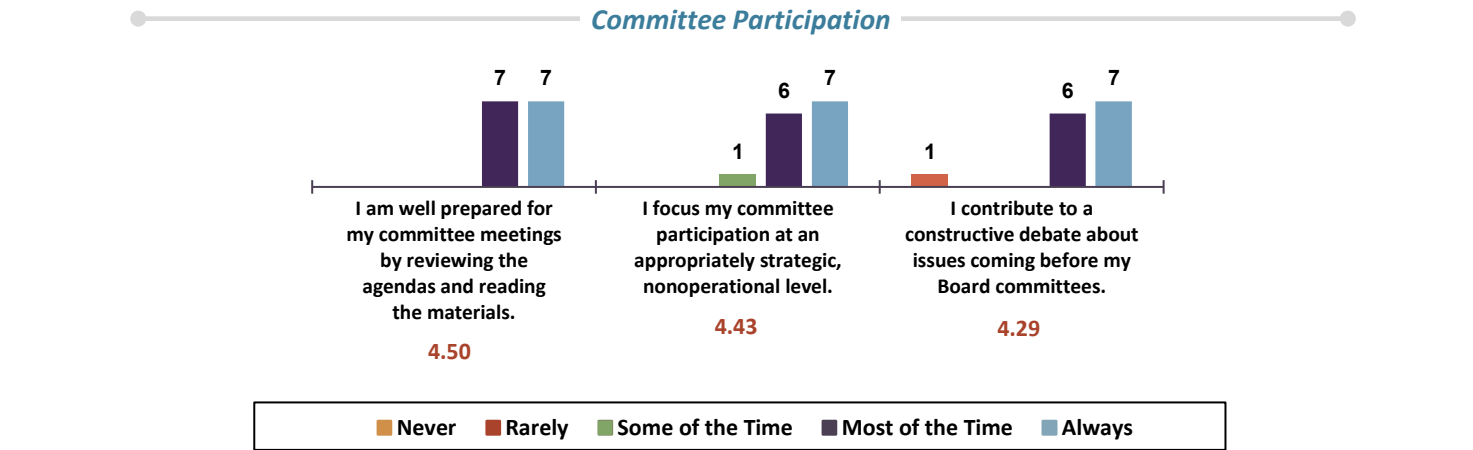
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Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | Most of the Time = 4.00 | Always = 5.00

USNH Board of Trustees Evaluation 2025 | TRUSTEE SELF-EVALUATION

Response Frequency 2025

N = 14



Trustee Mentorship Program

MENTEE RESPONSES

*New trustee?*

- Yes x 4

*Did you participate in the Trustee mentorship program?*

- Yes x 1

*How often did you meet with your mentor?*

- Two times

*What aspect of the mentorship program was the most valuable to you?*

- Most helpful is just getting a preview for the meetings and operations.

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

- One session just on the budget.

*Is there anything else you would like to share about your mentorship experience?*

[no response]

MENTOR RESPONSES – [no response]

*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?*

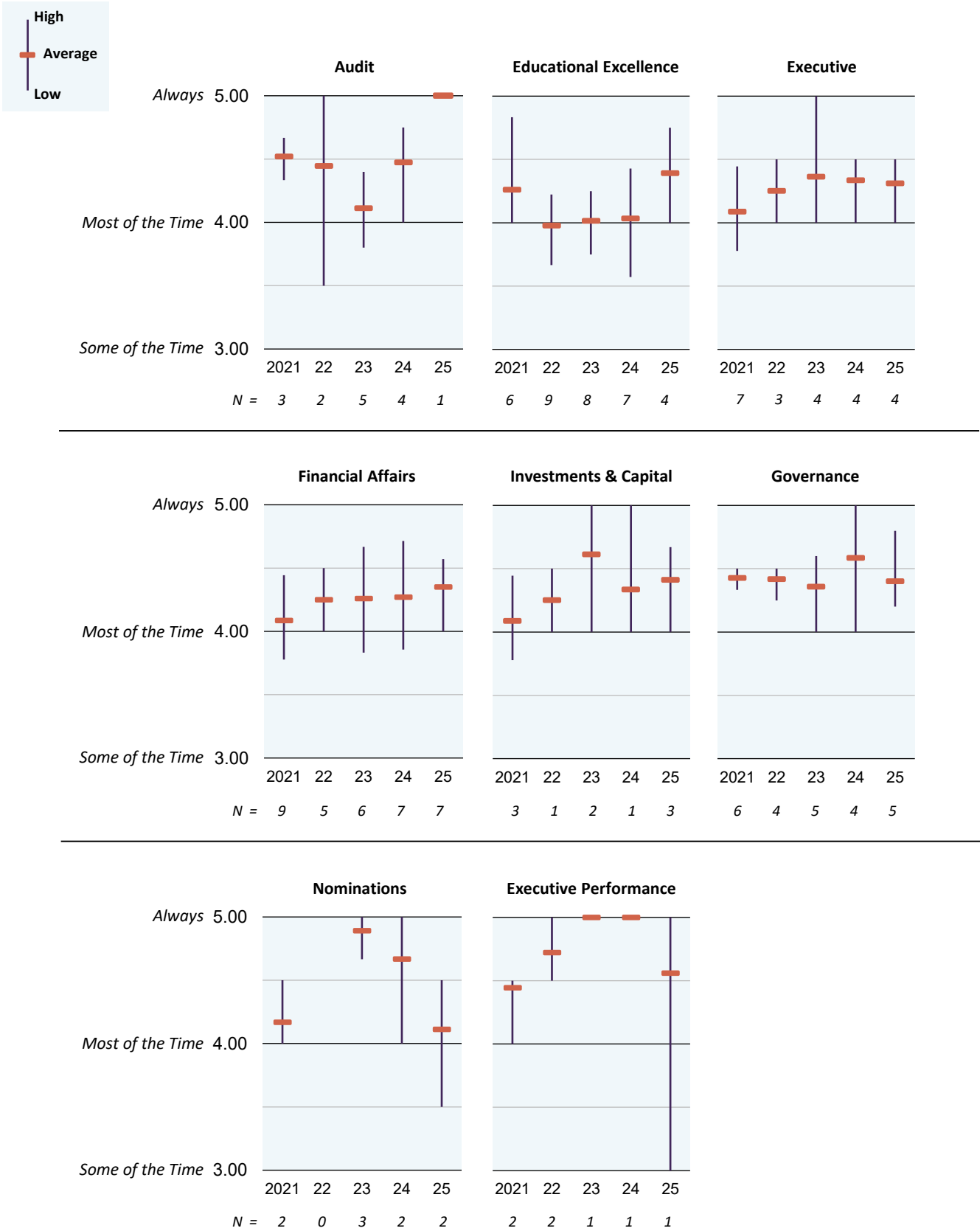
*Is there anything else you would like to share about your experience as a mentor?*

Note: Mentee/mentor responses are not necessarily those of paired trustees.

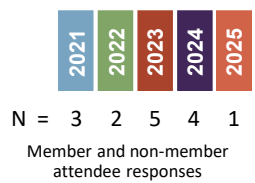
**BOARD OF TRUSTEES**

**COMMITTEE EVALUATION RESULTS**

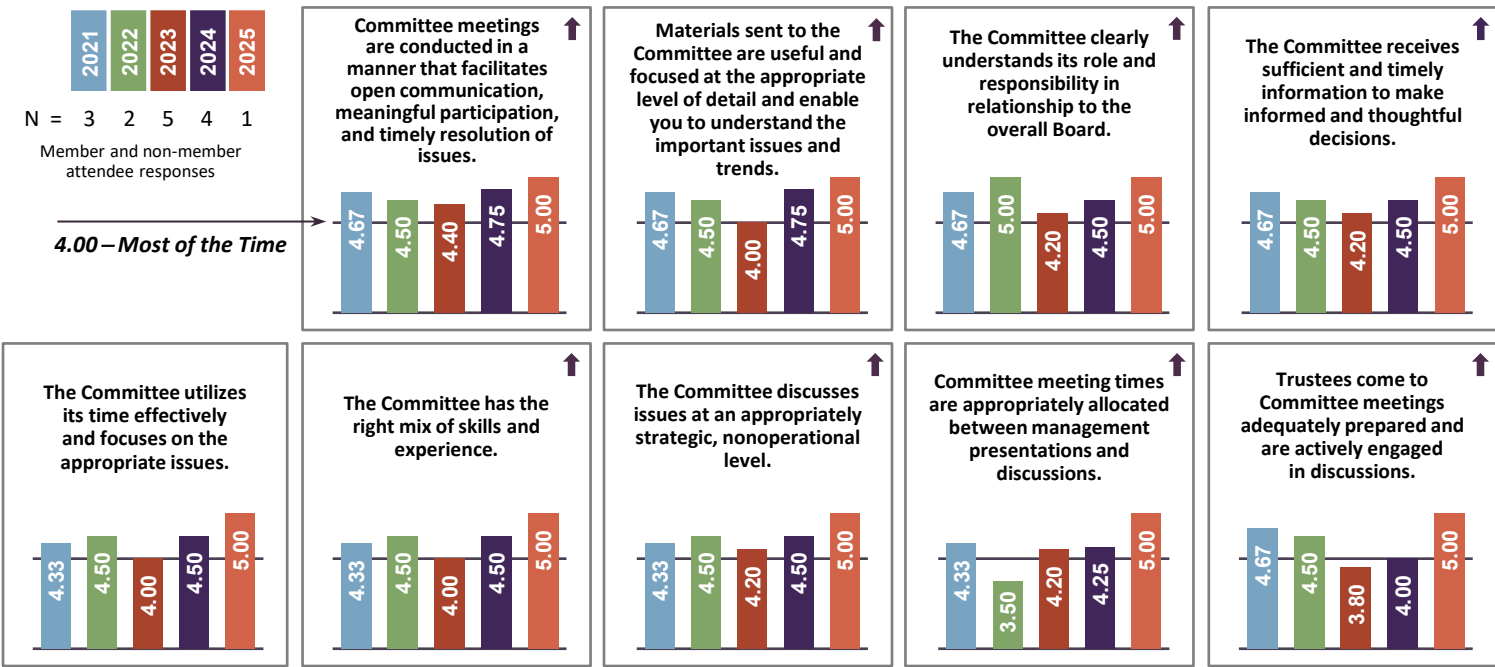
High / Low / Average Effectiveness Rating by Committee by FY 2021–2025



Indicator Ratings by  
FY 2021–2025



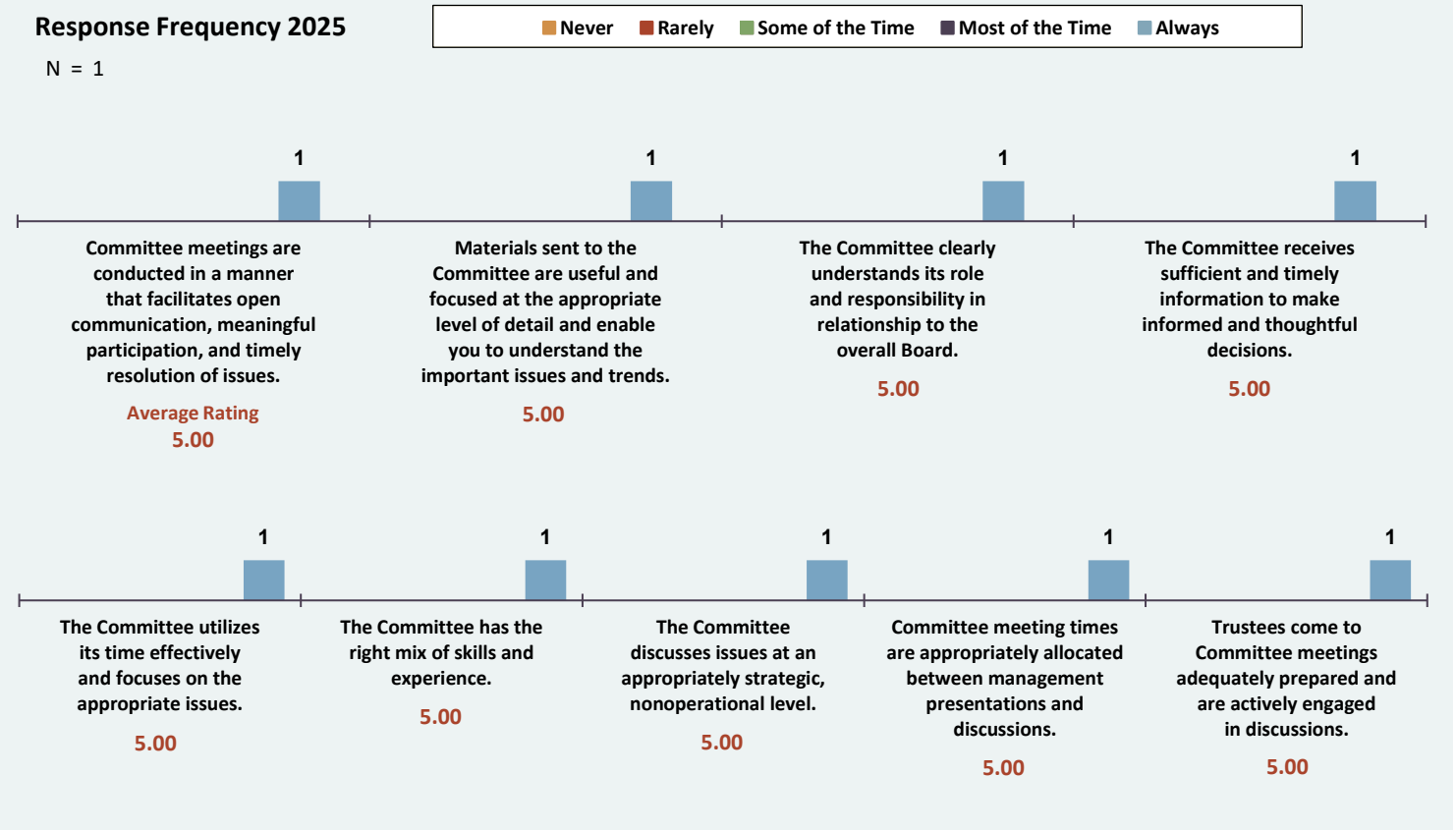
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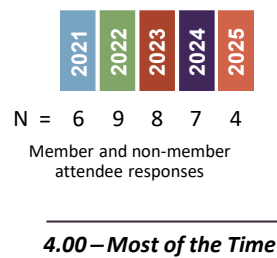
Response Frequency 2025

N = 1

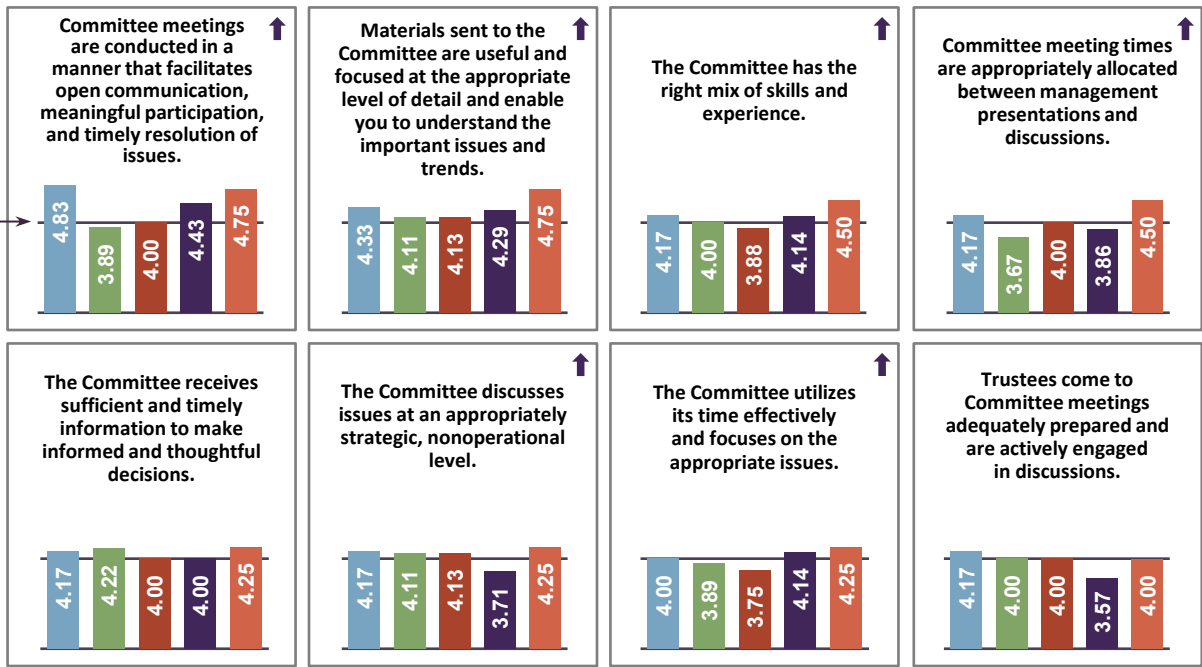




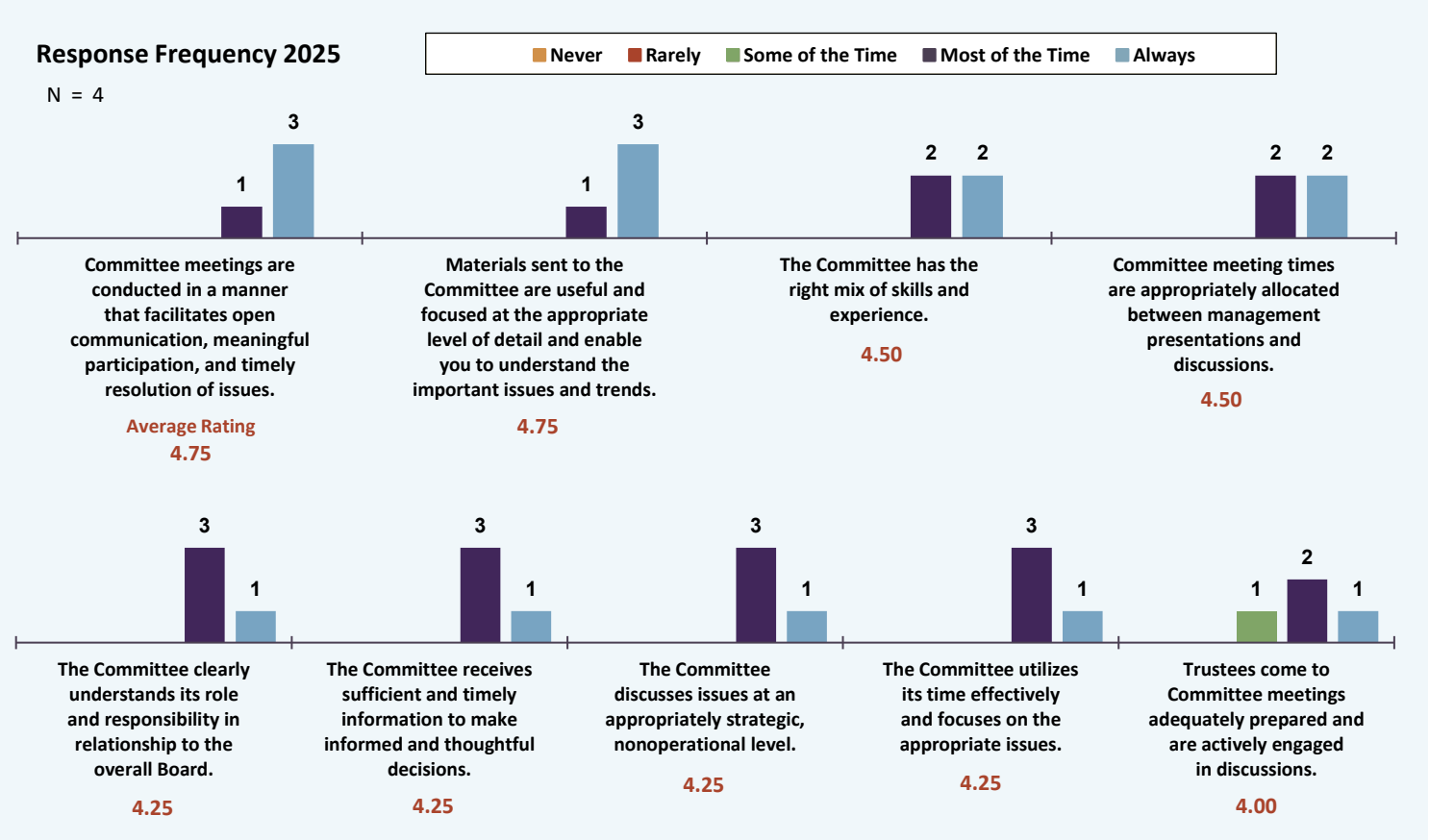
Indicator Ratings by  
FY 2021–2025



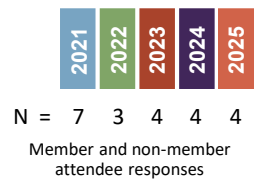
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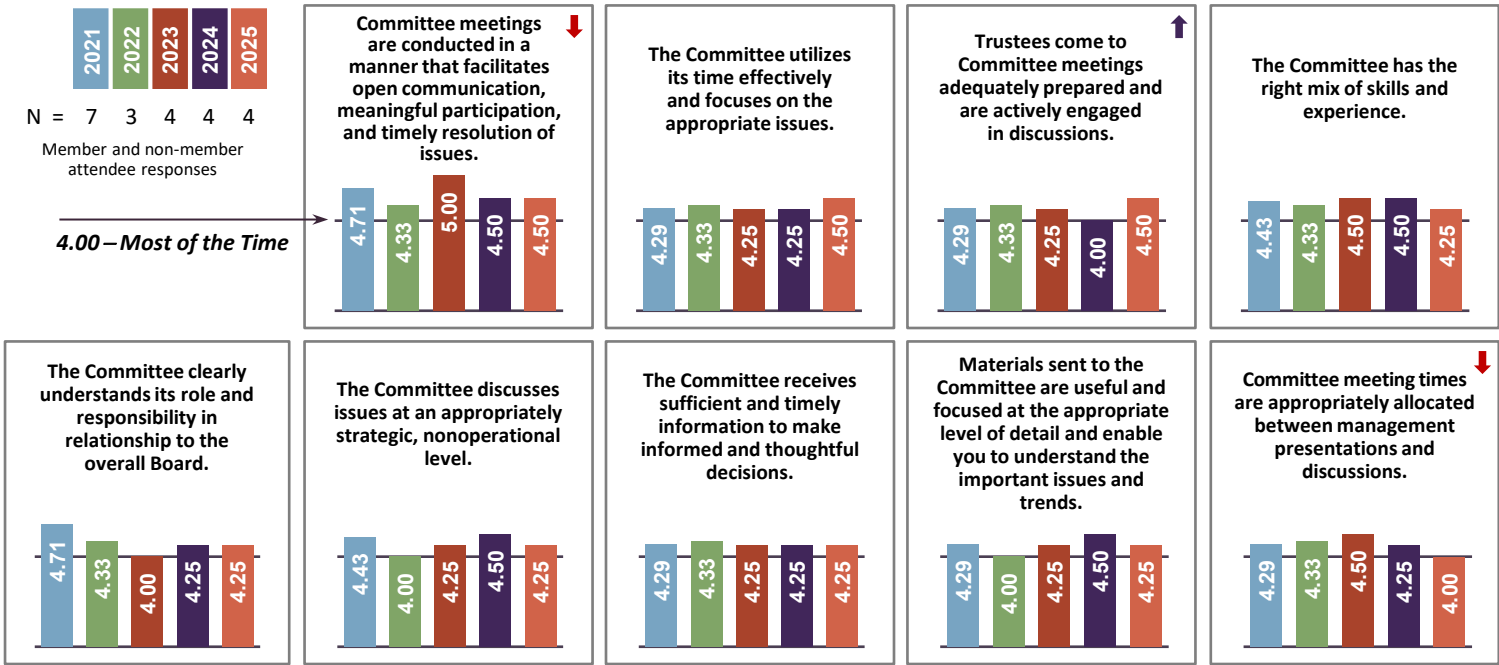


Indicator Ratings by  
FY 2021–2025

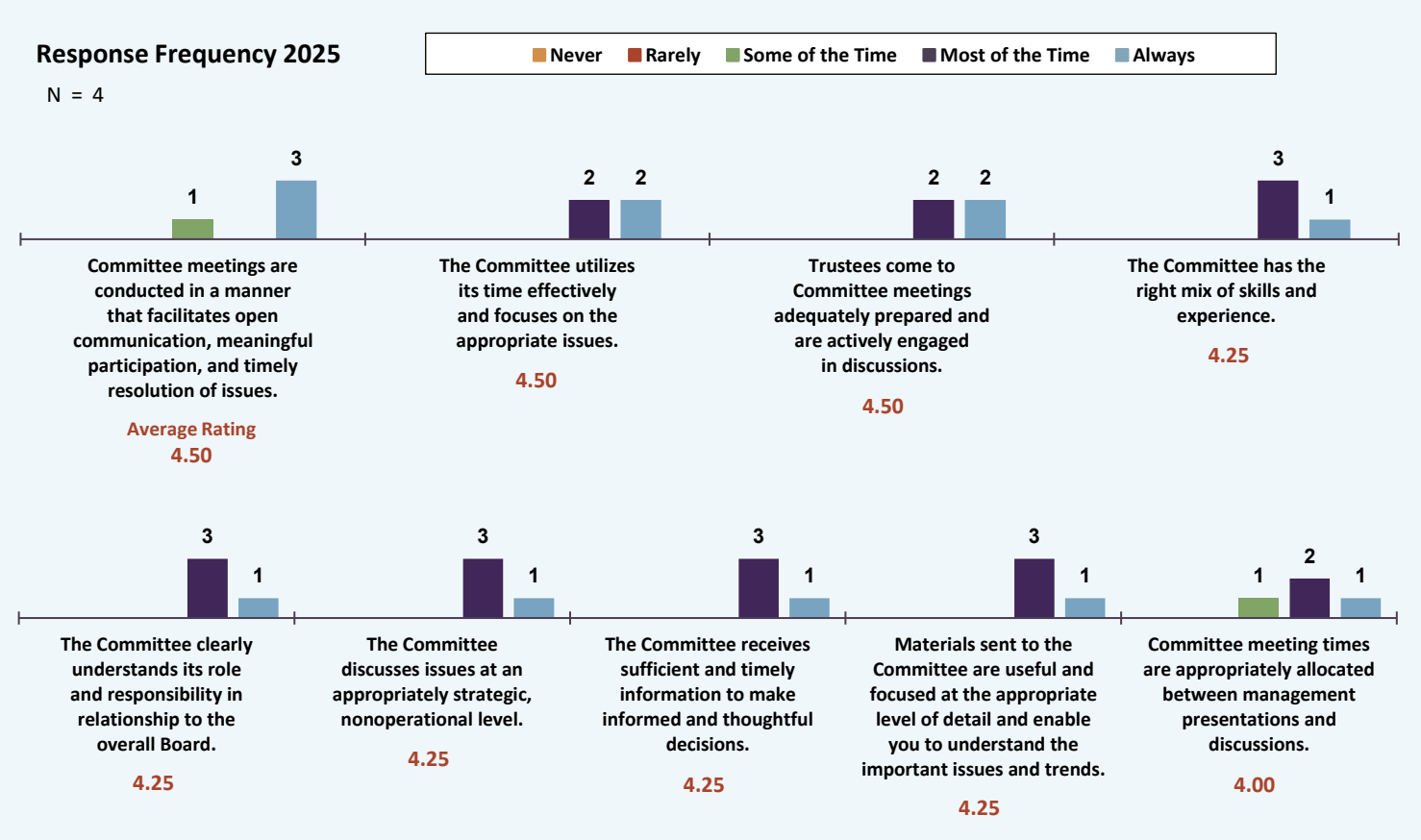


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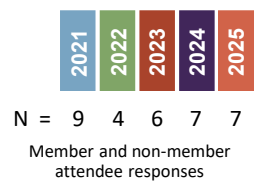
4.00 – Most of the Time



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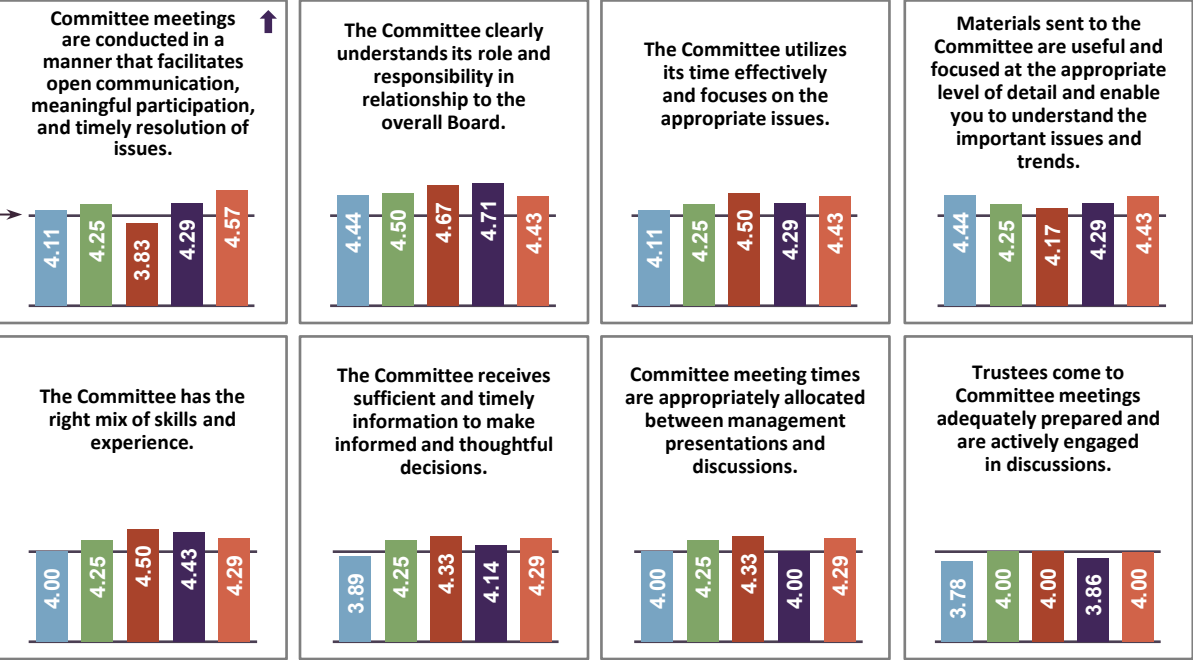


Indicator Ratings by  
FY 2021–2025



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4.00 – Most of the Time

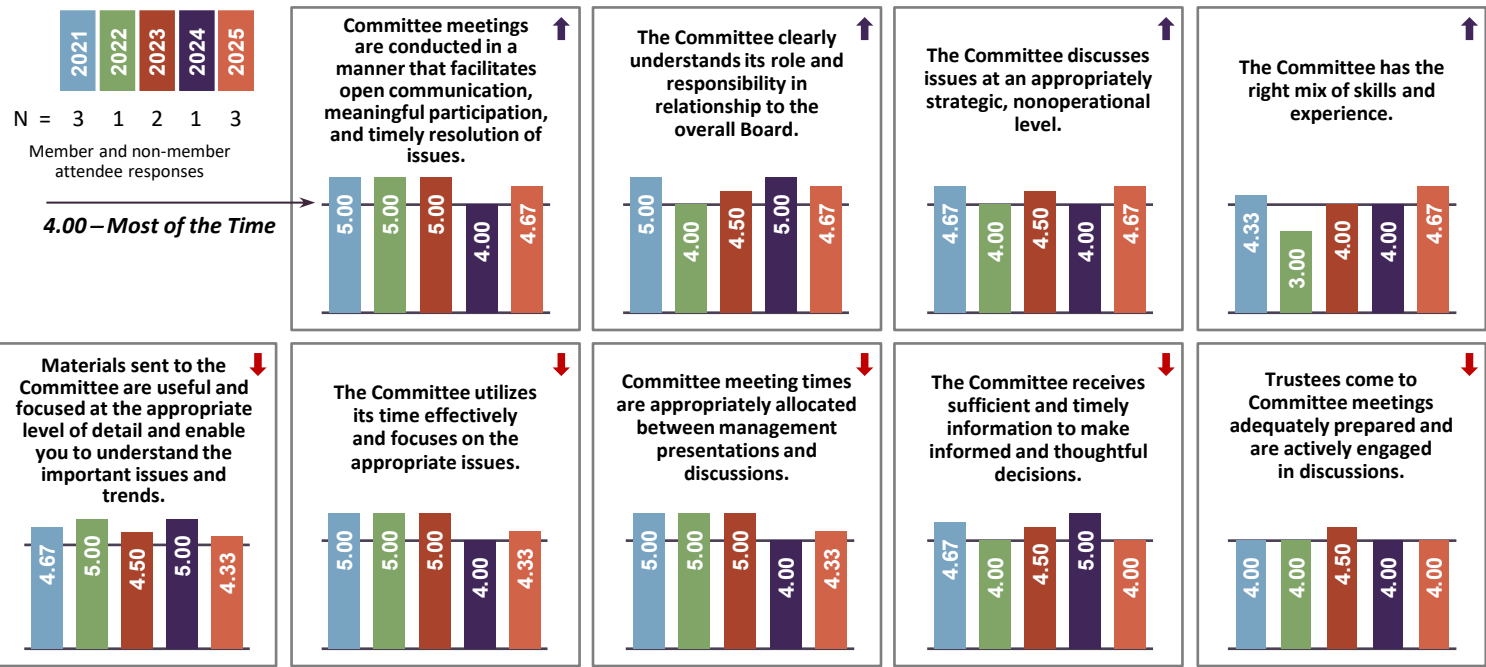


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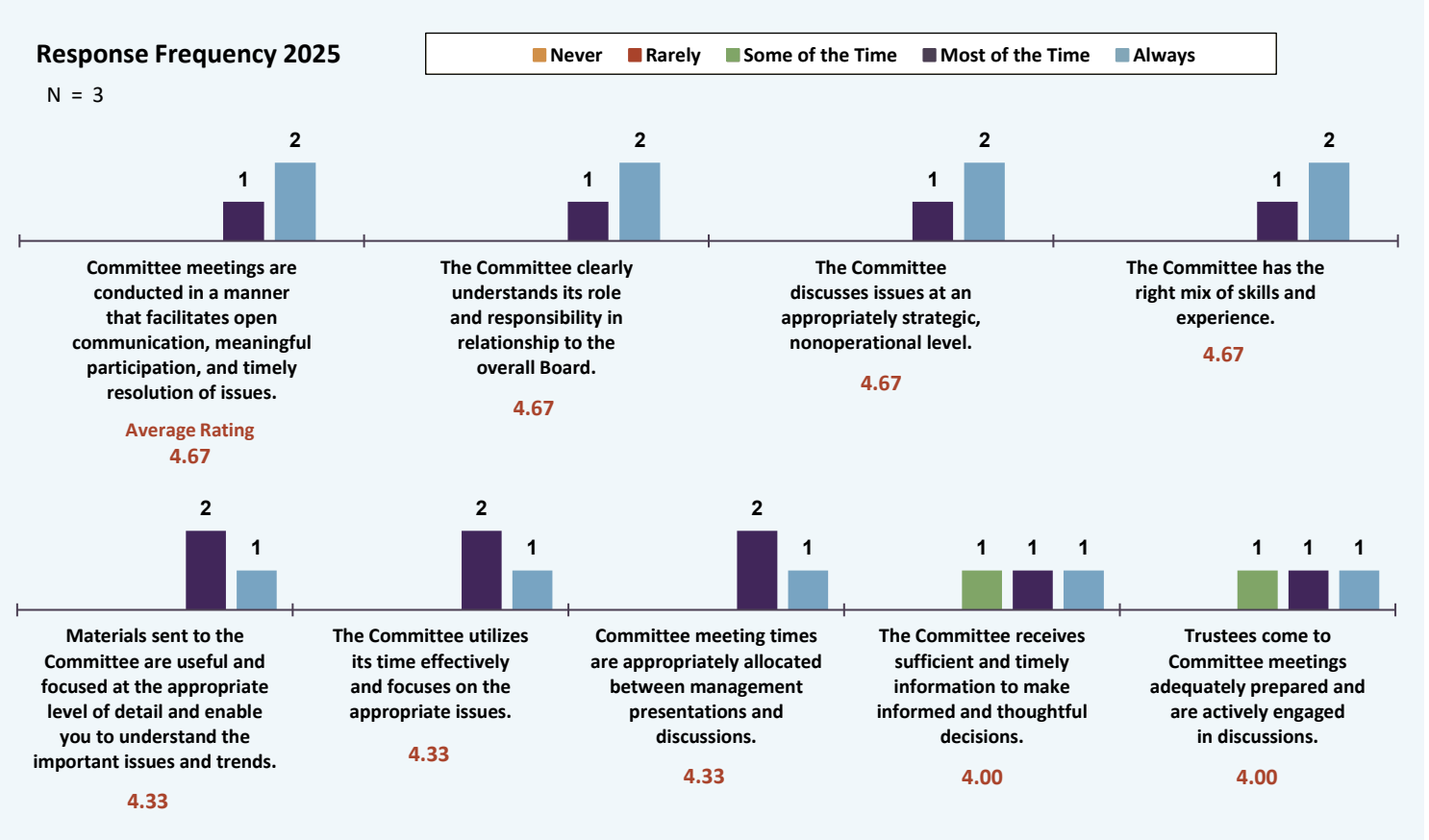


Indicator Ratings by  
FY 2021–2025

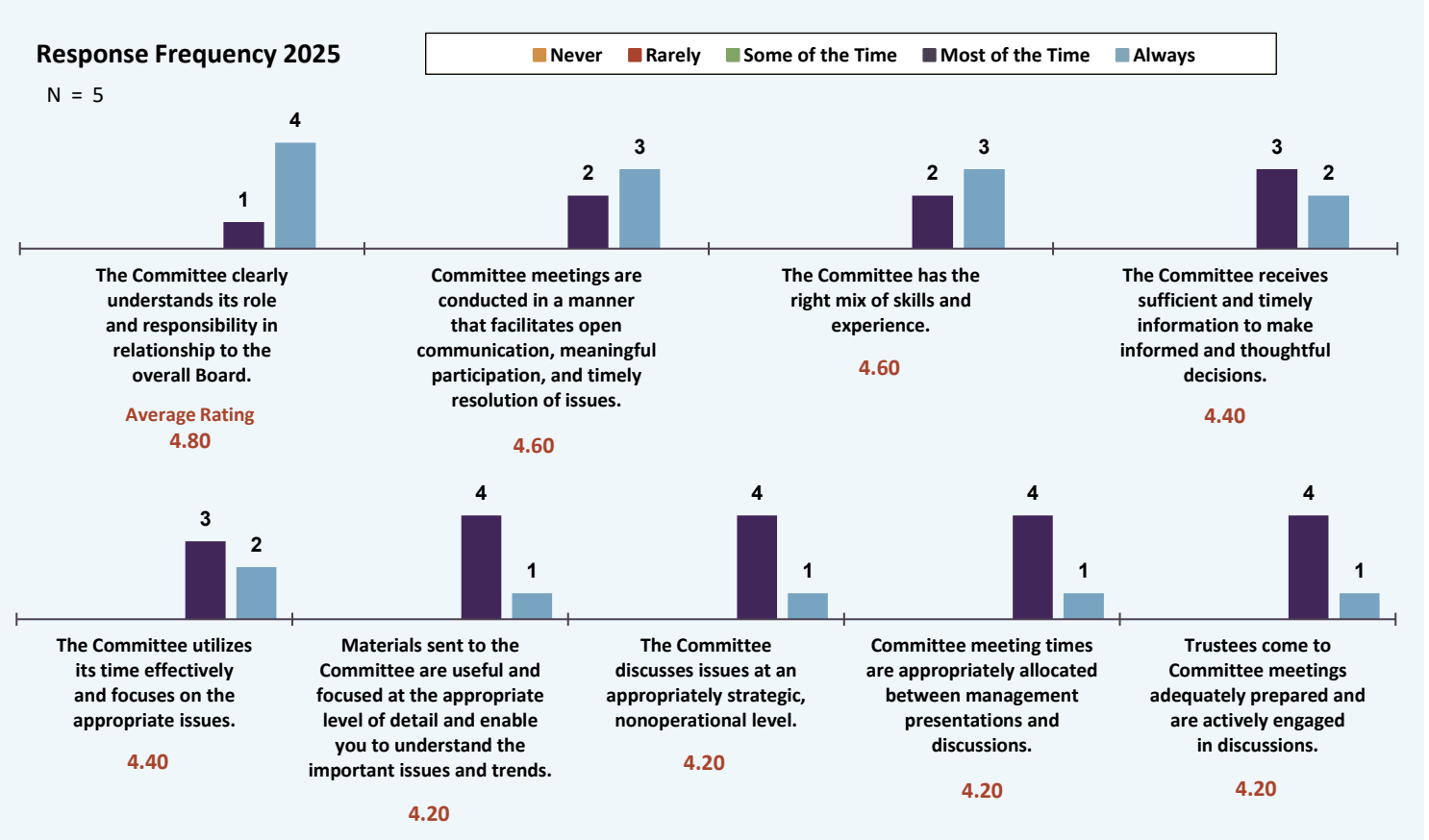
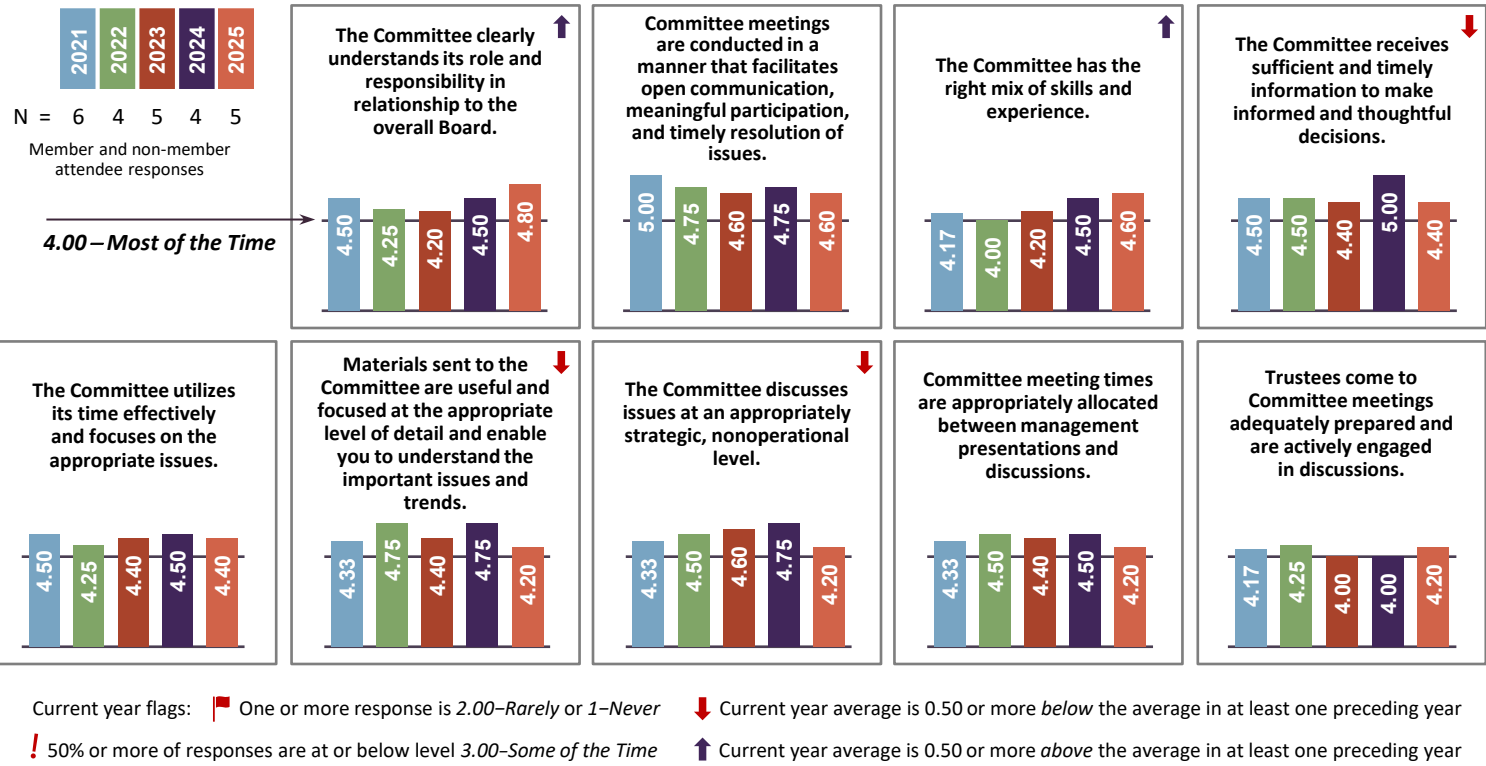
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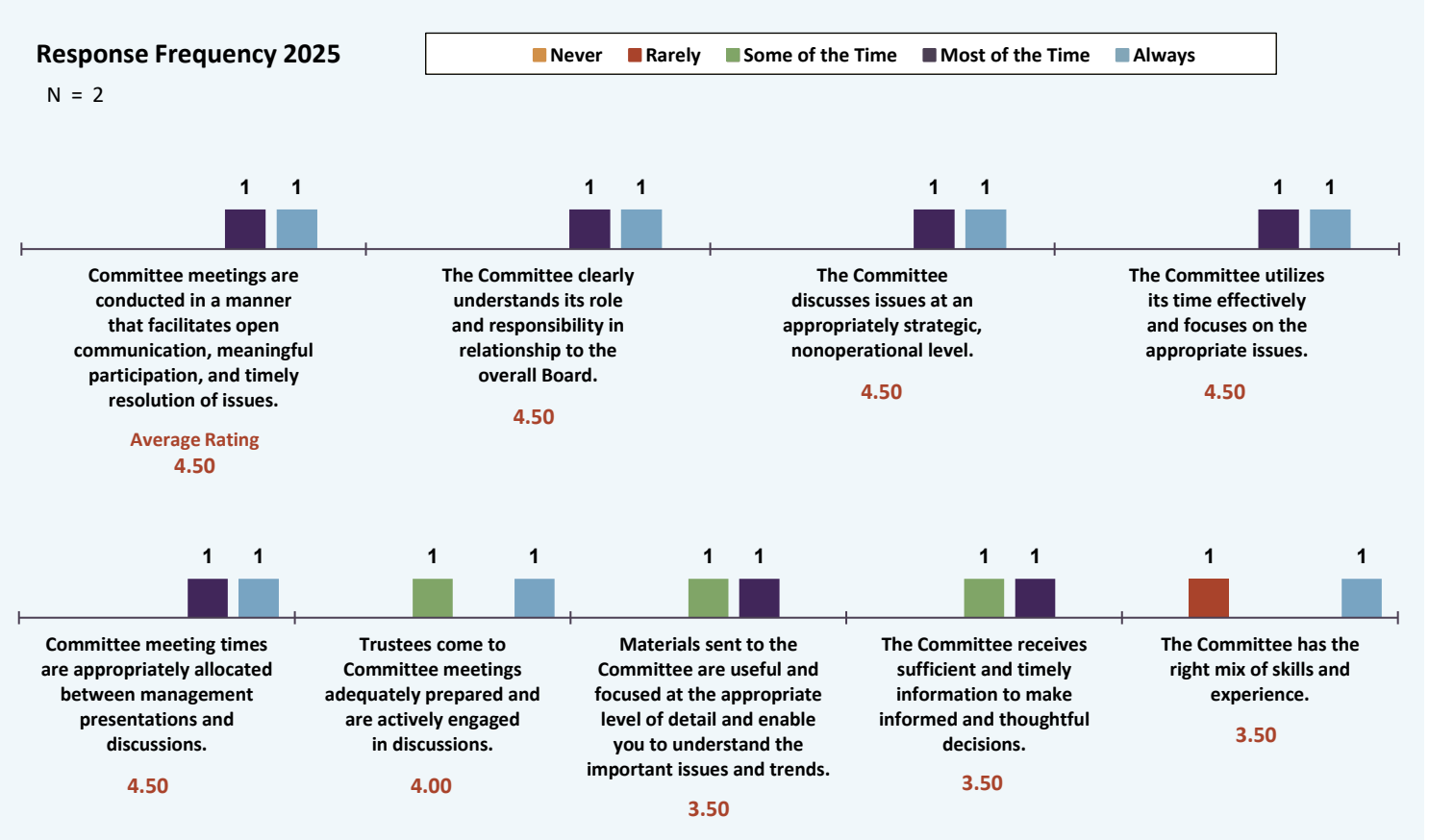
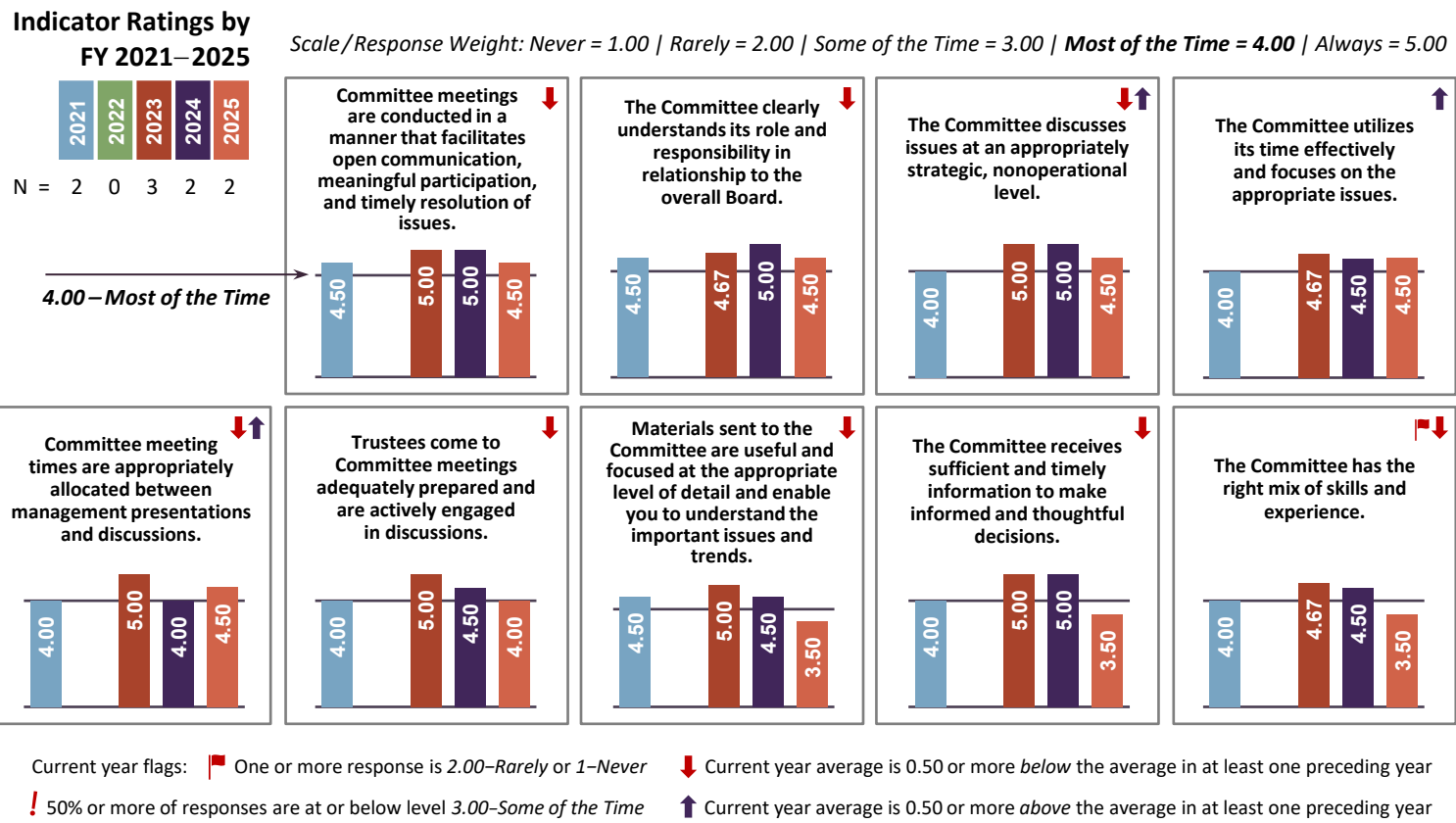


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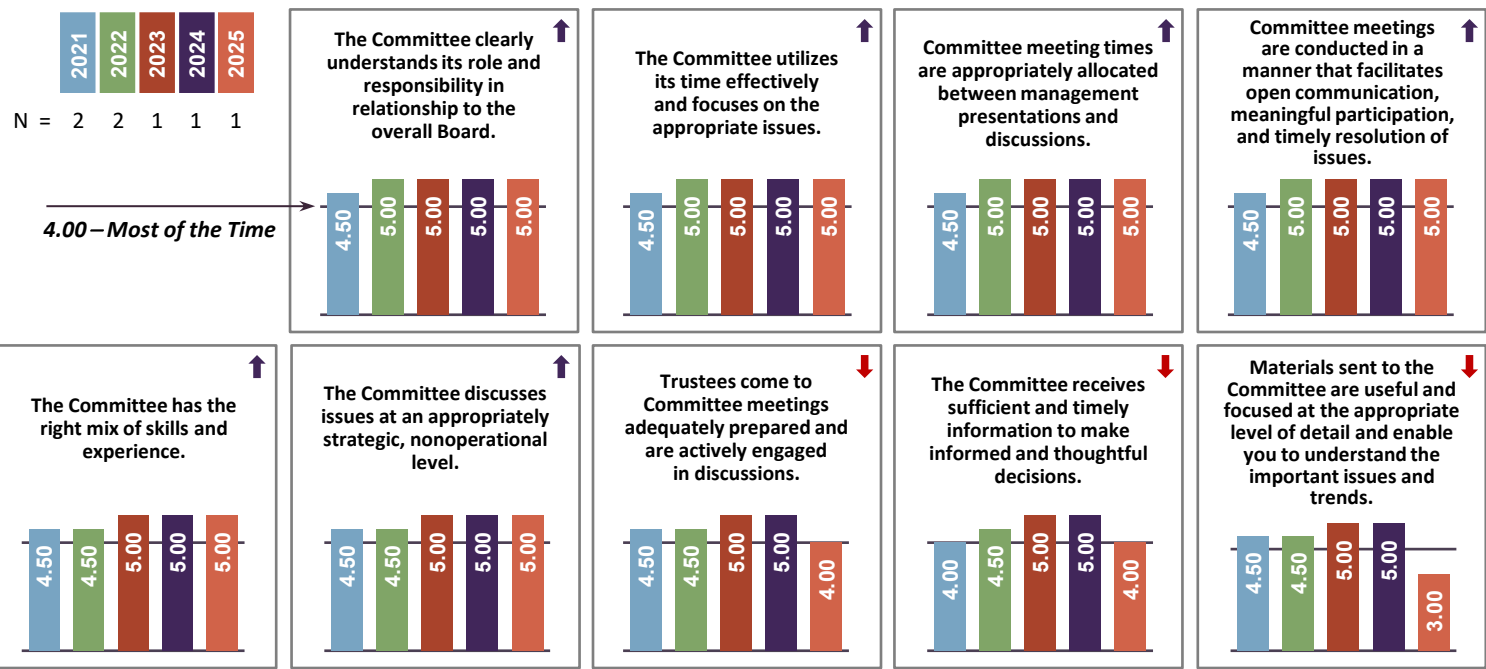


Indicator Ratings by  
FY 2021–2025

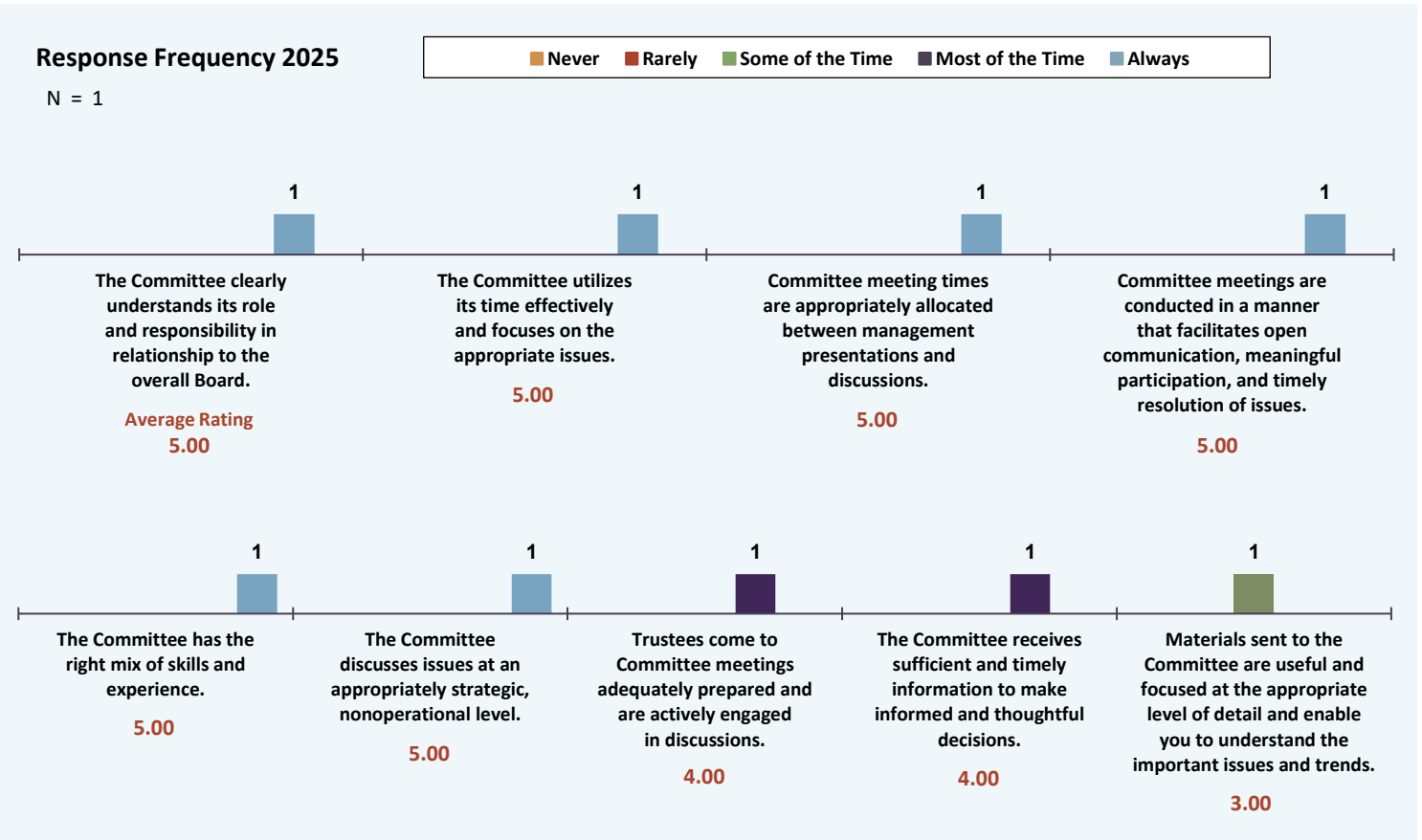




Indicator Ratings by  
FY 2021–2025



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## **BOARD OF TRUSTEES**

Board, Committee, and Trustee Evaluation

### COMMENTS



### *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?*

- ❖ Yes – movement from four to three is effective with broader participation at the monthly Executive Committee meetings. The Exec Comm meeting one month prior to the Board meeting might be a good time to preview/present a longer-term challenge that will be discussed at the upcoming Board meeting.
- ❖ Yes
- ❖ Yes
- ❖ Yes
- ❖ Three board meeting plus the retreat allied with the Executive Council seems to work well from my vantage point.
- ❖ I feel the current schedule is effective.
- ❖ The new schedule has worked well.
- ❖ I believe the three-meeting format was effective and encourage it's continued use. Having regular Executive Committee meetings allows the schedule to work.
- ❖ I think we can continue to accomplish the work in three meetings, which is cost effective for the System. I must admit though, that with all of the chaotic and destructive missives coming from Washington, it sometimes feels as if we don't receive enough information between meetings to assure the Board that things are still operating effectively. With that said, it is probably best for trustees to make every effort to attend the monthly Executive Committee meetings.
- ❖ I believe that the three seems to be ok, however, with the urgency the Board is under – I think that meeting more often would be beneficial as the universities really need guidance as opposed to delegation.
- ❖ Too soon to tell. I think we need another cycle to know for sure.
- ❖ Given the nature of significant challenges facing USNH, as well as major policy shifts at the federal and state level, I would suggest returning to four meetings per year. So much is happening, and the limited number of meetings makes it challenging to feel up-to-speed on those significant changes. In addition, as a trustee, if you are to miss one meeting in a year, you are only attending three regular meetings in a year.
- ❖ I think that with the challenges that lie ahead, four meetings a year is better.
- ❖ There is tremendous change happening in this arena. I wonder if an additional meeting is needed?
- ❖ While I realize the added time demands four meetings place on all stakeholders, one of the campuses is always going to host a meeting with minimal students on campus. The students are our reason for sitting on this Board.

### *Do you have suggestions for changing or improving efforts to increase diversity on the Board?*

- ❖ No easy solutions but maybe look at members on other nonprofit boards in NH.
- ❖ No – I think we should be focused on getting the right skills on the Board.
- ❖ Less politics in governor appointments, more focus on diversity representation.
- ❖ No, that is a tough issue. I think the best expertise has to be the overarching goal given what is going on in higher education, even though the value of diversity can't be underrated.
- ❖ I think that we need to continue to work with the alumni associations to encourage them to nominate diverse candidates.
- ❖ Look at diverse members of trustees at CCSNH, SNHU, etc.
- ❖ Perhaps Governance or Nominating Committee members should seek to directly engage with the alumni groups to reinforce the importance of creating more diversity. Some form of communication either in writing or in person to underscore the importance.
- ❖ No, but would note that the Governance Committee is always open to hearing suggestions on this subject.
- ❖ I would focus on diversity of thought and experiences.
- ❖ Having a member of the CCSNH Board attend our Board meetings (or become a member of the Board) and vice versa would be helpful.

### *Do you have suggestions for improving Board organization and process?*

- ❖ Given where we are as a system, more of the Board needs to become aware of, and fluent in, the financial situation of the System. This work is falling on a limited set of Board members and administrators. Everyone should feel accountability for leaning in and understanding the situation.
- ❖ I like the idea if adding more time to the Friday meeting schedule.
- ❖ The Board is operating in a favorable way, and I like the approach the chair has taken. I feel certain with his leadership the Board will continue to operate in a positive manner.
- ❖ The budget is one of the biggest focuses of the Board – maybe every other year a refresher on the System/campus budgets, in more detail than is presented now.
- ❖ Works pretty good.
- ❖ I think we should create a process for keeping track of attendance and use it to remind trustees that it is an honor to serve and of their duties to participate on the Board. We might even want to ensure participation by requiring attendance at three out of four meetings per year and requiring that any absences be excused by the chair.
- ❖ No, the organizational structure and processes work well. I do believe the Board needs to listen more. Pounding out a 1-3% mantra when the ship is sinking really isn't that helpful. We need to find a way to plug the holes, and the expertise of the trustees could be helpful. I think greater engagement with the legislature beyond the Board chair would also be helpful.

### *Do you have suggestions for improving the way the Board receives information?*

- ❖ Tia is outstanding, prompt, thorough, etc., etc., etc.!!!!
- ❖ No. I think the information flow works well.
- ❖ In the absence of four meetings per year, it may be beneficial to have some form of communication sent to the trustees with a recap from each of the institutions. Otherwise the meeting materials and communication are very well done.
- ❖ Board Effect works great. More info earlier, but understand that is difficult.
- ❖ It's currently effective.
- ❖ It is helpful that Tia sends an email noting when new materials are posted to Board Effect.
- ❖ Good question. I believe the meetings with the chair are a valuable addition and I have taken to including some writeups from time to time as I think there are things the Board needs to know. One approach that might help are some small planning meetings and brainstorming. I know some think an executive chancellor could take care of all this, but one brain can't solve the problems we are facing. We need to draw on all our resources.

### *If the Board were to undertake one initiative that would make a difference in strengthening the Board's effectiveness, what would it be?*

- ❖ I think we should continue to meet during lunch on Fridays to allow for open conversations that are not part of the scheduled agenda. Trustees should be encouraged to voice their thoughts on whatever issues may come up and have frank dialogs to promote the sense of inclusion and participation.
- ❖ More marketing for the System and each university at the House and Senate. The Community College System is way ahead on this.
- ❖ I believe it may be appropriate to make the annual Board retreat a longer program. We often run out of time to dig into more strategic topics and move the ball forward. I'm not certain we have enough time to actually come to any critical decision points. We need significant action, and the meeting structure doesn't necessarily provide the forum to advance the conversations.
- ❖ We have to support the best proposed business model that will allow for each campus to succeed with the financial constraints and the demographic cliff that is impacting each campus. We can no longer be all things to all people. We need to better identify the niches each campus does well and support those, even if it means that campuses may need to shut down major offerings that another campus does extremely well.
- ❖ Bring your expertise to help solve some of our challenges.
- ❖ The challenges over the next five years are large, as all members know. However, I don't think as a group we have focused on what role we can play when the choices get most difficult. How the Board can serve as a heat shield, allowing the presidents to contemplate the most difficult of options knowing they will not be hung out to dry.
- ❖ An initiative to educate people in our state of the value of the University System. This would include connecting legislators with students to see what it is that we do.
- ❖ Spend more time in planning the strategic retreat with clear expectations of outcomes and desired follow-up action.
- ❖ Participate in more stakeholder meetings and events – broaden the circle and open minds to what is and is not occurring at the system and on campus. Spend time with public partners (e.g., elected officials) often, and faculty, staff, students periodically.
- ❖ From a student trustee perspective, perhaps a bit more allowance from the Board at the institution level in getting information on campus. Sometimes, I have to go through three people to help guide a policy I'd like to pursue, and I routinely get roadblocked, reducing turnaround time on needed research.

### *What issues should the Board address as improvements to the governance systems?*

- ❖ Full transparency.
- ❖ Be clear and decisive on the strategic vision of the University System as a whole and how that aligns with the needs of the state. Then align the structure and governance with that vision. When Board members do not appropriately participate and attend as expected, have mentors intervene with support and suggestions.
- ❖ More oversight on the elections of the student trustees and succession plans.
- ❖ Deeper skills assessment when looking at potential members.
- ❖ We clearly still have a significant issue with conflict of interests, but I think that we have done what we can on this concern.
- ❖ How does the Board form partnerships with the Presidents Council to solve the many challenges higher ed faces? Otherwise, I would leave Governance alone.
- ❖ Seems to work well now.

### *Please comment on the Board's subcommittees and offer suggestions for improvement.*

- ❖ Keep assignments so individual trustees get to serve on each committee during their term.
- ❖ Subcommittees are working well. I would create a new one called Strategic Directions that focuses on planning. The presidents are putting a great deal of thought into this area, but at this point we could use partners in my opinion.
- ❖ Committees seem to be working well.
- ❖ I think that we have the mix right, particularly now that the schedule permits all to attend the finance and capital improvement committee meetings.
- ❖ Our committee hasn't met much.
- ❖ Committees conduct their business effectively.
- ❖ We don't have many subcommittees currently.

## USNH Board of Trustees Evaluation 2025 | COMMENTS — Board Performance

### *Please provide any additional comments or suggestions.*

- ❖ The best possible plan to help put our System in a better financial position without compromising the needs of our next generation students.
- ❖ Mike testifying this year was terrific. Have we ever mapped Board relationships with certain legislative leaders and with the business community so we can complement the system office's efforts? Would need to be handled/directed by Cathy's team but I think that is an underutilized asset.
- ❖ An abundance of knowledge necessary to be a strong member. I am still learning, and I look forward to being able to have greater participation in conversations.
- ❖ I spent half my career in industry, was a vice president, and ran a division. I am also near the end of my career. The last decade has taken every skill I ever developed and a lot of prayer to still be standing. In one sense, it is thrilling because it is a great opportunity to create something new and each day is different, but, in another sense, every day is an overwhelming challenge in a world that has never experienced real change and to move at the pace that is needed is not easy :)
- ❖ Ongoing discussions about the benefits and challenges of an executive chancellor are necessary to promote and support systemwide changes that may be required in the coming years.

## USNH Board of Trustees Evaluation 2024 | COMMENTS — Trustee Participation

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

- ❖ The elevation of responsibility and helping guide our System from a birds eye view. Seeing other students and how they are succeeding in their respective programs.
- ❖ The opportunity to work with others to shape the future of the University System.
- ❖ Being a part of something that I truly love and respect is an honor.
- ❖ The importance of public higher education to our state cannot be understated. I am honored to be able to serve New Hampshire by being on the Board of Trustees, and I relish being able to work with people of such high caliber.
- ❖ Contributing to student success.
- ❖ Supporting the institutions in being sustainable in order to serve students for years to come. Ensuring that students in our state have a variety of institutions to choose from that meet their individual needs.
- ❖ Participating with committed, well-intentioned, and smart trustees and leadership to advance public higher education in our state.
- ❖ The fact that we are in the most trying of times financially and otherwise. To me, that is part of what makes the role so enjoyable – figuring out solutions to the most pressing time in our System's history.
- ❖ I have gained a greater appreciation for what it takes to successfully manage the System.
- ❖ Being involved in a very challenging time as our System grapples with the best business model to sustain our three campuses.
- ❖ Contributing toward the mission of providing affordable, accessible, quality public higher education to the Granite State. Working with very smart and engaged colleagues committed to the work.
- ❖ The chance to give back to higher ed in NH.
- ❖ Interaction with campus leaders, faculty, staff, and students.

### *What do you find least satisfying in your role as Trustee?*

- ❖ It is a sad state of affairs that our legislature, especially the House of Representatives, does not value USNH. The elected officials who want to starve the very institutions that bring vital services, partnerships, students, and dollars to New Hampshire do not serve their constituents well.
- ❖ To be prepped for the meeting has taken more time than I expected – just the time crunch.
- ❖ The negative perception of four-year institutions in New Hampshire and the lack of public support on and off the Board.
- ❖ Constantly having to react to broader trends facing higher education (demographic changes, COVID, etc.). The constant reactionary posture that's required sacrifices time and energy that could be used reimagining what higher education should be in the future.
- ❖ The speed at which decisions are made. It feels like we have a really hard time making decisions and acting on those decisions.
- ❖ There are times that not being on the Executive Committee makes the general Board member more reactive than proactive on various topics.
- ❖ Our inability to convince key stakeholders of our value to the state, region, and beyond.
- ❖ Sometimes I feel as though I don't contribute enough – and I would like some guidance on what is appropriate to comment on and how a student perspective can enhance conversation on the Board.
- ❖ Pushing on a rope with financial support from our legislature. Seems like we're going backwards at a time we need more support.
- ❖ I'm not sure everyone involved feels their fiduciary duty. Not that they are disloyal or acting with malfeasance towards the System, but they may not feel as passionately and directly responsible for the long-term health or understand what they need to do to drive that. I also don't know whether the campuses feel as accountable to the Board as perhaps I would normally see in these governance structures.
- ❖ The pace at which needed change occurs in higher education.
- ❖ Sometimes by the time something comes before the Board it has already been pretty much decided.

### *Please provide any additional comments or suggestions.*

- ❖ We have to become more comfortable as a Board in thinking of and supporting ideas and processes that are outside the box of conventional academia, thinking that will allow USNH to become more business-like in our delivery of educational offerings within our three institutions.

*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).*

**Audit**

- ❖ I am new to the committee and there have been few meetings.

**Educational Excellence**

- ❖ Continuing to find the proper time allocation for the USSB to make meaningful and informative presentations with appropriate feedback from trustees.

**Executive**

[no comments]

**Financial Affairs**

- ❖ Trustee Tewksbury is an effective committee chair and is keenly aware of the multitude of issues that the committee is responsible for addressing. He has a balanced approach and is approachable. Committee members are prepared, ask appropriate questions, and seek further explanation to obtain a good understanding and make informed decisions. It is a high functioning committee in my opinion.
- ❖ This vital committee is where important information is shared and discussed. The material is dense and sometimes difficult to understand. Luckily, the Board has a tradition of tasking very capable individuals to chair the committee, and Chair Tewksbury fits that description. I always appreciate his ability to synthesize the information, describing the financial trends in understandable language. His humor lightens what can often in these times be a scary scenario.
- ❖ The problem today is so large we don’t have the bandwidth to look down the road, which is where the real problems will roll over us like a wave. We get great info on the next 5-10 years but think we may need to spend more time really focusing on that data, so the Board understands the severity of the problem. The data has been provided – we might need to walk through it in some more detail, so people really understand why we need to make changes now.

**Governance**

- ❖ Meetings are run well. I don’t believe, however, that our recommendations for needed Board strengths that we report back to the Board are always considered with the governor’s appointments.

**Investments & Capital Planning**

- ❖ The information from the campuses is well done and easy to navigate.
- ❖ Need to put all of our work in ICPC in the context of the FAC and what is happening with our System financial performance/stability. These two cannot be divorced from one another right now.

**Nominations**

- ❖ As chair, I served a year before it was pointed out to me that the practice had been to circulate a questionnaire yearly to Board members asking about their preferences for committees and leadership roles. We rectified this, but there should be a better process for ensuring that new committee chairs have in mind these type of requirements. I also feel that I failed as nomination chair to find new diverse candidates, and that is on me.

**Executive Compensation & Performance Review**

- ❖ The committee appropriately worked to uniformly draft the goals of each of the CEOs. This will, I think, help all to pull in the same direction, which is especially important to the System operating as efficiently as possible.

## **BOT Policy I.D. Expectations of Members of the Board of Trustees**

1. Membership on the USNH Board of Trustees is an exciting, rewarding, and demanding endeavor. Full and proper execution of the duties and responsibilities of a Trustee requires a substantial commitment of time, intellectual energy, and effort. Every Trustee is expected to meet or exceed shared standards for participation, decorum, collegiality and integrity including, but not limited to, the following.
2. A Trustee shall at all times discharge his or her duties as a Trustee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances and considering only the best interests of USNH and the component institutions.
3. A Trustee shall carefully prepare for, and regularly attend, all scheduled Board meetings and the meetings of Committees to which he or she is assigned.
4. A Trustee shall commit the time necessary to actively participate and be effective in Board and Committee meetings.
5. A Trustee shall act with decorum and recognize that his or her behavior will be attributed to and reflect on the other members of the Board and USNH. In meetings, other Board events and activities, and in his or her life outside of the Board, a Trustee shall relate to every other member of the Board with a spirit of collegiality, respect, and cooperation.
6. A Trustee shall faithfully execute his or her duties in a manner he or she reasonably believes to be in the best interests of USNH, setting aside all other interests, personal or otherwise. A Trustee shall recuse themselves from any matter in which they doubt their ability to execute their duty solely in the best interests of USNH. Upon recusal a Trustee shall take no part in the deliberation or decision of an issue and shall not in any way influence or attempt to influence the Board's or any Trustee's position on the matter.
7. A Trustee may challenge the judgment of others when he or she deems it necessary to do so, and shall vote his or her individual convictions after listening to others. A Trustee must, however, work with fellow Board members in the best interests of USNH and should not undermine Board decisions publicly or otherwise.
8. A Trustee shall support the Chancellor's and Presidents' roles as chief executive officers, to whom the Board has delegated broad responsibility for the management and administration of his or her respective institution.

9. A Trustee shall communicate promptly and as appropriate any significant concern or complaint of which he or she becomes aware to the Chancellor or Board Chair.
10. A Trustee shall recognize that he or she is not the official spokesperson for USNH or the Board unless otherwise designated. When a Trustee engages in communications as an individual, whether with USNH students or employees, public officials or citizens, the media, or anyone else, the Trustee shall be guided by the expectations set forth in this statement.
11. A Trustee shall support the fundraising activities of USNH and its component institutions through financial participation and otherwise, according to his or her personal circumstances.
12. The constituency of each Trustee is USNH, regardless of the source of appointment. A Trustee shall act independently for the benefit of USNH as a whole and not for the benefit of a particular program or interest.
13. A Trustee shall comply with the letter and spirit of the Board of Trustees' Policy on Conflict of Interest, [BOT III.I.](#)
14. A Trustee shall not engage in conduct that would bring discredit on the Board or USNH or any of its component institutions.
15. The Board Chairman or Executive Committee may refer to the Governance Committee any case in which a member of the Board is reasonably believed to have violated the Board's Bylaws, a Board policy, or their legal duty as a Trustee. The Governance Committee shall fully and fairly review the matter and report to the Executive Committee its findings and recommendations for further action, if any. The Executive Committee, after considering the findings and recommendations, may issue a private reprimand, recommend to the full Board a public vote of censure or, in appropriate cases, no confidence, or take such further action as may be allowed by law. No trustee or other person shall be subject to retaliation in any form for making a complaint against a trustee, or participating in the review of such complaint, provided the trustee or person does so in good faith and with a reasonable belief in the truth of their allegations, testimony, and other statements.

## USNH Trustee Meeting Attendance GY 24 & 25

March 25	Oct. 25	Sept. 25	June 24	April 24 Special Mtg.	March 24	Oct. 24	Sept. 24
P	P	P	P	P	P	P	P
P	P	P	-	-	-	-	-
P	P	P	P	P	P	P	P
P	P	P	P	P	P	P	P
P	P	P	-	-	-	-	-
P	P	A	P	P	P	P	A
A	P	P	P	P	P	P	A
P-V	P	P	P	P	P	P	P
P	P	P	P	P	P	A	P
P-V	A	P	P	A	A	P-V	P
P	P	A	P	P	P	P	P
P	P	A	P	P	P	P	P
P	P	P	P-V	P	P-V	P	P
P	P	P	P	A	A	P	P
P	P	P	-	-	-	-	-
P	P	P	P	P	P	P	A
A	P-V	P	P-V	A	A	P	A
A	P	A	P	P	P	P	P
P	P	P	P	P	P-V	P	P
P	P	P	-	-	-	-	-
P	P	P	P	A	P	P	P
P	P	A	P	A	P	P	P
P	P	P	P	P	P	P	P
P	P	P	P	P	P	P	P
P	P	P	P	P	P	P	P
P	P	P	P-V	P	A	P	P

# **I. Governance Committee Charter**

The Governance Committee (the "Committee") of the Board of Trustees of the University System of New Hampshire ("USNH") shall be appointed by the Board Officers of the Board of Trustees. The primary function of the Committee is to review and recommend policies and procedures to enhance the quality, efficiency and effectiveness of the Board of Trustees and other governing institutions of USNH. The Committee shall have all authority necessary to fulfill the duties and responsibilities assigned to the Committee in this Charter or otherwise assigned to it by the Board of Trustees. The Committee shall have the following duties and responsibilities:

## **1. Board/System/Institution Governance:**

- (a)** Periodically examine the effectiveness of relationships and communications among the various governance institutions of USNH, including the Board of Trustees, the Chancellor and the Chancellor's office, the Presidents and the academic institutions, and the Administrative Board.
- (b)** Periodically review and recommend improvements to the processes and policies associated with conflict resolution among the various governance institutions of USNH.
- (c)** Oversee the development and maintenance by each of the Board's standing committees of a written committee charter defining its role, responsibilities, and authority.

## **2. Board Composition and Leadership:**

- (a)** Periodically review and, in concert with the Nomination Committee, make recommendations to the Board Officers regarding Board member selection process and succession planning, addressing Trustee skill sets, as well as ethnic, gender, geographic, and other types of diversity.
- (b)** Periodically review the structure, size, and other attributes of the Board and recommend changes calculated to maximize the Board's efficiency and effectiveness.

## **3. Board of Trustees Effectiveness:**

- (a)** Develop and maintain a Board Orientation process, ensuring that new Board members have a clear understanding of the missions of the four institutions for which they are responsible and are aware of the role of Trustees in the governance of USNH.
- (b)** Develop and support activities to continue education of all Trustees concerning governance matters.
- (c)** Establish, coordinate and review with the Chairperson of the Board criteria and method for evaluating the effectiveness of the Board.



- (d)** Establish performance criteria/expectations for Trustees in areas of attendance, preparedness, candor and participation.
- (e)** Oversee the development and implementation of conflict of interest, financial disclosure, and other policies relating to the efficient, effective, and ethical operation of the Board of Trustees.
- (f)** Review areas of risk assigned to the Committee by the Executive Committee for further review or other follow-up based on annual enterprise risk reports from the System's chief executive officers.

### GOVERNANCE COMMITTEE

**Draft**

**Work Plan**

**GY2026**

\*\* Indicates tentative item

#### **October 2025**

- Review updated BOT Inventory of Interests, Skills, and Experience
- Prepare recommended gap analysis for Nomination Committee
- Discussion of governance structure for The Edge\*\*
- Amended Board Policy on trustee attendance
- Receive report on status of new trustee development program
- Review student trustee election policy and processes
- Work Plan GY2025 – Assess progress, adjust as needed
- Diversity on Board of Trustees\*\*

#### **March 2026**

- Action item re: governance structure for The Edge\*\*
- Accept and review Enterprise Risk Management plan items assigned to committee
- Plan BOT annual self-assessment surveys
- Update on Board and System Conflict of Interest Processes
- Diversity on Board of Trustees\*\*
- Work Plan GY2025 – Assess progress, adjust as needed

#### **June 2026**

- Review results of BOT annual self-assessment surveys
- Discussion of Structure of Chancellor Role (standing annual item)
- Review Orientation Programs
- Diversity on the Board of Trustees\*\*
- Work Plan GY2027 – Assess progress on GY26 plan, identify completed and continuing projects
- Review committee charter for continuing currency



University of  
New Hampshire

University System  
of New Hampshire

# Board of Trustees Orientation Program

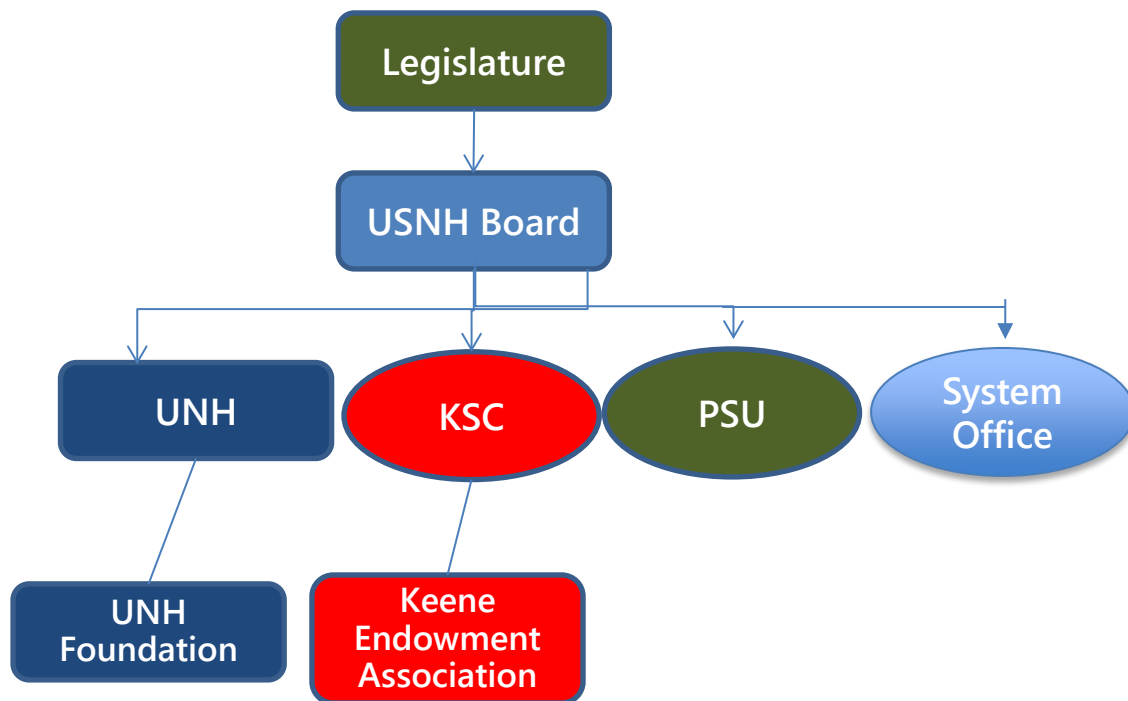
*DRAFT for Use September 2025*

# Agenda



- Overview of USNH structure, mission, vision, and values
- Board organization and calendar
- Presidents' Council/System Executive Councils
- System Office
- Trustees' Roles, Responsibilities, and Expectations
- Legal Duties of Care and Loyalty and Conflicts of Interest
- New Member Orientation Activities Checklist
- Brief Introduction to Financial Affairs
- General questions, answers, and discussion

# Overview of USNH Governance Structure



## Public Institution

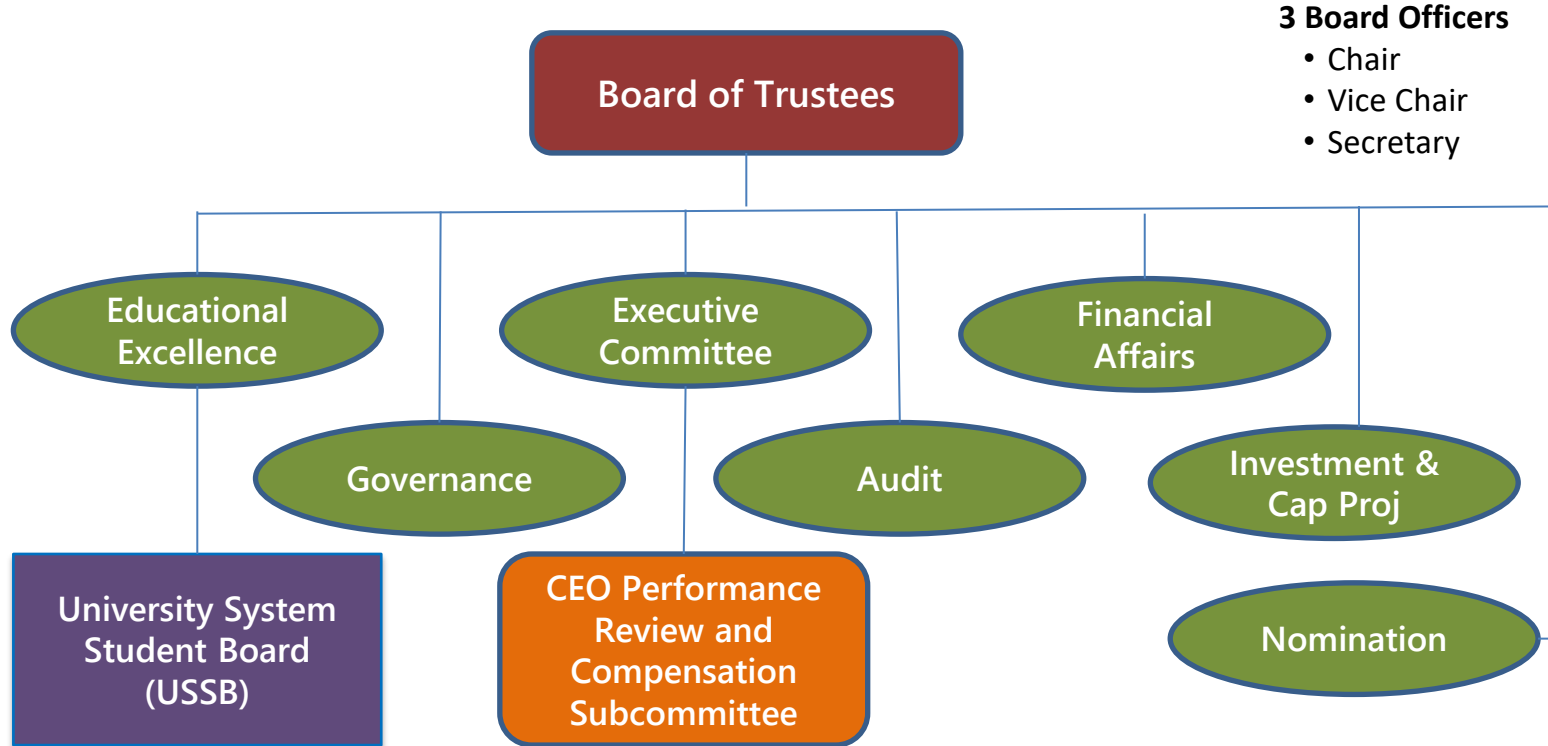
- Corporate Charter (RSA 187-A)

## Governing Board

- 28 Trustees (GY 2026)
- Committees
- Chancellor
- Presidents' Council

"The university system shall be governed by a single board of trustees who shall be responsible for ensuring that its components, each having a unique character and educational mission, operate as a well coordinated system of public higher education"  
(RSA 187-A:2-a)

# Board Organization



# Standing Committees

- **Executive Committee**
  - Made up of Board Officers, chairs of other standing committees
  - Acts on behalf of full Board between Board meetings
  - Strategic planning
  - CEO annual goals and evaluation
    - CEO Performance Review and Compensation Subcommittee
  - Collective bargaining
- **Educational Excellence Committee**
  - Educational programs, research, public service, faculty promotions and tenure, student affairs, and institutional missions
- **Financial Affairs Committee**
  - Budgets, financial planning, financial resources, employee compensation and benefits, IT, capital planning, acquisition, and construction
- **Governance Committee**
  - Board operations, Trustee development, and conflict of interest
- **Investments and Capital Projects Committee**
  - Investment of funds and review of planned major capital projects
- **Audit Committee**
  - Integrity of financial statements, internal controls, external auditors, legal and regulatory compliance, risk management
- **Nomination Committee**
  - Conduct annual Board Officer nomination and election process

# University System Student Board (USSB)



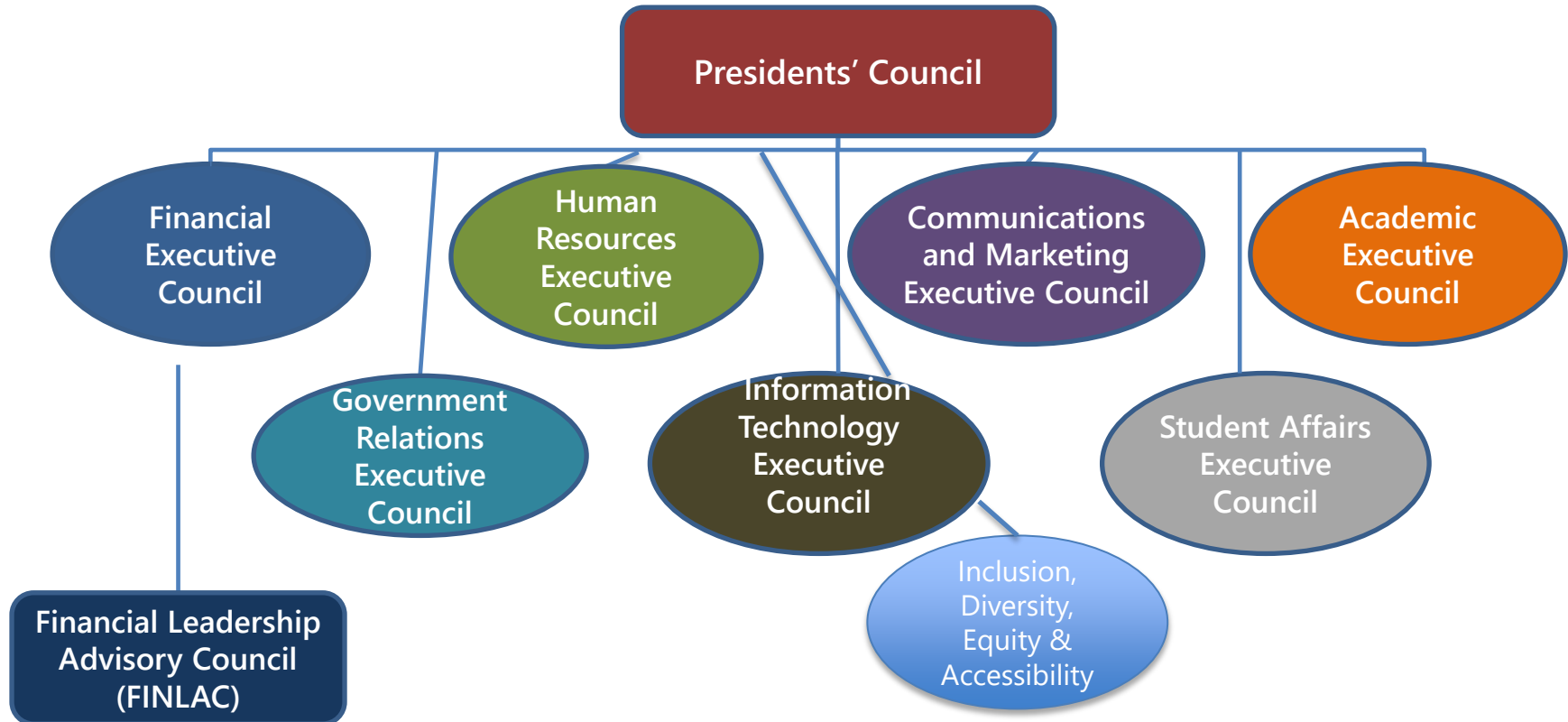
- Established by the Board of Trustees in its [\*Bylaws, Article VI, University System Student Board\*](#).
- Stated purpose: “There shall be a University System Student Board ("USSB") to advise the Board of Trustees and each of its committees on all topics and matters of interest to the students of any or all of the component institutions of USNH.”
- Governed by the [\*USSB Charter\*](#), adopted by the Board of Trustees.
- In addition to advising the Board, the USSB shall: “Coordinate and collaborate with component Student Bodies.”



# Board and Committee Meetings

- **All Trustees Entitled to Attend Every Meeting**
- **Right-to-Know Law**
  - Open meetings
  - Public process
  - Who votes
  - Quorum required
- **Public records**
- **Schedule**
  - Fit to the annual Fiscal, Academic, and Governance cycles
  - Three full Board meetings – each institution hosts one
  - Strategic planning retreat
  - Committee meetings preceding Board meetings
  - Full calendar on web site
  - Periodic updates from system office

# USNH Presidents' and Executive Councils



# Presidents' Council



- **Established by State Law, RSA 187-A:16, IV:**
  - The Board of Trustees shall ... Establish an administrative board ... which shall be the coordinating body for the university system. The board is responsible for recommending and implementing policies and procedures which assist the campus presidents in discharging their responsibilities in such a manner as to provide for maximum institutional initiative and responsibility within a unified university organization.
- **Comprised of the campus Presidents and the Chancellor**
- **Recommends to the Board re: Board-level policy and planning matters**
- **Establishes System-level policies**
- **Keeps Board appropriately informed on status and results of operations**
- **Oversees the operation of the Executive Councils**
  - Finance (FINEC); Human Resources (HREC); Academic Affairs (AEC); Information Technology (ITEC); Governmental Relations (GREC); Communications and Marketing (CMEC); and Student Affairs (SAEC)

# Role of the System Office (UPDATE POST JUNE)



- Board's Executive arm and voice (external and internal constituents)
- Provide advice and analysis to support strategic planning and Board decision making
- Human Resources, Retirement, Benefits, Compensation
- Finance
  - Procurement and Contracts
  - Treasury (cash, investments, debt, tax)
  - Financial Operations Center (FOC) – Payroll, Accounts Payable, Non-Student Accounts Receivables, Travel and Expense Reimbursements, P-card Reconciliation/Accounting, General Accounting, and Financial Reporting
  - Financial Planning and Analysis (FP&A) – Budgets, Forecasts, Multi-Year Planning, Analysis
  - Internal Audit and External Audit
  - Capital Planning (detailed for PSU and KSC)
- Enterprise Technology & Services (new GY 2025)
- Communications and Marketing
- Legal Services
- Executive/Staff to Board Committees
- Insurance/Risk Management
- Institutional Research
- Legislative Liaison

# Trustee Duties and Expectations

**Trustees are fiduciaries who owe the System as a whole three duties: Care, Loyalty, and Obedience**

## **Duty of Care:**

- Focus on process: act with “degree of diligence” that an “ordinarily prudent person” would under similar circumstance
  - “Ordinary person”
    - » Does not have professional expertise in every area
    - » May rely upon expert advice in making determinations
    - » Would ask questions if unclear or needed more information
  - “Degree of diligence”
    - » Regularly attend meetings (UPDATE POST JUNE GC MEETING)
    - » Read and evaluate the meeting materials prepared in advance of the meeting
    - » Ask questions and participate actively in board discussions;
    - » Be knowledgeable of the institution’s purposes, operations, and environment
    - » Seek out and be open to different viewpoints
  - “Similar circumstances”
    - » What if it was your money? Your job? Your student?

- **Duty of Obedience:**
  - Furtherance of mission
  - Compliance with legal and other requirements
  - Manage disagreement with a decision made by Board or Committee
- **Duty of Loyalty:**
  - Avoid conflicts of interests (and appearance of conflict)
  - Acknowledge and manage “dual interests”
  - Recuse where appropriate
  - Confidentiality
  - Put USNH interests above personal or local interests

# Board Conflict of Interest Policy



Part of a trustee's duty of loyalty is complying with Board conflict of interest and dual interest policies.

- Conflict of interest policy focuses mainly on trustees' potential financial interests
  - Relevant Board policy: BOT III.I
  - Prohibits trustees from using position to financially benefit themselves or their families
    - Includes use of confidential, sensitive, or private information obtained through role as trustee
- Additional responsibilities:
  - Maintain confidentiality of non-public sessions
  - Report illegal or unethical activity (whistle-blowing)

# Dual Interests

- Board policy: BOT III.I
- Definition: relationship that has the potential to influence judgment on issue before the Board
- Obligation to self-monitor and assess
- Disclose and recuse where appropriate
- Examples



# Annual Certification and Disclosure Process(es)



- Annual disclosures (in January of each year):
  - Per Board of Trustees policy (for all trustees)
  - Per state law (separate requirement for trustees appointed by Governor & Council) (**TO BE UPDATED WITH NEW INFO FROM SOS**)
- Periodic disclosures
  - Federal Communications Commission survey (three radio station licenses)
  - U.S. Department of Education Program Participation Agreement survey

# New Trustee Mentor Program



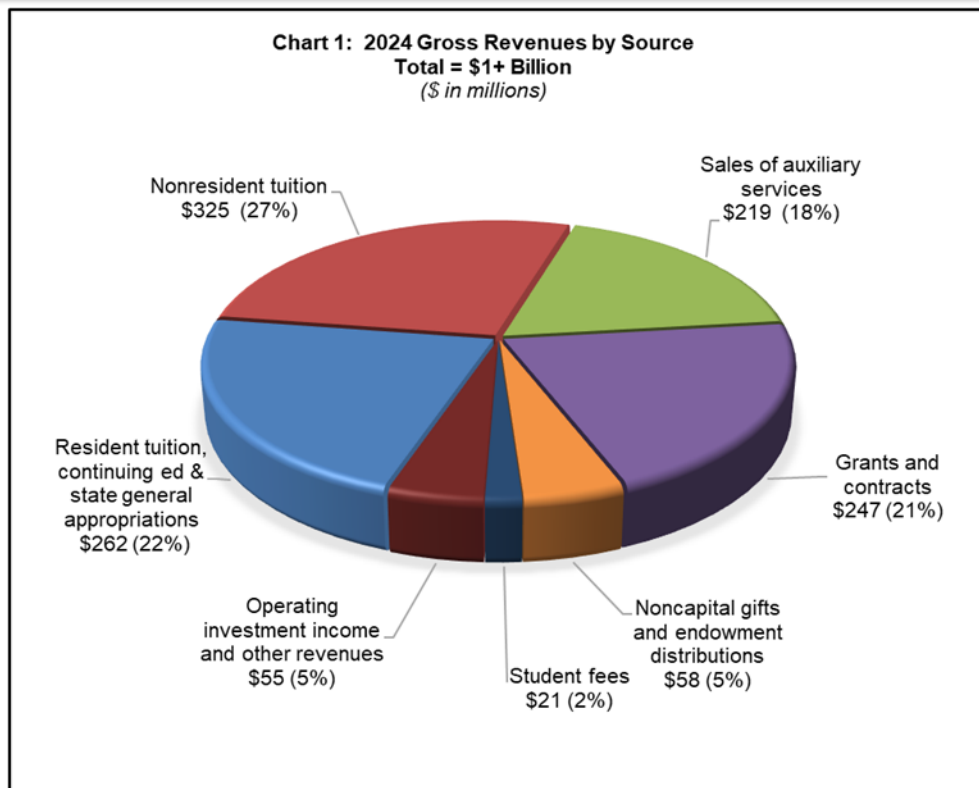
- **Participate with the new member** in the Board's annual Orientation Program
- **Meet with the new member** at least once prior to the first Board meeting
- **Remain in close contact** with the new member throughout the first meeting
- **Introduce the new trustee** to other Board members
- **Meet with the new member** following the first Board meeting
- The pre- and post-meeting discussions should **continue throughout the first year**
- **Check-in with the new member periodically** throughout the first year

## USNH Financial Affairs: An Overview

TO BE UPDATED SEPTEMBER 2025

# 2024 Revenues By Source\*

## Total = \$1+ Billion; Tuition = \$479 Million



\*External Presentation Format

# Preliminary/Unaudited FY24 Results

## 'Recurring' OM \$26M, 2.8%

### Including 'Non-Recurring' \$12M, 1.2%



University System  
of New Hampshire

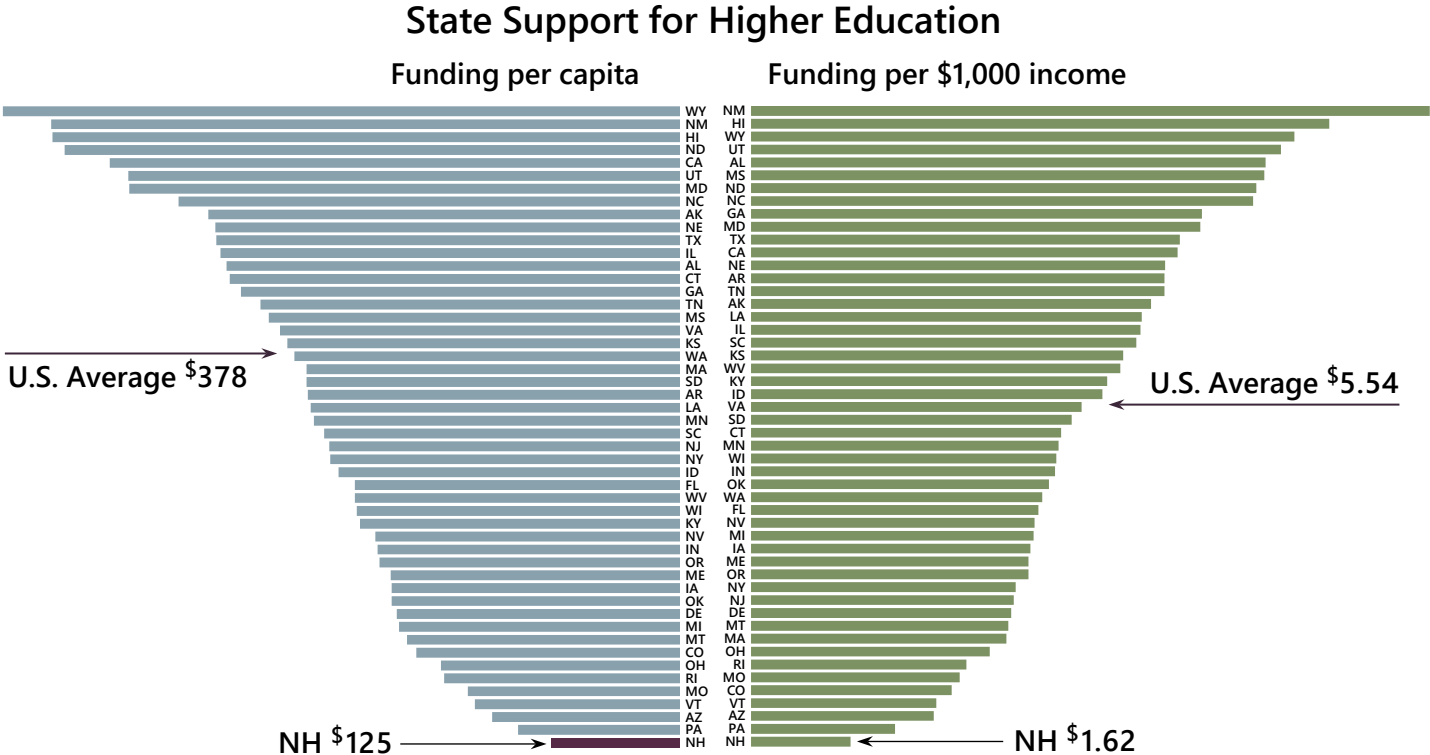
	FY21 Final	FY22 Final	FY23 Final	FY24 Budget	FY24 Projection	FY24 Act/Prelim	FY24 Unaudited v Projection	
							\$	%
Gross Tuition / Fees	508.2	504.9	503.5	512.2	509.5	509.2	(0.4)	-0.1%
Financial Aid	(207.1)	(214.1)	(218.8)	(225.6)	(233.4)	(232.9)	0.5	-0.2%
<b>Net Tuition / Fees</b>	<b>301.1</b>	<b>290.8</b>	<b>284.6</b>	<b>286.6</b>	<b>276.1</b>	<b>276.3</b>	<b>0.2</b>	<b>0.1%</b>
<b>Financial Aid % of Gross Tuition / Fees</b>	<b>40.8%</b>	<b>42.4%</b>	<b>43.5%</b>	<b>44.0%</b>	<b>45.8%</b>	<b>45.7%</b>	<b>0.0</b>	<b>-0.1%</b>
State of NH General Appropriations	88.5	88.5	88.5	98.0	98.0	98.0	0.0	0.0%
Auxiliary Services	162.8	193.3	210.2	214.5	215.1	219.5	4.4	2.1%
Grants, Contracts, and Other Operating Revenue	249.1	275.2	333.6	329.2	366.7	357.3	(9.4)	-2.6%
<b>Total Operating Revenues</b>	<b>801.5</b>	<b>847.8</b>	<b>917.0</b>	<b>928.3</b>	<b>955.8</b>	<b>951.0</b>	<b>(4.8)</b>	<b>-0.4%</b>
Employee Compensation	527.2	503.6	545.0	552.1	552.8	559.2	6.4	1.2%
Supplies & Services	158.8	221.1	253.6	253.3	270.4	254.9	(15.6)	-5.8%
Depreciation, Plant & Equipment Investment	72.5	71.6	75.0	72.3	76.0	74.5	(1.5)	-1.9%
Other Operating Expense	32.8	34.0	39.4	41.4	40.5	36.2	(4.3)	-10.6%
<b>Total Operating Exp Excl One-Time</b>	<b>791.3</b>	<b>830.4</b>	<b>913.1</b>	<b>919.1</b>	<b>939.8</b>	<b>924.8</b>	<b>(15.0)</b>	<b>-1.6%</b>
<b>Recurring Operating Margin</b>	<b>10.2</b>	<b>17.4</b>	<b>3.9</b>	<b>9.3</b>	<b>16.0</b>	<b>26.2</b>	<b>10.2</b>	<b>63.5%</b>
<b>Operating Margin %</b>	<b>1.3%</b>	<b>2.1%</b>	<b>0.4%</b>	<b>1.0%</b>	<b>1.7%</b>	<b>2.8%</b>	<b>1.1%</b>	
<b>Non-Recurring/One-Time Operating Margin Impacts</b>	<b>(55.6)</b>	<b>13.9</b>	<b>26.0</b>	<b>(20.5)</b>	<b>(27.4)</b>	<b>(14.6)</b>	<b>12.8</b>	<b>-46.6%</b>
<b>Total Operating Margin including One-Time Impacts</b>	<b>(45.4)</b>	<b>31.4</b>	<b>29.9</b>	<b>(11.2)</b>	<b>(11.3)</b>	<b>11.6</b>	<b>22.9</b>	<b>-202.4%</b>
<b>Total Operating Margin %</b>	<b>-5.2%</b>	<b>3.4%</b>	<b>3.1%</b>	<b>-1.2%</b>	<b>-1.2%</b>	<b>1.2%</b>	<b>2.4%</b>	

# USNH Uses of State Appropriations



- State appropriations to support operations in FY 24 totaled \$95 million or about 10% of USNH operating expenses. Appropriations to USNH are used for two purposes:
  - **Buy down in-state tuition**
  - **Fund statutory programs totaling approximately \$13 million annually:**
    - Cooperative Extension Service
    - Agricultural Experiment Station
    - Center for Industrial Research Development
    - Marine Research and Development

# Challenges: Last in State Support



FY2024 data from SHEEO and Illinois State University Grapevine, Table 4, retrieved 9/16/2024, <https://shef.sheeo.org/grapevine>.  
State and local general appropriations for public 4-year, public 2-year, and (in some states) private postsecondary institutions

# USNH Finance Terminology

- **OM = Operating Margin**
  - OM is the % representing net income from recurring activities/revenues.
  - OM increases UFR so is available for future capital needs, strategic investments, etc.
  - Board adopted budget parameters will target systemwide and/or campus OM
  - ‘Recurring’ OM excludes significant one-time/temporary financial impacts
- **FY = USNH Fiscal Year** runs July 1 to June 30
- **Budget** = Annual budget approved by the Board in June of each year for the subsequent FY
- **P1/P2** = annual Period 1 (P1) and Period 2 (P2) projections provided to the Financial Affairs Committee in January and April of each year
- **MYP or Financial Models** = Multi-Year Plan/Models (generally 5 years)
- **Net Tuition** = Tuition revenue net of financial aid
- **Discount Rate** = The percentage of financial aid to gross tuition
- **Debt** = In general, bonds outstanding which as issued only for self-supporting activities (auxiliary services such as housing, dining, recreation facilities, etc)
- **UFR:Debt** – Unrestricted Financial Resources divided by outstanding debt measures the resources (‘equity’ not cash) available to fund outstanding debt due primarily to bondholders
- **Total Cash & Investments to Adjusted Debt** - Total cash and investment divided by debt, which includes bonds outstanding as well as lease obligations, indicating the liquidity (cash/investments) available to pay outstanding debt and similar obligations



- **USNH Restricted and Unrestricted Net Position (Reserves) Definitions:**
  - **Restricted** – Resources subject to externally imposed stipulations for a specified purpose such as scholarships or academic programs as well as campus endowment balances required to be invested in perpetuity by the original donors
  - **Unrestricted** - Resources that are not subject to externally imposed stipulations. These funds are designated to support academic, or auxiliary enterprises or invested to function as endowment, or internally committed to capital construction projects.
- **Unrestricted Fund Types:**
  - **Education and General funds (E&G):** Funds generated mainly through activities directly related to the basic USNH institutions' mission (Education, research and public service) or from unrestricted gifts.
  - **Internally designated funds (IDES):** Funds generated by campus activity or unrestricted gifts set aside by the campus for a specific purpose.
  - **Auxiliary services:** amount generated by providing non-academic services such as housing and dining.
  - **Unrestricted Quasi-endowment:** Unrestricted funds directed to be invested for future use by a campus or by the Board.
  - **Unexpended Plant funds:** amounts earmarked for plant projects which remain unexpended at the reporting date.
  - **Unrestricted loan fund:** amount outstanding on institutional loans to students

- **Endowment Fund Definitions:**

- **True endowment funds:**

- Gifts donated to a USNH institution with a purpose restriction as well as instructions that the funds be invested in perpetuity.
    - Gifts which the donor has instructed the recipient campus to invest in perpetuity. However, in this case, the donor has not stipulated uses for which the distributions must be spent.

- **Quasi Endowment funds**

- Gifts made to a campus for a specific purpose. While the donor did not state that the funds should be invested in perpetuity, the campus decided to honor the donor by requesting that the funds be endowed.
    - Unrestricted funds balances that a campus requested to be invested to generate income to support specific activities or programs in future years.

# Questions and Discussion



- Questions?
- Comments?
- Additional Information?
- Suggestions?

# Resources



- USNH Web Site ([www.usnh.edu](http://www.usnh.edu))
- USNH On-Line Policy Manual (<http://www.usnh.edu/olpm/>)
  - USNH Charter (RSA 187-A)
  - BOT Bylaws
  - BOT Policies
  - USSB Charter
- Subscriptions:
  - *The Chronicle of Higher Education*
  - *AGB's Trusteeship*
- Orientation Session Handbook and Flash Drive

# Thank You!



- For your commitment to serve USNH;
- For continuing the Board's tradition of excellence; and
- For participating in this orientation session.

Please let the System Office staff  
know what they can do  
to help YOU!