



**BOARD OF TRUSTEES
ANNUAL PLANNING RETREAT
SEPTEMBER 5, 2025**

Meeting Held at UNH-Manchester, Multipurpose Room
88 Commerce Street, Manchester, 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, Matthew Ash, Maureen Beauregard, Donald Birx, Jamie Burnett, Elizabeth Chilton, Ethan Dupuis, Brendan Finn, Patrick Griffin, George Hansel, Tim Hoheneder, Shawn Jasper, Rick Ladd, Brian McCabe, Joël Nkounkou, Peter Paul, Jennifer Higgins Pitre, Catherine Provencher, Wayne Semprini, Melinda Treadwell, Gregg Tewksbury, Christiana Thornton, and David Westover. Also in attendance: Governor's Representative John Corbett. Trustees not in attendance: Caitlin Davis, James Gray.

Call to Order: At 8:39 am, Chair Pilot called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Chair's Welcoming Remarks: Chair Pilot introduced incoming trustees Brendan Finn, Matthew Ash, Jen Higgins Petrie, Tim Hoheneder, and Caitlin Davis (who passed along her regrets that she was unable to attend the meeting because of a funeral), and new Governor's representative John Corbett. The remaining trustees then briefly introduced themselves to the incoming trustees. The Chair invited the Board to view the morning's items as necessary to ground the Board on its past work and the afternoon's work as looking forward to the academic year to come.

Governance and Fiduciary Duty: System General Counsel Chad Pimentel and Vice Chair Ardinger presented on the three fiduciary duties owed by board members and how those duties overlap with more general principles of good board governance. Topics included the importance of the Board speaking with many voices before a decision and with one voice after making decisions with the best interests of the entire System in mind.

Follow-up on June Governance Action: Chair Pilot noted that at its June meeting the Board had made a change in the reporting structure of institutional leadership. He further noted that clarification was needed on each item, so that the institutional leaders understand the Board's view on governance.

Chancellor Provencher then presented clarifying questions for the Board to consider on the leadership reporting issue. She began by noting that the understanding among the presidents and she is that the Board is anticipating that work over the next two years should assume the System will remain one system with three separately accredited institutions. Most trustees voiced their views on the question. While some preferred alternate options, a supermajority of those who spoke confirmed the

Chancellor's general understanding, although trustees also preferred that the plan be evaluated continuously rather than waiting a full two years. In other words, the Board is currently committed to three independent, financially sound and sustainable institutions. Chancellor Provencher confirmed that the Presidents' Council expected to present data to the Board continuously through the period. Next, Chancellor Provencher confirmed that the Board's directive is to centralize all possible administrative and support functions under UNH where that consolidation presents opportunities for cost savings. Chair Pilot summarized by saying that the Board's current direction is for the Presidents' Council to continue work to get each institution on firm financial footing, relying in part on increased shared services, with frequent reports to the Board on progress and options.

Update on FY 26 Budget: Vice Chancellor & Treasurer Karen Benincasa and the institutional presidents then presented on the work done to address the approximately \$28 million in unaddressed FY 26 budget risks identified at the June meeting. The presidents then presented summaries of the actions to be taken at the institutional level, which involve reductions in staff and faculty, savings in travel and goods and services spending, consolidation of physical plant, cuts to non-core programs, and, in the case of PSU, final implementation of the school's cluster model in response to unsustainable enrollment in certain programs. Student trustees commented on the effect of the cuts made to date and noted that they have not seen significant changes on campus. Trustees expressed thanks for the work done by institutional leadership and the finance teams throughout the System to provide the detail requested by the Board in June.

Shared Services Optimization Project: Chancellor Provencher provided the Board with an update on the effort to identify further efficiencies through the increased use of shared services across the System. The Chancellor began by noting that any savings from shared services would be in addition to the FY 26 savings identified by the institutional presidents in the previous discussion. The Presidents' Council has established a governance process and working charters for workgroups to add new areas to shared services. Each group will have representation from each institution, finance support, and a brief to reach out to other relevant stakeholders in its area. The chairs of the workgroups will be responsible for and accountable to deliver recommendations to the presidents council. The workgroups will attempt to work by consensus but will leave space for minority opinions. The Council has identified Advancement, Facilities, Enrollment Management and Library Services as the first workgroups established.

Trustees asked questions about the level of involvement of KSC and PSU staff on the workgroups and confirmed that the ultimate decision on how to proceed will rest with the Chancellor with input from the institutional presidents and be memorialized in service level agreements. The Board will receive ongoing updates on the work as it progresses.

Multi-Year Financial Model: Vice Chancellor & Treasurer Benincasa presented an update of the five-year financial model first presented to the Board last year. This version included updated assumptions and incorporates institution-level plans for cost reduction and implied a need to reduce costs by more than \$90 million by 2030 in order to maintain a 1% operating margin, a material increase from the amount implied by the previous model attributable to decreased enrollment and reductions in state and federal funding. Cash on hand is projected to stabilize and remain flat over the five-year period once a reduction in capital spending is implemented. Trustees discussed the need for quick and successful execution of cost-savings plans and asked staff to consider what key performance indicators might be established to track progress. Proposed KPIs will be brought to the Financial Affairs Committee at the October business meeting.

Academic Planning and Efficiency: Chancellor Provencher introduced David Vuletich and Paul Gunther from EAB, who are assisting the System on evaluating and improving academic efficiency at the institutions. Their presentation began with an overview of enrollment and financial trends in higher education. It then presented five potential ways to increase efficiency: space utilization (meaning properly incentivized efforts to schedule additional classes), academic program review and efficiency (meaning an ongoing review of the cost, enrollment, and outcomes of academic programs), instructional capacity (meaning whether the same number of faculty could teach more students), departmental reorganization, and course sharing across institutions.

The presentation then proceeded to a more in-depth discussion of efficiency and the challenges of improving efficiency without undermining mission or imperiling faculty morale. EAB noted that it is important to distinguish between intentional, mission-driven inefficiencies and unintentional inefficiencies that undermine financial stability. The initial focus is on identifying sections with fewer than 10 students, identifying underfilled sections, and identifying faculty teaching less than the expected course load. These courses could be either offered less often or in fewer sections, depending on the subject matter and instructional delivery, generating savings that could be used to stabilize the institution's finances and re-invest in mission-driven academic work. The presentation emphasized that faculty should be actively engaged in this process. EAB plans to work with each of the institutions to analyze the potential for academic efficiencies in the coming year, beginning with data collection at UNH. Trustees discussed ways to engage faculty in the process and to ensure that efficiencies do not come at the expense of student success. Trustees also urged that the review be expanded to include System-wide efficiencies where possible and discussed the infrastructure work necessary to achieve those efficiencies.

Update on USNH Online Initiative: UNH President Chilton introduced this item by noting the challenges the System has had in constructing a cohesive online education portal across all of its institutions and program categories. UNH retained UPCEA, a nationally organization dedication to remote learning, to recommend ways to unify online development. UPCEA recommended that UNH build a new organizational structure to support online education with UNH as the backbone, and KSC and PSU using that infrastructure for its own courses.

President Chilton then introduced UNH Provost Jen Riley, who is leading the efforts to implement those recommendations. Provost Riley noted that USNH would be playing catch-up in the online space and would need to be innovative in targeting specific programs and populations to kickstart the online arm of the System. Provost Riley addressed both the infrastructure and academic program design improvements that will need to be done as part of this project. Provost Riley convened a cross-System working group over the summer to begin working on the infrastructure project. Their recommendations will be delivered this month, after which faculty can be engaged about academic programming. Trustees expressed thanks for the clarity and urgency of the presentation.

Further Business: Chancellor Provencher reported that System leadership is actively meeting with state elected officials regarding state funding and the impact that the System has on workforce and economic development in the state. The Chancellor is developing a government relations plan aimed at encouraging more regular contact with elected officials and highlighting the good work of the System. Trustees added that there is a need to address the broader perception of the value of the System and higher education.

Trustee Rep. Ladd noted that there is a House bill pending that would dictate graduation requirements for USNH students and confirmed that the Board opposes attempts to legislatively determine graduation requirements.

Wrap-up and Chair's Closing Remarks: Chair Pilot reiterated the Board's guidance regarding the morning's governance discussions, including the current commitment to achieving the goal of three independent, financially viable institutions and the need for frequent re-evaluation of the progress toward and viability of that goal. Chancellor Provencher will follow up with a proposed communication to the System community about that immediate path forward. Chair Pilot concluded by thanking the trustees and institutional leaders for their thoughts and good work both during the meeting and over the course of the last year.

Adjourn: At 3:51 pm Chair Pilot called for further business and, hearing none, adjourned the meeting.