



BOARD OF TRUSTEES GOVERNANCE COMMITTEE

Meeting Held at Young Student Center
Keene State College, Keene, NH
October 23, 2025

Meeting Minutes

DRAFT

In Attendance: Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Committee Vice-Chair Christiana Thornton, Jamie Burnett, and Brendan Finn. Committee members participating remotely: Committee members absent: Maureen Beauregard and Patrick Griffin. Other trustees present: Matthew Ash, Don Bix, Elizabeth Chilton, Jeremy Dupuis, Tim Hoheneder, Shawn Jasper, Kevin Knarr, Brian McCabe, and Mike Pilot. Others participating in meeting: UNH EVPFA Aaron Howell, UNH University Architect Ken Weston, and USNH General Counsel Chad Pimentel.

Call to Order: At 10:45 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 Thornton and seconded by Trustee Burnett, the Committee unanimously voted as follows to approve the minutes of its most recent meeting:

VOTED, the Governance Committee hereby approves the minutes of its June 26, 2025 meeting as presented in the materials distributed with the agenda to this meeting.

Review of Annual Inventory of Trustee Skills and Interests and Report of Board Skill Gaps to Nomination Committee: The Committee reviewed the results of the annual inventory of trustee skills and interests. The Committee noted that skill gaps remained in the areas of law, safety and security, and agriculture. The Committee also noted continuing imbalances in the gender, race, and county of residence of trustees. The Committee then referred these identified gaps to the Nomination Committee for its use in identifying and recommending future candidates for appointment or election to the Board. The Committee also noted that with recent turnover, a clear majority of trustees have held their seats for five or less years and will discuss whether that warrants future programming designed to support those trustees.

Presentation on Governance Structure for Potential Innovation Park at The Edge: UNH EVPFA Aaron Howell and University Architect Ken Weston gave an informational presentation on the options for the governance structure of the potential innovations park to be created at The Edge in Durham. Options considered included direct UNH control of the project, creation of an affiliated non-profit entity, creation of an independent non-profit entity, and creation of a separate for-profit company.

Benefits of a separate entity (as identified by a third-party consultant) include limitation of financial and liability risk and allowing the separate entity to have a distinct separate mission. Challenges associated with a separate entity include a loss of control over a large, visible project, creating reputational risk, and a lack of clarity around how the project would then benefit UNH or USNH financially. A robust discussion followed, with trustees asking questions about the above topics, as well as about the resources necessary to pursue the project. The Committee asked for a more detailed comparison of the affiliated nonprofit model against the unaffiliated nonprofit model, with both financial and governance concerns included to the extent possible, to be brought back to the Committee in March.

Proposed Amended Policy on Trustee Attendance Expectations: At its June meeting, the Committee discussed the possibility of amending the Board Policy on expectations on trustee attendance in order to clarify the expected standard of attendance. General Counsel Chad Pimentel presented a draft amendment that would clarify that trustees are expected to have no more than one unexcused absence per governance year at Board and committee meetings. Absences would be excused or not by the chair of the board or committee. The Committee asked for clarifications to the amendment's language. A revised version will return to the Committee in March for action by the Committee and Board.

Update on Trustee Orientation Process: General Counsel Chad Pimentel provided an update on the process. The initial orientation session has been held and new trustees have been assigned mentors. Campus visits are in process as well.

Review of Committee Workplan: The Committee reviewed and accepted its proposed work plan for the coming year as presented in the meeting materials.

Diversity on the Board of Trustees (Standing Item): The committee determined that this item had been sufficiently discussed during the earlier review of the trustee skills and interests inventory.

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