



Governance Committee Meeting

October 23, 2025

10:45 am - 12:15 pm

Mabel Brown Room, Young Student Center

Keene State College

<https://zoom.us/j/93670693387?pwd=gpps55Bk28ApFPrE9V3Jbg96Q6GUlc.1>

University System of New Hampshire

2025 October 23 - 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 June 27, 2024 as presented in the materials distributed with the agenda to this meeting.

Approve

A. 2025-06-26 - Governance Committee - Regular Meeting - Minutes - DRAFT for review and approval.docx

3

15 minutes

IV. Review updated Board Inventory of Experience, Skills, and Interests

Chad Pimentel

Discuss report

Receive report

A. 2025-10-23 BOT Inventory of Experience, Skills, and Interests.pdf

5

5 min

V. Identify Experience, Skills, and Interests gaps and transmit to Nomination Committee

Chad Pimentel

Identify gaps for transmission to the Nomination Committee

Discuss

25 Minutes

VI. Governance Structure of Potential Innovation Park at The Edge

Ken Weston, Aaron Howell

Discussion

A. Presentation

9

15 Minutes

VII. Draft Amended BOT Policy on Trustee Attendance Expectations

Chad Pimentel

Discuss and
Recommend Edits

5 Minutes

VIII. Update on Trustee Orientation Process

Chad Pimentel

Discuss

5 minutes

IX. Review Committee Work Plan for GY25-26

Chad Pimentel

Review committee work plan - adjust, if needed

Review and Amend
as Needed

A. GY25-26 Governance Committee Workplan Updated October 2025

17

5 minutes

X. Diversity on the Board of Trustees

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

Discuss

XI. Call for Further Business

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

XII. Adjourn



BOARD OF TRUSTEES
GOVERNANCE COMMITTEE

DRAFT

Meeting Held at Plymouth State University, Plymouth, NH
Merrill Conference Center, Multipurpose Room A
(June 26, 2025)

Meeting Minutes

In Attendance: Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Cathy Green, Patrick Griffin, Christiana Thornton, and David Westover. Other trustees present: Elizabeth Chilton and Mike Pilot. Others participating in meeting: 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 Green and seconded by Trustee Griffin, the Committee unanimously voted as follows to approve the minutes of its March 20, 2025 meeting:

VOTED, the Governance Committee hereby approves the minutes of its March 20, 2025 meeting as presented in the materials distributed with the agenda to this meeting.

Review of Results of Annual Trustee Self-Evaluation and Survey: The committee reviewed the responses to the annual survey and noted low scores related to trustee engagement and participation in campus events. In response, staff will attempt to curate a monthly email to board members alerting them about events on campus. The committee also noted that multiple respondents had noted a lack of background in university budgeting processes. The committee suggests that training be made available, either online or possibly at the next Board retreat, on higher education financial structures and terminology to allow trustees to better participate in budget discussions. The committee will also review the questionnaire in an effort to streamline it by removing less important or duplicative questions.

Review of Trustee Attendance Data and Related Board Policy: The committee determined that the Board policy on trustee attendance should be updated in order to better encourage in-person attendance at meetings and discourage unexcused absences from meetings. The General Counsel will draft proposed revisions and bring them to the committee and board for review and approval at the next board business meeting.

Review of Committee Charter Workplan: The Committee reviewed and accepted its proposed work plan for the coming year as presented in the meeting materials. The committee also determined that no changes were needed to its charter.

Discussion on Structure of UNH Chancellor Position: The Governance Committee maintains this as a standing annual agenda item on this issue each June. The committee noted that this issue will be discussed by the full Board when it meets later in the day, and so did not engage in substantive discussion about the options for the structure of the Chancellor role. However, at the suggestion of Board Chair Pilot, following the discussion at the board meeting the committee will plan to develop recommendations for possible changes to the role of the Chancellor (if needed) prior to the Board's retreat in September.

Diversity on the Board of Trustees (Standing Item): The committee received an update from the General Counsel on a pending bill that could affect the Board's work in this area and determined that it should keep the topic as a standing agenda item.

Adjourn: At 12:14 pm, Chair Ardinger called for further business and, hearing none, adjourned the meeting.

Worksheet

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USNH Board of Trustees
Inventory of Experience, Skills, and Interests

Worksheet

Legend:																								
Term Limited This Year																								
Term Ends Unless Reapp't																								
Occupation/Expertise: N ≤ 1																								
Occupation/Expertise Back Above 1																								
End of Term (yy)			28	28	NA	26	NA	29	NA	26	27	27	28	NA	28	26	25	27	29	NA	27	27	25	27
African American	1	0														x								
Asian/Pacific Islander	0																							
Latino/Hispanic	0																							
Native American	0																							
White	21	3	x	x	x	x	x	x	x	x	x	x	x	x	x		x	x	x	x	x	x	x	x
Other	0																							
Education																								
Bachelor's	13	2						x	x	x	x		x		x	x		x	x		x	x	x	x
Master's	7	1		x	x	x		x									x		x	x				
Ph.D.	2	0			x		x																	
Other	2	0	x									x												
II. OCCUPATIONAL AND GOVERNANCE EXPERIENCE																								
Occupation																								
Agriculture	2	0										x												x
Accounting/Audit	3	0															x				x			
Architecture	0	0																						
Arts and Letters	1	1				x																		
Banking/Investment Mgmt	4	1				x											x				x	x		
Education	4	1			x	x											x							
Emergency Management	0	0																						
Engineering	3	1			x				x							x								
Finance	7	0			x						x		x	x			x	x			x			
Fundraising	7	1			x	x					x		x				x		x	x				
Higher Education	7	2	x		x	x	x									x	x					x		
Hospitality/Tourism	1	0															x							
Human Resources	1	0																				x		

USNH Board of Trustees
Inventory of Experience, Skills, and Interests

Legend:			Worksheet																					
			Term Limited This Year	Term Ends Unless Reapp't																				
Occupation/Expertise: N ≤ 1																								
Occupation/Expertise Back Above 1																								
End of Term (yy)			28	28	NA	26	NA	29	NA	26	27	27	28	NA	28	26	25	27	29	NA	27	27	25	27
Information Technology	1	1														x								
Insurance/Risk Mangement	3	2															x						x	x
Investments	4	1											x				x	x				x		
Law	1	0	x																					
Leadership	12	2	x	x		x	x	x		x		x	x				x	x				x	x	
Legislative	6	2				x				x	x	x		x			x						x	
Manufacturing	3	0			x						x													
Marketing/Advertising	4	1				x					x						x	x						
Media	0	0																						
Medical/Health Care	3	0											x						x		x			
Nonprofit	6	1		x		x											x		x		x	x		
Public Relations	3	2				x				x					x									
Public Sector	4	0	x			x		x				x												
President/CEO	11	2		x	x					x	x	x				x	x	x				x	x	x
Real Estate	4	0		x							x	x					x				x			
Retail	1	0																			x			
Safety and Security	1	0										x												
Other	3												x					x						
Governance Experience																								
Community/Nonprofit	14	3	x	x	x	x		x	x	x	x	x				x				x		x	x	x
For-profit	5	1				x					x		x					x			x			
Foundation/Trust	10	2		x		x				x	x		x				x	x		x		x	x	
Higher Education	14	2	x		x	x				x			x		x		x	x	x	x	x	x	x	x
Compensated Board	5	1				x											x	x				x	x	
Other	3	0							x			x		x										

Worksheet

III. FUNCTIONAL EXPERTISE



University of
New Hampshire

MOBILIZING THE EDGE INNOVATION DISTRICT

September 2024



ACCOMPANY

STILETTO

A large, leafy tree in a grassy field with a person sitting at its base. The scene is a sunny day on a university campus. A person is sitting on the grass at the base of a large tree, working on a laptop. The background shows a grassy field with other people and a building with arches.

Governance Options for The EDGE?



**The majority of
Research Park and
Innovation Districts
have a separate entity
ownership structure**

63%

OF RESPONDENTS

Different Governance for Different Mission

Innovation district:
Economic
Development

University:
Education

Evaluation Criteria for Alternative Frameworks

An independent, private non-profit 501(c)(3) legal status was found to be most effective to enable strategic and operational activities at The EDGE

Degree to Which Governance Structure Enables Strategic Activities	Ranking
Strong and enabling	5
Moderately strong and enabling	4
Somewhat strong and enabling	3
Moderately weak and restrictive	2
Weak and restrictive	1

Strategic and Operational Activities	Independent, Private Non-Profit	University-Affiliated Non-Profit	University-Affiliated For-Profit	Government Agency, Quasi-Public Corporation, or Public Authority	For-Profit Developer
Allows for speedy procurement	5	2	2	1	5
Supports efficient decision-making	4	3	3	2	5
Offers flexibility in decision making and other processes	5	2	2	1	4
Promotes access to leverage other revenue sources	5	2	3	3	5
Promotes an equitable, collaborative, shared approach to governance (e.g., committees with diverse stakeholders and intentionally broad inputs)	5	3	3	3	1
Offers control and responsibility for maintenance and infrastructure needs	5	2	2	2	5
Supports direct and indirect impact on expenditures and/or resources for the institution	3	4	5	2	1
Supports direct and indirect impact on revenues and/or resources for the institution	3	4	5	2	1
Leverages strong processes to establish and gather performance metrics (e.g., annual budget, annual expectation – milestones / targets)	4	3	3	2	3
Ensures confidentiality of tenants and partners	5	2	2	2	5
Total	44	27	30	20	35

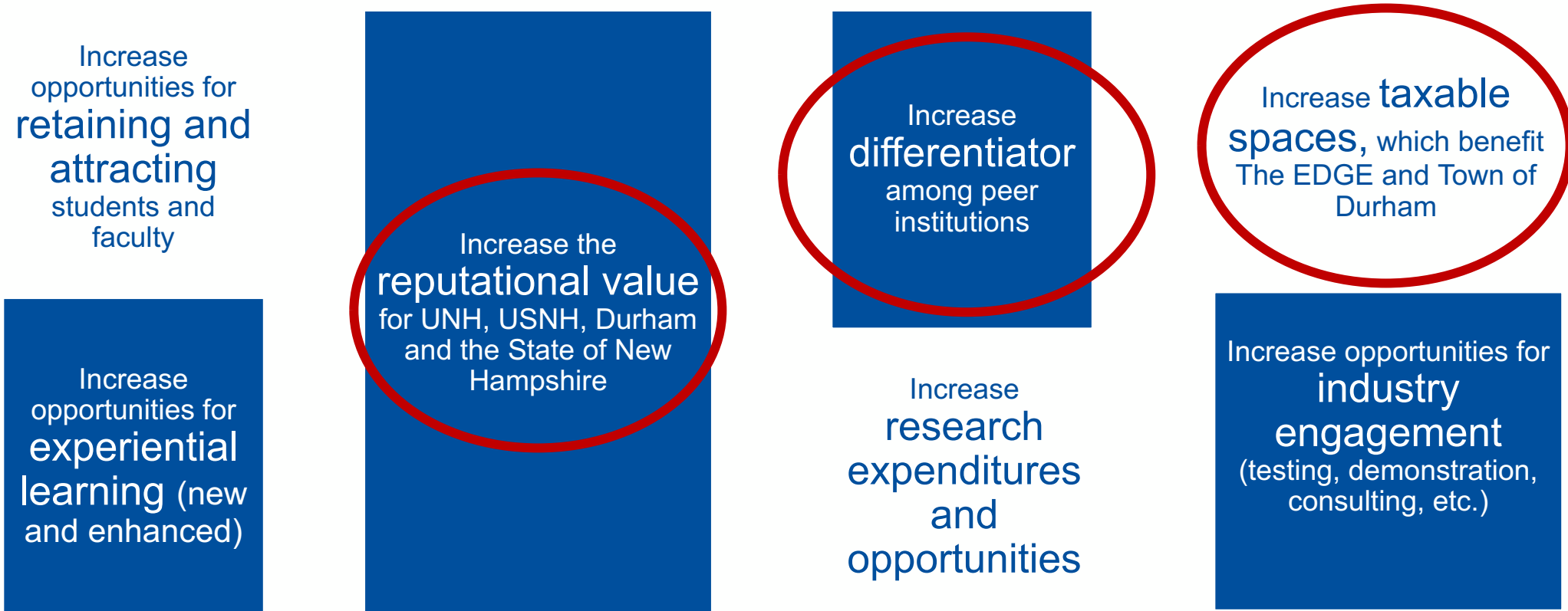
A Separate Entity Will Mitigate Risk

- 501(c)3 structure shields UNH from **business and operational liability**
- A separate entity allows The EDGE at UNH to **move at the speed of industry**, while separating business operations (and associated risks) from UNH
- Governance structure can ensure 501(c)3 can **retain autonomy**, while also operating within the oversight, vision and mission of UNH
- Like UNH Foundation employees, **The EDGE staff can remain UNH employees** (at least for first 5 years) reducing risk for disruption or departure of key employees
- A separate entity can operate without impacting **current budget priorities**
- 501(c)3 will **reinvest capital back into The Edge** for industry-supporting programs and operations

Innovation Districts Create New and Expanded Revenue Opportunities



New and Expanded Revenue Opportunities



GOVERNANCE COMMITTEE

Work Plan GY2026

Updated as of October 2025

**** Denotes 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
- Work Plan GY2026 – Assess progress, adjust as needed
- Diversity on Board of Trustees

March 2026

- Action item re: governance structure for The Edge**
- Action item re Board Policy on trustee attendance**
- Accept and review Enterprise Risk Management plan items assigned to committee
- Review student trustee election policy and processes
- Plan BOT annual self-assessment surveys
- Diversity on Board of Trustees
- Work Plan GY2026 – 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