



2025 October 24 Board Meeting

Keene State College - Young Student Center - Mabel Brown Room

Keene

University System of New Hampshire

2025 October 24 Board Meeting

Board of Trustees Agenda

I. Schedule of Events and Parking Information

- A. Schedule of Events - 5
- B. Parking Map - 7
- C. Guest Parking Permit - 8

II. Zoom Meeting Information

Meeting URL: <https://zoom.us/j/99765951013?pwd=3vmq6q8HTkQa6eCadG5VxVdkFnO1LY.1>
Or Telephone:
Dial: + 1 (US Toll) 301.715.8592
Meeting ID: 997 6595 1013
Passcode: 262502

III. Call to Order

- A. Determination of a quorum sufficient for the conduct of business
- B. Take attendance of all meeting participants

IV. Host Campus Presentation

V. Chair's Welcome & Remarks

VI. President Treadwell Farewell

VII. Consent Agenda

MOVED, that the Board of Trustees approve the consent agenda for the meeting of October 24, 2025.

A. Approval of the Minutes

MOVED, that the Board of Trustees approve the minutes of the meetings held on June 26-27, 2025, September 5, 2025, and October 15, 2025, be approved as presented.

- 1. Meeting Minutes of June 26-27, 2025 - 10
- 2. Meeting Minutes of September 5, 2025 - 16
- 3. Meeting Minutes of October 15, 2025 - 20

B. Suspend Enrollment Limitation of Out-of-State Undergraduates at UNH

MOVED, on recommendation of Elizabeth Chilton, President of the University of New Hampshire that the Financial Affairs Committee recommends that the Board of Trustees suspend for FY27 the limitation of 25 percent imposed by state statute RSA 187-A:10 on the number of undergraduate students enrolled at UNH from domiciles outside the state, it having been determined that such suspension benefits the state and UNH without impairing the opportunity for qualified students of the state of New Hampshire to attend UNH.

VIII. Chancellor's Update

Cathy
Provencher

IX. Committee Reports

- A. Educational Excellence Committee
- B. Audit Committee

1. Accept and Forward Financial Statements for the Fiscal Year Ended June 30, 2025

MOVED, on recommendation of the Audit Committee, that the USNH Financial Statements for the fiscal year ended June 30, 2025, be accepted and forwarded to the Governor, the Legislative Fiscal Committee, and others as specified in state law RSA 187-A:22.

(Attachments can be found in the Audit Committee materials)

a. BOT Motion Audited FY25 Financial Statements - 22

C. Governance Committee

D. Investments and Capital Planning Committee

1. UNH - Women's Locker Room Renovations

MOVED, on recommendation of the Investments and Capital Planning Committee, that the Board of Trustees approve an increase of \$3.012 million to the current project budget of \$10.5 million revised project budget for a total not to exceed \$13.512 million dollars for UNH Women's Locker Room Renovations Project AND FURTHER, that the \$3.012 million increase be funded by donor gifts to support a new scope of work for ski team locker rooms and added to the \$10.5 million dollars of UNH operating reserves approved on March 7, 2024.

2. Whittemore Center Renovation

MOVED, on recommendation of the Investment and Capital Planning Committee, that the Board of Trustee approve a project budget not to exceed \$20,053,000 million dollars for the Whittemore Center Renovations project with source of funds intended to be \$6,000,000 in state funding, \$6,853,000 in gift funding and \$7,200,000 in UNH operating reserves.

E. Financial Affairs Committee

1. Motion to Amend FY26 Operating Budget

MOVED, on recommendation of the Financial Affairs Committee, that the BOT approve the proposed amendment of the Fiscal Year 2026 Operating Budget as presented in the attachments.

2. Approve Maximum Tuition, Mandatory Fees and Room and Board Rates FY27

MOVED, on recommendation of the Financial Affairs Committee that, effective for academic year 2026-27, the maximum tuition rate, mandatory fees, room and board rate annual increases as presented on the attached schedule be adopted as the maximum amounts authorized.

X. NonpublicSession

MOVED, that the Board of Trustees go into non-public session for the purpose of discussing the dismissal, promotion, or compensation of any public employee; as authorized by RSA 91-A:3, II, (a) and for consultation with legal counsel as authorized by RSA 91-A:2, I, (b).

XI. Wrap-up and Next Steps

XII. Adjourn



**Committee & Business Meetings
Keene State College – Young Student Center
Keene, NH**

October 23-24, 2025

Hotel – Courtyard Marriott, 75 Railroad Street

Parking – **Thorne Sagendorph Art Gallery Parking Lot**

WiFi – Network: KSC-Events; Password – Welcome2KSC!

Staff Workroom – Room 307

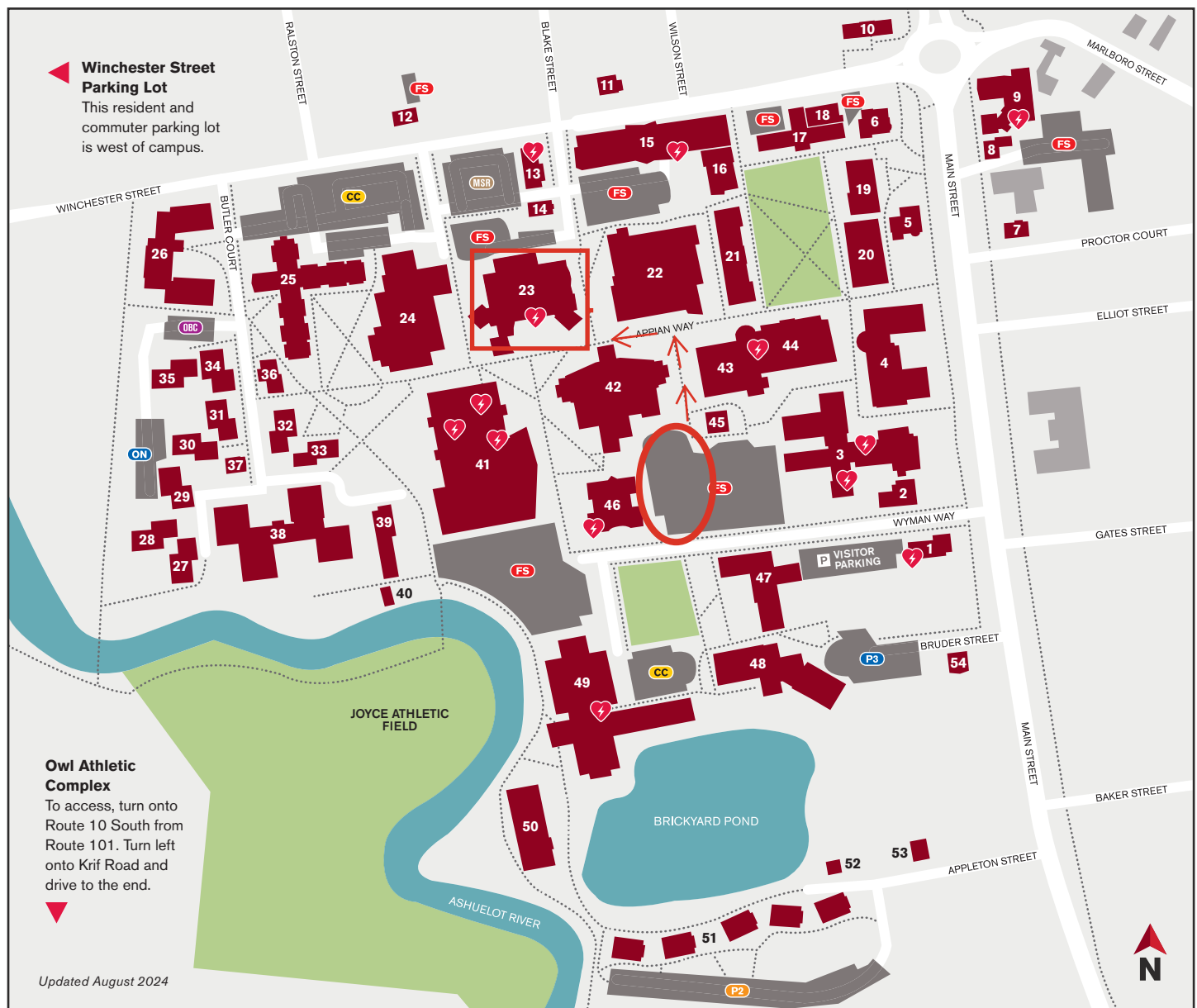
Schedule of Events

Thursday, October 23 – Young Student Center

8:00 am – 8:30 am	Breakfast <i>Mabel Brown Room – 2nd floor</i>
8:30 am – 10:30 am	Educational Excellence Committee - https://zoom.us/j/98425739596?pwd=UVms7u5qOaZLVXBQHHnSmu0kmGhwgC.1 <i>Mabel Brown Room – 2nd floor</i>
10:30 am – 10:45 am	Break
10:45 am – 12:15 pm	Audit Committee - https://zoom.us/j/95426393445?pwd=bWUXRK5lh5Q6bHdaLGv56tadh797OL.1 <i>Room 308 – 3rd floor</i>
10:45 am – 12:15 pm	Governance Committee - https://zoom.us/j/93670693387?pwd=gpps55Bk28ApFPrE9V3Jbg96Q6GUic.1 <i>Mabel Brown Room – 2nd floor</i>
12:15 pm – 1:00 pm	Lunch <i>Mountainview Room – 3rd floor</i>
1:00 pm – 2:30 pm	Investments and Capital Planning Committee - https://zoom.us/j/91995375939?pwd=xymo9M7af0dJMStJcOl4iWMKLse0aM.1 <i>Mabel Brown Room – 2nd floor</i>
2:30 pm – 2:45 pm	Break
2:45 pm – 5:00 pm	Financial Affairs Committee - https://zoom.us/j/97327187162?pwd=bLcqJvD0E5Ln0wGNV4M2PbEK9b1Fde.1 <i>Mabel Brown Room – 2nd floor</i>
5:15 pm – 8:00 pm	Reception/Dinner <i>Thorne Sagendorph Art Gallery</i>

Friday, October 24 – Young Student Center

- | | |
|--------------------|--|
| 8:00 am – 8:30 am | Breakfast
<i>Mabel Brown Room – 2nd floor</i> |
| 8:30 am – 12:00 pm | Board Meeting -
https://zoom.us/j/99765951013?pwd=3vmq6q8HTkQa6eCadG5VxVdkFnO1LY.1
<i>Mabel Brown Room – 2nd floor</i> |
| 12:00 pm – 1:00 pm | Lunch (boxed lunches to go)
<i>Mabel Brown Room – 2nd floor</i> |



BUILDING KEY (Alphabetical Listing)

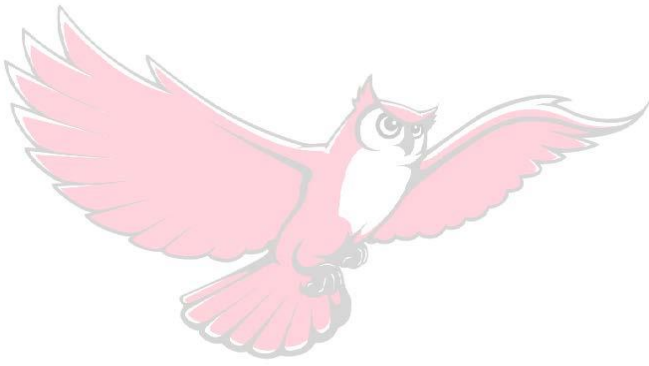
115 Winchester Street.....12	Heat Plant 16	Putnam Science Center 22
21 Appleton Street..... 53	Holloway Hall..... 25	Recreation Center..... 41
27 Appleton Street 52	Huntress Hall..... 21	Recycling..... 40
361 Main Street..... 54	Joslin House2	Redfern Arts Center 49
48 Butler Court 36	Keddy House.....1	Rhodes Hall.....4
Alumni Center9	KSC Laundry.....37	River Valley Community College..... 13
Blake House..... 10	L.P. Young Student Center..... 23	Sculpture Studio..... 45
Carle Hall 38	Mason Library 44	Spaulding Gymnasium 41
Carroll House.....8	Media Arts Center.....42	TDS Center 15
Cheshire House..... 11	Morrison Hall 20	Thorne-Sagendorph Art Gallery..... 46
Cohen Center for Holocaust & Genocide Studies 43	One Butler Court 26	Whitcomb Building 39
The Commons 47	Owl's Nests 27-35	Zorn Dining Commons..... 24
Cultural Center 14	Parker Hall 19	
Elliot Center.....3	Pondside I.....50	
Fiske Annex..... 18	Pondside II..... 51	
Fiske Hall..... 17	Pondside III..... 48	
Hale Building.....6	President's House..... 5	
	Proctor House..... 7	

Visit www.keene.edu/campus to view an interactive campus map.

AED & STOP THE BLEED KIT LOCATIONS

Alumni Center: Main Lobby
Elliot Center: Main Lobby & Wellness Center, 3rd Floor
Keddy House: Outside Campus Safety Dispatch
L.P. Young Student Center: Info Desk
Mason Library: Main Lobby
Redfern Arts Center: Box Office
River Valley Community College: Main Lobby
Spaulding Gym: Front Desk, Main Gym, and 3rd Floor Aerobics Room
TDS Center: Main Lobby
Thorne-Sagendorph Art Gallery: Southwest Entrance





Keene

STATE COLLEGE

TEMPORARY PARKING PERMIT

PERMIT: **Event on Campus**

DATE(S): **Wed 10/22/2025 Thu 10/23/2025 Fri 10/24/2025**

EVENT: **USNH Board of Trustees Meetings**

KSC DEPT: **President's Office**

VALID LOT(s): **TSAG part of Elliot (F/S) Student Center (F/S) Science (F/S)
or Holloway Commuter (CC)**

REFERENCE: **402.pdf**

IMPORTANT INFORMATION

Please, park your vehicle in the lot(s) indicated above. **You MUST print the permit and display it on the vehicle's dashboard, face up, so the words can be seen through the windshield.** If this permit is not displayed, you run the risk of receiving a parking ticket and you will be held responsible for payment.

Unless indicated above, you **DO NOT** have permission to park in any of the **RESIDENTIAL LOTS**.
(Please refer to the map on reverse side.)

If your designated lot(s) are full, you must park in the **Winchester St. lot**.

For the online KSC Campus map, please go to: <https://www.keene.edu/campus/maps/college/>.
If you have any questions regarding this temporary permit, please contact the
Parking Office 603-358-2227 or Campus Safety 603-358-2228.

Parking Map



<https://www.keene.edu/administration/policy/detail/parking/>

BOARD OF TRUSTEES JUNE 26-27, 2025 REGULAR MEETING

Meeting Held at Plymouth State University, Plymouth, NH
Merrill Conference Center, Multipurpose Room B

Meeting Minutes (DRAFT for review and approval)

In Attendance June 26: Trustees present at meeting location: Chair Mike Pilot, Vice Chair Kass Ardinger, Maureen Beauregard, Donald Birx, Jamie Burnett, Elizabeth Chilton, MJ Condon, Jeremy Dupuis, Jackie Eastwood, Cathy Green, Patrick Griffin, George Hansel, Shawn Jasper, Brian McCabe, Mackenzie Murphy, Joël Nkounkou, Peter Paul, Catherine Provencher, Wayne Semprini, Melinda Treadwell, Christiana Thornton, and David Westover. Trustees participating by videoconference: Secretary Kevin Knarr. Trustees not in attendance: Frank Edelblut, Isabella Falcetti, Sen. James Gray, Rep. Rick Ladd, and Gregg Tewksbury.

Call to Order: At 3:18 pm, Chair Pilot called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

UNH Strategic Plan: UNH President Chilton updated the Board on UNH's in-process five-year strategic plan. President Chilton noted that the previous plan expired at the end of May, and her goal is not just to develop a replacement but to also design a robust implantation program so that the plan is of practical use. The framework for the plan was developed by a 36-person working group and included feedback from stakeholders across the institution. The work was guided by the question of where UNH wants to be in 2030, with the overarching goal of advancing UNH's role as New Hampshire's public research university. It also included an assumption that, because of the demographic realities of the region, UNH will become 15% smaller over the medium- to long-term.

The workgroup articulated four pillars for the plan: Strengthening UNH's Impact, Be a First-Choice Destination, Interdisciplinary Teaching and Research Excellence, and Commitment to Well-Being and Belonging. UNH is forming an implementation committee that will be charged with developing specific goals and related metrics for each of the four pillars. These goals and metrics will be reviewed and, if necessary, revised regularly during the term of the strategic plan. Updates will be provided to UNH leadership and board on an ongoing basis as this work continues. Trustees noted that the presentation clearly identified the need for buy-in across the campus and the need for close management of limited resources in order to be successful.

Presidents' Council Strategic Vision Work: Chair Pilot noted that the Board had tasked the Presidents' Council with developing a vision for how the System should change the way it does business in the face of declining enrollment and reductions in state and federal funding. Chair Pilot noted that trustees needed to provide the Council with candid feedback on its plans. Chancellor Provencher then set out an overview of the work done by the Council. As part of that work, the Council

spoke with the leaders of other higher education systems, outside experts, and the System's accreditors, among others. Chancellor Provencher also acknowledged that further due diligence and stakeholder consultation will be needed in order to achieve any major change at the System. Options considered included:

- Maintaining the status quo structurally
- Combination with the community college system
- Combining only PSU and KSC with the community college system
- Integration of UNH and the system office and coordinating leadership at PSU and KSC
- Reorganizing as a single university with multiple campuses
- Leadership consolidation without reorganizing as a single campus under new NECHE rules

Nonpublic Session: At 3:57 pm, on motion made by Trustee McCabe and seconded by Trustee Hansel, the Board voted unanimously by roll call to enter nonpublic session for the reasons stated below:

VOTED, pursuant to R.S.A. §§ 91-A:2.I(b) and 91-A:3.II(j), that the Board enter nonpublic session for the purposes of discussing matters affecting collective bargaining strategy and/or considering confidential personnel, financial or commercial information.

Return to Public Session: At 5:45 pm, by motion duly made and seconded, the Board voted unanimously to return to public session.

Sealing of Nonpublic Session Minutes: At 5:49 pm, on motion made by Trustee Burnett and seconded by Trustee Griffin, the Board voted unanimously by roll call to seal the minutes of the nonpublic session for the reasons stated below:

VOTED, pursuant to R.S.A. § 91-A:3.III., that the minutes of the nonpublic session be sealed because disclosure would render the nonpublic session ineffective.

Recess: At 5:50 pm, the Chair recessed the Board until 8:30 am on June 27.

In Attendance June 27: Trustees present at meeting location: Chair Mike Pilot, Vice Chair Kass Ardinger, Maureen Beauregard, Donald Birx, Jamie Burnett, Elizabeth Chilton, MJ Condon, Jeremy Dupuis, Jackie Eastwood, James Gray, Cathy Green, Patrick Griffin, George Hansel, Shawn Jasper, Rick Ladd, Brian McCabe, Mackenzie Murphy, Joël Nkounkou, Peter Paul, Catherine Provencher, Wayne Semprini, Melinda Treadwell, Christiana Thornton, and David Westover. Trustees participating by videoconference: Secretary Kevin Knarr. Trustees not in attendance: Frank Edelblut, Isabella Falcetti, and Gregg Tewksbury.

Return to Order: At 8:33 am, the Chair called the meeting back to order and noted the continued presence of a quorum.

Chair's Remarks: Chair Pilot welcomed incoming UNH alumni trustee Jen Petrie and incoming UNH student trustee Matthew Ash. The Chair then recognized outgoing trustees MJ Condon, Mackenzie Murphy, Cathy Green, Ethan Dupuis, and Jackie Eastwood, and expressed the System's enormous gratitude and thanks for their work on the board.

Host Campus Presentation: PSU President Don Birx introduced PSU Director of Student Life Jessica Dutille and PSU students Daniel Donahue and Natalia Guay, who gave a presentation on the efforts PSU makes to welcome new students to the PSU community. The presentation reviewed PSU's new student orientation programs and options for finding a sense of belonging, including a variety of student clubs and assets like the student fitness center. Belonging supports student success and well-being and so is the core of PSU's orientation program. The program also provides resources to parents so that they can help support their students.

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

VOTED, that the Board of Trustees approves the minutes of the meeting held on March 20, 2025 as presented.

Chancellor's Update: With assistance from Rep. Ladd, and Sen. Gray, Chancellor Provencher updated the Board on yesterday's passage of the state budget, which will reduce funding to the System by 15% by 2026-27.

KSC President's Report: President Treadwell reported on the increase in partnerships with community and industry at KSC and the successful completion of the first comprehensive fundraising campaign in KSC history, with nearly \$27 million raised.

UNH President's Report: In addition to the update in the meeting materials, President Chilton shared her experience of presiding over her first commencement at UNH and noted that UNH's new Provost, Jeanette Riley, will begin work next week. UNH is also beginning a new program designed to raise public awareness of how research at UNH benefits the state as a whole. Finally, President Chilton thanked the UNH Advancement team for the successful completion of its recent seven-year, \$360 million fundraising campaign.

PSU President's Report: President Birx noted that PSU's new three-year degree programs have met with significant interest. President Birx also noted that PSU has been working with federal legislators to seek funding for workforce housing and new physician's assistant programs at PSU.

Recess: At 9:45 am Chair Pilot recessed the meeting for a short break.

Return to Order: At 10:00 am Chair Pilot called the Board back to order.

Educational Excellence Committee Report and Related Board Action: Committee Chair Eastwood presented the report of the committee's June 26, 2025 meeting. The Chair noted that the trustees had all attended the Committee meeting making a detailed report unnecessary and thanked the members of the Committee for their work over her tenure as Chair. Following the report, the Board took the following action on recommendation of the committee.

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

VOTED, on recommendation of President Chilton and the Educational Excellence Committee, that the Board of Trustees approve the award of tenure to a newly appointed professor within the Department of English at the University of New Hampshire, as presented in the supporting materials for the Educational Excellence Committee.

Audit Committee Report: Committee Chair Paul presented the report of the Committee's June 26 meeting. The Committee reviewed audit results on areas of risk including implementation of the System's new enterprise software. It also discussed risks associated with changes to the terms and conditions of federal grants during the past year.

Governance Committee Report: Committee Chair Ardinger presented the report of the Committee's June 26 meeting. The Committee reviewed the results of the annual trustee self-evaluation. Overall scores were good, although trustees reported a lack of engagement in campus events. As a result, the Committee suggests that trustees be made aware of campus events more regularly. The Committee also discussed the need for trustee education on higher education budgeting processes, either as part of the new trustee orientation or during the Board retreat. The Committee will also review the survey to remove duplicative or less pertinent questions. The Committee also discussed potential revisions to the Board policy on attendance. Finally, the Committee held its annual discussion on the role of the Chancellor. While there were no substantive discussions on the topic, following the discussion of the matter by the full Board the Committee intends to take up the issue over the summer so that the Board can consider proposals at its retreat. The Committee also determined to keep its standing item on Board diversity, pending possible modification based on changes in state law.

Investment and Capital Planning Committee Report: Committee Chair Knarr presented the report of the committee's June 26, 2025 meeting. Chair Knarr reported generally favorable results in the System's investment portfolio. The short-term investment pool is up roughly 5% year-to-date allowing for an increase in the projected returns in the FY 26 budget. The Committee then approved a life safety project at the Paul Creative Arts Center. The Committee then received as report on the recently concluded procurement process for a master developer of the Edge project. UNH is currently concluding a nonbinding MOU with the selected developer and will consider whether and how to move on with the project based on those negotiations.

Financial Affairs Committee Report and Related Board Action: Committee Vice-Chair Knarr presented the report of the Committee's June 26 meeting. Chair Knarr noted that trustees had all attended the meeting and thanked the trustees for their work and input during the meeting. Following the report, the Board took the following action on recommendation of the committee.

Approval of System FY 26 Budget: By motion made by Trustee Hansel and seconded by Trustee Burnett, the Board unanimously voted by roll call as follows to approve the System's FY 26 budget as presented to the Financial Affairs Committee:

VOTED, on recommendation of the Financial Affairs Committee, that the Board approves the operating and capital budgets for the University System applicable to the fiscal year beginning July 1, 2025 and ending June 30, 2026 (FY26) as presented in the attachments;

AND FURTHER, in the event revenues are lower than currently anticipated in the attachments, requires the Presidents' Council to make budget adjustments to reduce expenses to the lower revenue levels to meet the systemwide Operating Margin; if unable to do so, the Council will seek amended approval from the Board for the revised FY26 budget by August 2025;

AND FURTHER, in the event material expense savings targets are incorporated into the proposed budgets (across the board reductions, planned initiatives, etc.), requires the Presidents' Council to provide and updates to the Executive Committee of the Board to include detailed plans for achieving the savings;

AND FURTHER, requires the use of available restricted and external funding prior to the use of any USNH funds with exceptions requiring the approval of the institutional CFO or CFO designee;

AND FURTHER, by July 31 the institutional Presidents are directed to provide the Board Chair, FAC Chair, and ICPC Chair with sufficient additional information to permit full evaluation of the institutions' plans to achieve their required additional costs savings in FY 26 and to provide any additional information requested by the chairs.

Nomination Committee Report and Related Board Action: Committee Chair Green presented the committee's recommended slates of Board officers and Nomination Committee members for FY 26. The recommendations are:

Board Chair:	Mike Pilot
Board Vice-Chair	Kass Ardinger
Board Secretary	Kevin Knarr

Nomination Committee Chair :	Jamie Burnett (two-year term)
Nomination Committee Member:	Gregg Tewksbury
Nomination Committee Member:	Maureen Beauregard

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

Election of Board Officers and Nomination Committee Members: By motion made by Trustee Hansel and seconded by Trustee Jasper, the Board unanimously voted by roll call (Trustees Ardinger, Knarr, and Pilot abstaining) as follows to elect its Board officers and Nomination Committee members for FY 26:

VOTED, upon recommendation of the Nomination Committee, that the Board of Trustees elects the Board Officers and Nomination Committee members specified in the attached report.

Nonpublic Session: At 10:48 am, on motion made by Trustee Hansel and seconded by Trustee Jasper, the Board voted unanimously by roll call to enter nonpublic session for the reasons stated below:

VOTED, pursuant to R.S.A. §§ 91-A:2.I(b) and 91-A:3.II(j), that the Board enter nonpublic session for the purposes of discussing matters affecting collective bargaining strategy and/or considering confidential personnel, financial or commercial information.

Return to Public Session: At 1:15 pm, by motion duly made and seconded, the Board returned to public session.

Sealing of Nonpublic Session Minutes: On motion made by Trustee Jasper and seconded by Trustee Hansel, the Board voted unanimously by roll call to seal the minutes of the nonpublic session for the reasons stated below:

VOTED, pursuant to R.S.A. § 91-A:3.III., that the minutes of the nonpublic session be sealed until the close of business on July 1, except that the institutional presidents may disclose the action taken by the Board in nonpublic session before that time at their discretion.

Closing Remarks: Chancellor Provencher noted that trustees had taken up a collection for donations to be made on behalf of outgoing trustees. Donations will be made on behalf of Trustee Green to the basic needs fund at UNH Franklin Pierce Law School, on behalf of Trustee Eastwood to a nursing scholarship program, and on behalf of Trustee Murphy to a scholarship program at Nashua Community College. Chair Pilot concluded by thanking the trustees for their work and noting the challenging work ahead.

Adjourn: At 1:24 pm Chair Pilot called for further business and, hearing none, adjourned the meeting.

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.



BOARD OF TRUSTEES Special Meeting October 15, 2025

Meeting Held at USNH System Office
Farnum Hall
28 College Drive, Concord, NH

Meeting Minutes

In Attendance: In attendance at the meeting location: Chair Mike Pilot, Vice Chair Kass Ardinger, Secretary Kevin Knarr, Matthew Ash, Jamie Burnett, Caitlyn Davis, Ethan Dupuis, James Gray, Tim Hoheneder, Shawn Jasper, Rick Ladd, Peter Paul, Jennifer Higgins Pitre, Mike Pilot, Catherine Provencher, Gregg Tewksbury, and David Westover. Trustees participating remotely: Donald Birx, Elizabeth Chilton, George Hansel, Wayne Semprini, and Christiana Thornton. Trustees absent: Maureen Beauregard, Patrick Griffin, Brian McCabe, Joël Nkounkou, Peter Paul, and Melinda Treadwell.

Call to Order: At 4:00 pm, Chair Pilot called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Nonpublic Session: At 4:02 pm, on motion made by Trustee Gray and seconded by Trustee Knarr, the Board voted unanimously by roll call as follows for the purpose of entering nonpublic session:

VOTED, that the Board of Trustees enters nonpublic session as authorized by RSA 91-A:2(b) and 91-A:3.II(a)-(b) for the purposes of discussing (1) personnel matters including the performance and compensation of one or more public employees, (2) the hiring of any person as a public employee, and (3) consultation with legal counsel.

Executive Nonpublic Session: At 5:08 pm, on motion made by Trustee Jasper and seconded by Trustee Burnett, the Board voted unanimously as follows to enter executive nonpublic session to consider the at-risk pay of the Keene State College President:

MOVED, that the Executive Committee go into executive nonpublic session as authorized by USNH Board Bylaws, Article V, Section 4g.

The institutional presidents took no part in the executive nonpublic session.

Return to Public Session: At 5:14 pm, on motion made by Trustee Burnett and seconded by Trustee Gray, the Board voted unanimously to re-enter public session.

Report of Actions Taken in Nonpublic Session: The Board took the following actions in nonpublic session:

Appointment of Interim President at Keene State College: On motion made by Trustee Gray and seconded by Trustee Knarr, and following amendment made on motion of Trustee Jasper, seconded by Trustee Burnett, and unanimously approved by the Board (Trustee Birx abstaining), the Board voted by roll call (Trustees Ardinger, Burnett, Chilton, Davis, Dupuis, Finn, Gray, Hansel, Hoheneder, Jasper, Knarr, Ladd, Pitre, Pilot, Provencher, Semprini, Tewksbury, Thornton, and Westover in favor; Trustee Ash opposed; and Trustee Birx abstaining) as follows to appoint Donald Birx as Interim President of Keene State College:

VOTED, that the Board hereby designates Donald Birx as Interim President of Keene State College for the period October 27, 2025 through June 30, 2026, with Birx continuing to serve as President of Plymouth State College during that period;

AND FURTHER, the Board hereby delegates to the Chancellor and Board Chair the authority to finalize the terms and conditions for Donald Birx's appointment as Interim President of Keene State and to execute any related agreement in the name of the Board.

Award of FY 25 at-Risk Pay: During executive nonpublic session, by motion made by Trustee Westover and seconded by Trustee Gray, the Board voted by roll call (Trustees Ardinger, Ash, Burnett, Dupuis, Gray, Hansel, Hoheneder, Knarr, Ladd, Pitre, Pilot, Provencher, Tewksbury, and Westover in favor; Trustee Jasper opposed; and Trustee Davis abstaining) as follows to award FY 25 at-risk pay to the Keene State College President:

VOTED, on recommendation of the Executive Compensation and Performance Review Committee, that the Board of Trustees finds that President Melinda Treadwell has achieved 100% of her Pay-at-Risk target for fiscal year 2025, and hereby approves the distribution of this award to be paid as soon as possible following approval of this motion.

Adjourn: At 5:20 pm Chair Pilot called for further business and, seeing none, adjourned the meeting.

UNIVERSITY SYSTEM OF NEW HAMPSHIRE
BOARD OF TRUSTEES

Motion Sheet
October 24, 2025

To: Board of Trustees
From: Audit Committee
Re: **Accept and Forward Financial Statements for the Fiscal Year Ended June 30, 2025**

PROPOSED MOTION

***MOVED**, on recommendation of the Audit Committee, that the USNH Financial Statements for the fiscal year ended June 30, 2025, be accepted and forwarded to the Governor, the Legislative Fiscal Committee, and others as specified in state law RSA 187-A:22.*

All attachments can be found in the Audit Committee materials.

SUMMARY OF PROPOSED ACTION

The motion calls for the Board of Trustees to accept the financial statements for the fiscal year ending June 30, 2025 as audited by CLA and forward to the Governor and others defined in state law.

RATIONALE FOR PROPOSED ACTION

State law RSA 187-A:22 requires submission of the USNH audited financial statements by the Board of Trustees to the Governor and Council by November 1 each year. Statute also requires one copy be provided to the Legislative Fiscal Committee, the House and Senate Education Committees, the U.S. Secretary of the Interior, and each land-grant college/university.

PREVIOUS REVIEWS AND APPROVALS

The Audit Committee reviewed and approved the financial statements with USNH Financial Affairs staff and CLA at its October 23rd meeting. Vice Chancellor Karen Benincasa shared highlights of financial results with the Financial Affairs Committee at its October 23rd meeting.

RELEVANT GOVERNANCE DOCUMENTS, POLICIES, AND PRACTICES

One of the primary functions of the Audit Committee according to USNH Board of Trustees Bylaws (Article V.3.F) is to assist the Board in fulfilling its oversight responsibilities relating to the integrity of the University System of New Hampshire's financial statements. The Audit Committee Charter includes responsibilities under this function to review the annual financial statements of USNH and receive and review the audit reports thereon.

RESOURCE IMPLICATIONS

None.

RISK MANAGEMENT CONSIDERATIONS

None.

SUBSEQUENT ACTION REQUIRED

Submission to the Governor, the Legislative Fiscal Committee, and others described in RSA 187-A:22.

ATTACHED MATERIALS – SUMMARY AND SALIENT INFORMATION

The final draft of the FY25 audited financial statements can be found with the Audit Committee materials. A draft of the unqualified opinion CLA is expected to issue on the audit of these statements upon approval by the Audit Committee, is included with the statements. The financial statements for the Audit Committee's action include Management's Discussion & Analysis, the three primary financial statements and required footnotes, as well as required supplemental information on the Post-Retirement Medical Plan, Operating Staff Retirement Plan, and Additional Retirement Contribution program.

A condensed Statement of Net Position and Statement of Revenues, Expenses and Other Changes in Net Position, *presented by campus*, are included in the Management's Discussion & Analysis (MD&A) section of the report as required by New England Association of Schools and Colleges accreditation standards.

Vice Chancellor Benincasa will provide a brief overview of the financial highlights and be available to answer any questions at the meeting.

-- End of Motion Sheet --