



BOARD OF TRUSTEES GOVERNANCE COMMITTEE

Meeting Held at Merrill Conference Center
Plymouth State University, Plymouth, NH
March 19, 2026

Meeting Minutes

DRAFT

In Attendance: Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Committee Vice-Chair Christiana Thornton, Maureen Beauregard, Jamie Burnett, Brendan Finn, and Patrick Griffin. Other trustees present: Matthew Ash, Elizabeth Chilton, James Gray, Tim Hoheneder, and Mike Pilot. Others participating in meeting: 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 October 23, 2025 meeting as presented in the materials distributed with the agenda to this meeting.

Presentation on Governance Structure for Potential Innovation Park at The Edge: The Committee received a follow-up informational presentation on the options for the governance structure of the potential innovations park to be created at The Edge in Durham. The Financial Affairs Committee will hear a presentation on the financial aspects of the proposed project and whether to proceed. This presentation focused on the comparative advantages and disadvantages of creating either affiliated non-profit entity or an independent non-profit entity if the project goes forward. Following robust discussion, a consensus emerged that the affiliated model would be preferable. If the project proceeds, staff will oversee preparation of affiliated entity bylaws and related governance documents for the Committee's review and approval.

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. The amended policy 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.

Following discussion, the following motion was moved by Trustee Thornton, seconded by Trustee Beauregard, and approved with no dissenting votes:

VOTED, that the Governance Committee recommends Board approval of the amended Board Policy I.D. in the attached materials.

Review and Acceptance of Enterprise Risk Management Report (Governance): As part of the System's enterprise risk management process, the System identifies the top ten risks facing it and assigns them to staff and Board committees for oversight. Governance was identified as one of the top ten risks for this year, with oversight assigned to the Governance Committee. General Counsel Chad Pimentel presented a report on this risk, focusing on recent leadership turnover and the need to define senior leadership roles.

Nonpublic Session: At 11:40 am the following motion was made by Trustee Burnett, seconded by Trustee Ardinger, and approved by roll call with no dissenting votes:

VOTED, that pursuant to RSA 91-A:3.II(b), the Committee hereby enters nonpublic session for the purpose of considering the hiring, firing, or performance of one or more public employees.

Return to Public Session: At 12:31 pm, upon motion duly made and seconded, the Committee voted unanimously to return to public session.

Report of Action Taken in Nonpublic Session: System Secretary Chad Pimentel reported that in nonpublic session the following motion was made by Trustee Burnett, seconded by Trustee Ardinger, and approved with no dissenting votes:

MOVED, upon recommendation of the Governance Committee, that the Board direct staff to prepare a proposal designating the UNH President as USNH Chancellor, and

FURTHER, that the Board consider the proposal at its June 2026 meeting.

Review of Questions for Annual Trustee Self-Evaluation Survey: Surveys will be circulated to trustees in May; trustees are urged to complete the forms fully because their feedback is important to the Committee's work.

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

Diversity on the Board of Trustees (Standing Item): The committee will keep this as a standing item on its agenda.

Adjourn: At 12:40 pm, Chair Ardinger called for further business and, hearing none, adjourned the meeting.