



BOARD OF TRUSTEES GOVERNANCE COMMITTEE

Meeting Held at Keene State College
Young Student Union, Room 309, Keene, NH
(October 24, 2024)

Meeting Minutes

In Attendance: Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Cathy Green, Christiana Thornton, and David Westover. Other Trustees in attendance: Isabella Falcetti. Others participating: USNH General Counsel Chad Pimentel.

Call to Order: At 12:37 pm, 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 Thornton, the Committee unanimously voted as follows to approve the minutes of its June 27, 2024 meeting:

VOTED, the Governance Committee hereby approves the minutes of the meeting of June 27, 2024, as presented in the materials distributed with the agenda to this meeting.

Review of Board Inventory of Experience and Skills: The Committee reviewed the results of the annual board self-inventory of trustees' experiences and skills. All trustees were given the opportunity to update their profiles, and the response among trustees was substantial. The Committee noted that with the departures of some trustees at the end of the current governance year, the Board will lack trustees with practical experience in the practice of law and knowledge of audit practice. The Committee also noted the possibility of a material reduction in the gender balance of the Board and the ongoing lack of racial diversity and passed those gaps along to the Nomination Committee for its consideration.

Review of GY 25 Workplan: The Committee reviewed and adjusted its workplan to create space for a discussions of governance structures for UNH's The Edge project and a review of the scope of the USNH Chancellor role.

Update on Trustee Orientation Process: General Counsel Chad Pimentel updated the Committee on the status of the new trustee orientation process. Six of the seven new trustees were able to attend the initial orientation session, and attendees generally reported that the session was valuable. The seventh trustee will meet individually with the General Counsel to review the material. New trustees will have the opportunity to tour KSC following the Board's business meeting on Friday. New trustees have already toured PSU; no workable date has yet been found for the UNH tour although efforts continue.

Diversity on the Board of Trustees (Standing Item): Because this topic was covered in the discussion of the skills inventory, the Committee did not further consider this item.

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