



## BOARD OF TRUSTEES EXECUTIVE COMMITTEE

Meeting Held at USNH Offices  
5 Chenell Dr., Suite 301, Concord, NH  
*(December 19, 2024)*

### Meeting Minutes

**In Attendance:** Executive Committee members present at meeting location (USNH System Office, 5 Chenell Dr., Concord, NH 03301): Chair Mike Pilot, Cathy Green, and Gregg Tewksbury. Executive Committee member participating by videoconference: Kevin Knarr (unavoidable scheduling conflict). Committee members unable to attend: Kass Ardinger, Jackie Eastwood, Peter Paul. Other Trustees present at meeting location: Shawn Jasper, Cathy Provencher. Other Trustees participating by videoconference: Maureen Beauregard, Donald Birx, Jamie Burnett, MJ Condon, James Gray, Brian McCabe, Mackenzie Murphy, Christiana Thornton, Melinda Treadwell and David Westover. Others participating in the meeting: UNH Senior Vice Provost Marian McCord, UNH Executive Vice President for Finance and Administration Aaron Howell.

**Call to Order:** At 4:36 pm, Chair Pilot called the meeting to order and confirmed the presence of a quorum sufficient for the conduct of business.

**NOAA++ Project First Look:** The meeting materials included a presentation on the proposed NOAA++ project at UNH. As described in those materials, the project leverages a \$20 million NOAA construction grant for a new facility that will house a NOAA Center of Excellence in Ocean and Great Lakes Mapping at UNH. Subsequently, UNH secured a \$5 million NIST construction grant for a new facility to house the Olson Center for Advanced Manufacturing. The Board previously approved using the total \$25M in grant funding for the design and construction of a single facility that will house both the NOAA Center and the Olson Center. UNH is now proposing to use an additional \$9 million in reserve funds to enlarge the planned facility to include leasable highbay and office spaces for industry partners. Enlarging the previously approved facility is more cost-effective than building a separate facility and more financially sustainable than continuing to lease space off campus. Preliminary work indicates that there is more than sufficient demand for space among industry partners. UNH believes that the project would promote both its educational mission and provide economic development opportunities for the region. During the meeting, UNH Senior Vice Provost Marian McCord and UNH Executive Vice President for Finance and Administration Aaron Howell answered trustee follow-up questions about the presentation regarding project risks and effect on System cashflow. The project will return for action at a later meeting.

**Approval of Meeting Minutes:** By motion made by Trustee Tewksbury and seconded by Trustee Green, the Committee unanimously voted by roll call as follows to approve the minutes of the Executive Committee meeting of November 14, 2024:

*VOTED*, that the Executive Committee approves the minutes of the Executive Committee meeting of November 14, 2024, as presented in the agenda materials for this meeting.

**Standing Item: Update on President and Chancellor Systemwide Goals:** Chancellor Provencher updated the Committee on this work. The Presidents' Council plans to meet with the president of NECHE to discuss structural changes that have occurred in other New England states. The council also remains focused on the cashflow issues identified by the board. Grant Thornton has updated its recommendations on how the System could better and more simply allocate costs and revenues among the institutions. The finance and administration modules of the ERP launches on December 21 and leaders are prepared as best possible to address any issues or concerns that arise. Chancellor Provencher also noted that the state budget situation remains challenging and a cut in state appropriation is highly likely. Trustees noted the necessity of increased collaboration among the presidents and approved of the progress that had been made.

**Executive Nonpublic Session:** At 5:12 pm, on motions made by Trustee Green and seconded by Trustee Tewksbury (for nonpublic session), and Trustee Knarr and seconded by Trustee Green (for executive nonpublic session) the Executive Committee unanimously voted by roll call to go into executive nonpublic session as follows:

*VOTED*, that the Executive Committee enter executive nonpublic session for the purposes of (1) discussing 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 as authorized by R.S.A. §§ 91-A:3.II.(a)-(b) and 91-A:2.1.(b) and USNH Bylaw Article V. Section 4(g).

The Chancellor and Presidents were then excused from the meeting.

**Return to Public Session:** At 5:22 pm, on motion duly made and seconded, the Committee returned to public session.

**Sealing of Minutes of Nonpublic Discussion:** On motion made by Trustee Green and seconded by Trustee Knarr (with a 2/3 majority required to approve), the Committee unanimously voted by roll call to approve the following motion:

*VOTED*, pursuant to R.S.A. 91-A:3(III), that the minutes of the nonpublic session be sealed until the Board Chair determines that disclosure will no longer render the nonpublic session ineffective.

**Adjourn:** At 5:25 pm, Chair Pilot called for further business and, hearing none, adjourned the meeting.

**UNIVERSITY SYSTEM OF NEW HAMPSHIRE  
BOARD OF TRUSTEES EXECUTIVE COMMITTEE**

**ADDENDUM TO MEETING MINUTES  
MEETING OF DECEMBER 19, 2024**

Addendum Dated January 22, 2025

As noted in the minutes, during the meeting the Committee voted unanimously as follows to seal the minutes of its non-public session:

**VOTED**, pursuant to R.S.A. 91-A:3(III), that the minutes of the nonpublic session be sealed until the Board Chair determines that disclosure will no longer render the nonpublic session ineffective.

The Board Chair having determined that disclosure will no longer render the nonpublic session ineffective, the Committee now reports that the following action was taken by unanimous roll call vote during the nonpublic session:

**VOTED**, on recommendation of the Executive Compensation and Performance Review Committee, whose recommendation is based on an independent market assessment and reasonableness opinion and input from other Trustees, that the Executive Committee hereby determines (1) keeping CEOs' compensation competitive with peer group benchmarks used in the independent market analysis is in the best interest of USNH and the State of New Hampshire; and (2) the recommendation is consistent with USNH's Executive Total Compensation policy, which targets total cash compensation to be aligned between the 45th and 60th percentile of peers; and

**FURTHER**, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agrees that each CEO will receive a 2% base salary increase for CY25; and

**FURTHER**, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, finds President Treadwell and Chancellor Provencher have achieved 100% of their Pay-at-Risk target for FY24, and President Birx has achieved 115% of his Pay-at-Risk target for FY24, and hereby approves the distribution of these increases and awards in January or a time amenable to each based on their campus-specific situations.