



Governance Committee Meeting

June 25, 2026

1:00 pm - 2:30 pm

Room 330, Memorial Union Building, University of New Hampshire

Durham, NH

<https://teams.microsoft.com/meet/254048308120864?p=bvqoXCwoHFf9VDIrUO>

Meeting ID: 254 048 308 120 864; Passcode: oM9uq6Gf



2026 June 25 - Governance Committee Meeting

Agenda and Materials

I. Committee Roster

Kass Ardinger, Chair,
 Christiana Thornton, Vice Chair,
 Maureen Beauregard,
 Jamie Burnett,
 Brendan Finn,
 Patrick Griffin

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 meeting of March 19, 2026 as presented in the materials distributed with the agenda to this meeting.	Action Item	
25 Minutes	A. 2026-03-19 Governance Committee Minutes Draft.pdf IV. Review of Annual Trustee Self-Evaluation Results Chad Pimentel	Discussion	4
10 Minutes	A. Board Self-assessment Results 2026 - 061526.pdf V. Proposed Amendment to Board Policy on Student Trustee Elections Chad Pimentel Proposed motion: MOVED, that the Governance Committee recommend Board approval of the amended Board Policy BOT.I.A. set out the materials for this meeting.	Action Item	6
10 Minutes	A. Proposed Amended BOT POLICY I.A.docx VI. Proposed Amendment to Board Policy on System-Wide Effect of Student Discipline Actions Chad Pimentel Proposed motion: MOVED, the the Governance Committee recommend Board approval of the amended policy BOT.VII.A. as set out in the attached materials.	Action Item	20
10 Minutes	A. Proposed Amended BOT.VII.A. VII. Proposed Amendment to Bylaws of Keene Endowment Association Chad Pimentel Proposed Motion: MOVED, that the Governance Committee recommend Board approval of the amended KEA bylaws set forth in the attached materials. **Note that KEA's bylaws require USNH approval of any proposed amendment**	Action Item	21
10 minutes	A. Cover Memo B. KEA Bylaws Revision Proposal 2026 - Red line.docx VIII. Proposed Amendment to Bylaws of UNH Alumni Association Chad Pimentel	Review and Discuss	22 24
10 minutes	A. Cover Memo UNHAA.pdf B. Bylaws May 2026 Revision DRAFT.pdf IX. GY27 Trustee Orientation/Education Program Chad Pimentel	Discussion	33 34
5 min	X. Update on The Edge Chad Pimentel	Receive Report	

5 minutes	<p>XI. Review Committee Work Plan for GY27 Chad Pimentel</p>	Review	
5 minutes	<p>A. Governance Committee DRAFT Workplan GY 27 .docx XII. Diversity on the Board of Trustees Standing item on committee work plan for review and discussion, as needed.</p> <p>XIII. Call for Further Business Old business, new business, and Chair's closing comments.</p> <p>XIV. Adjourn</p>	Discuss	45



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.

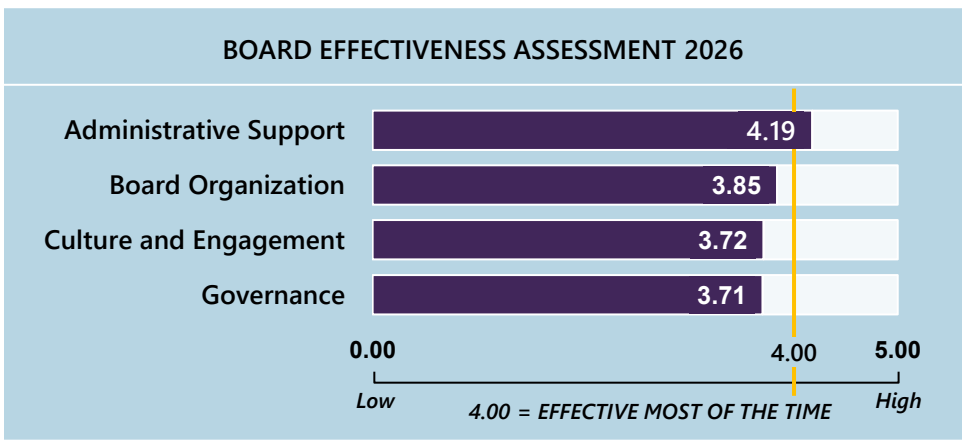
Adjourn: At 12:40 pm, Chair Ardinger called for further business and, hearing none, adjourned the meeting.

BOARD OF TRUSTEES

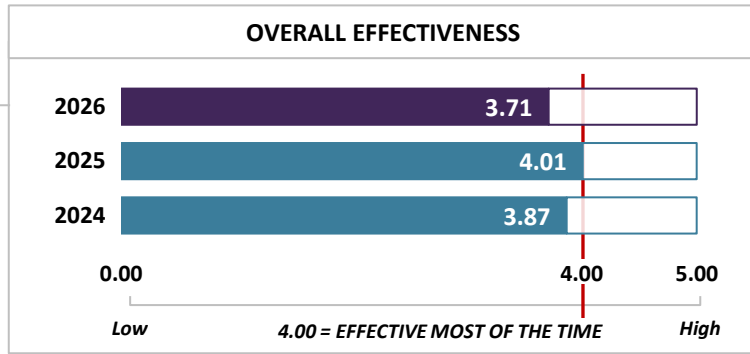
Results of Board, Committee, and Trustee Evaluations 2025-26

SNAPSHOT

Average Score by Functional Area

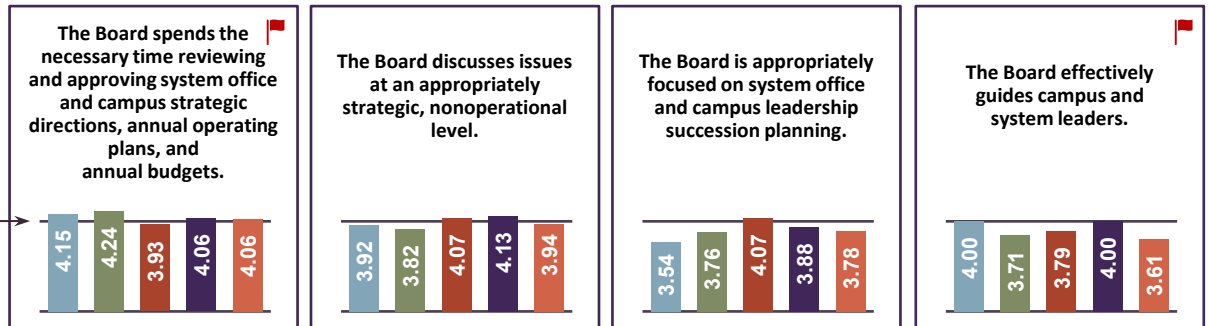


GOVERNANCE
Score: 3.71

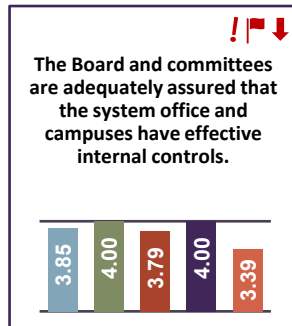
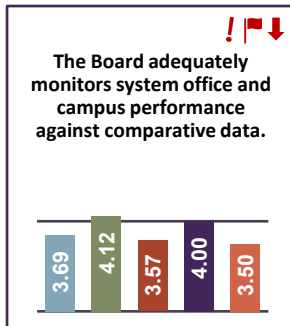


Indicator Ratings by FY 2022–2026

Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | **Most of the Time = 4.00** | Always = 5.00



4.00 – Most of the Time



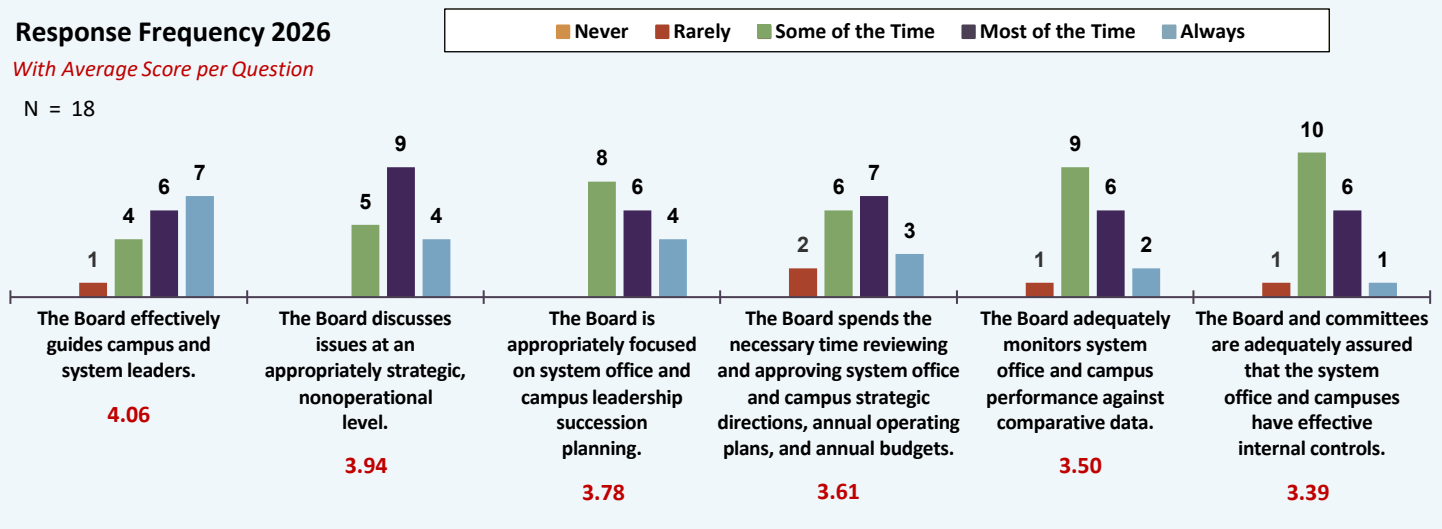
Current year flags:

- ! 50% or more of individual responses are at or below level 3–Some of the Time
- 🚩 One or more individual response is 2–Rarely or 1–Never
- ⬇️ Average is 0.5 or more below the average in at least one preceding year
- ⬆️ Average is 0.5 or more above the average in at least one preceding year

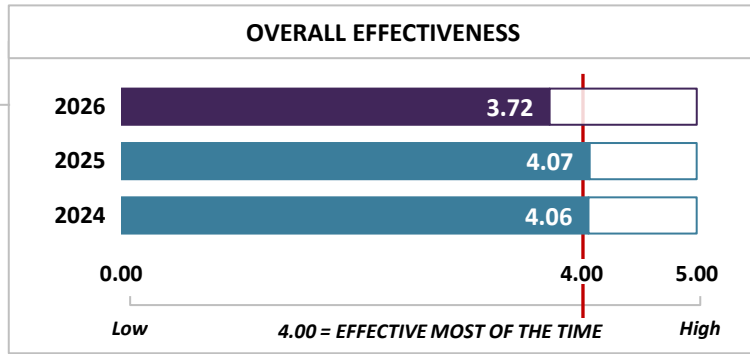
Response Frequency 2026

With Average Score per Question

N = 18



CULTURE & ENGAGEMENT
Score: 3.72

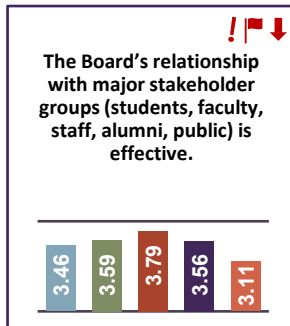
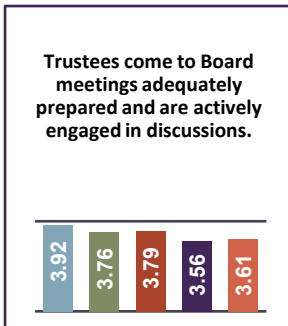
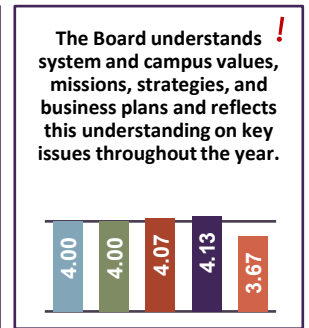
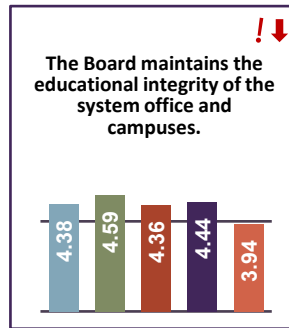
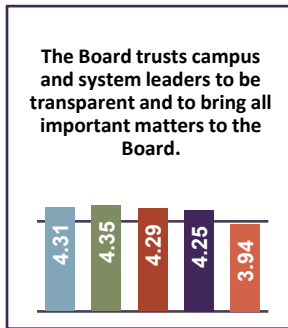
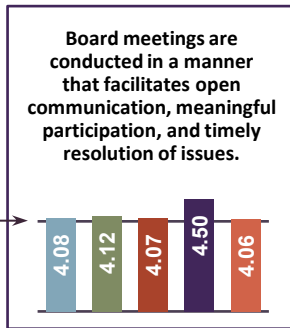


Indicator Ratings by FY 2022–2026

Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | **Most of the Time = 4.00** | Always = 5.00



4.00 – Most of the Time



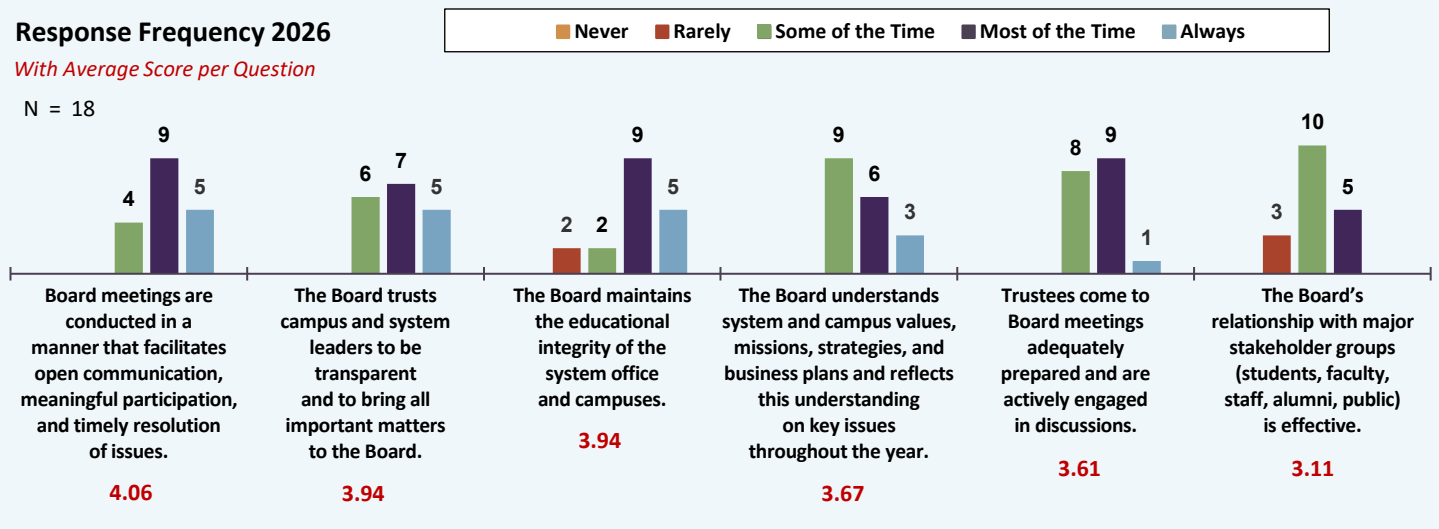
Current year flags:

- ! 50% or more of individual responses are at or below level 3–Some of the Time
- ↓ One or more individual response is 2–Rarely or 1–Never
- ↓ Average is 0.5 or more below the average in at least one preceding year
- ↑ Average is 0.5 or more above the average in at least one preceding year

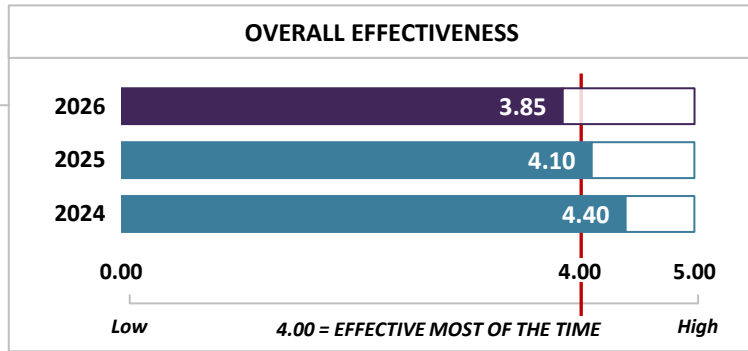
Response Frequency 2026

With Average Score per Question

N = 18

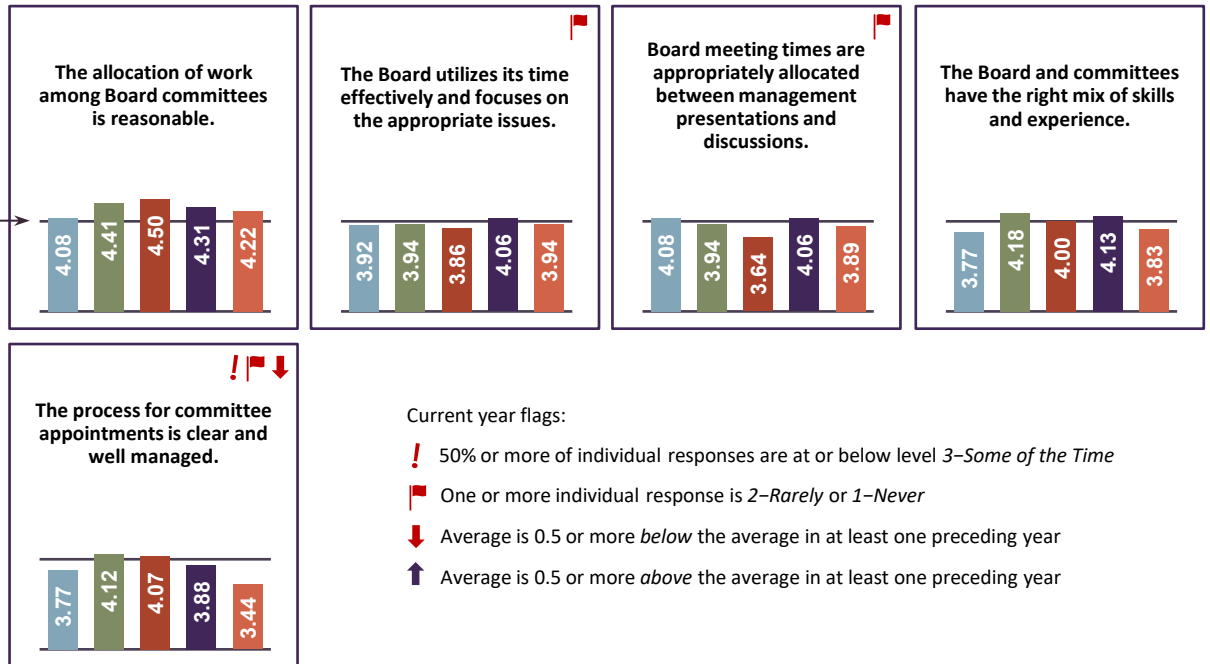


BOARD ORGANIZATION
Score: 3.85



Indicator Ratings by FY 2022–2026

Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | Most of the Time = 4.00 | Always = 5.00



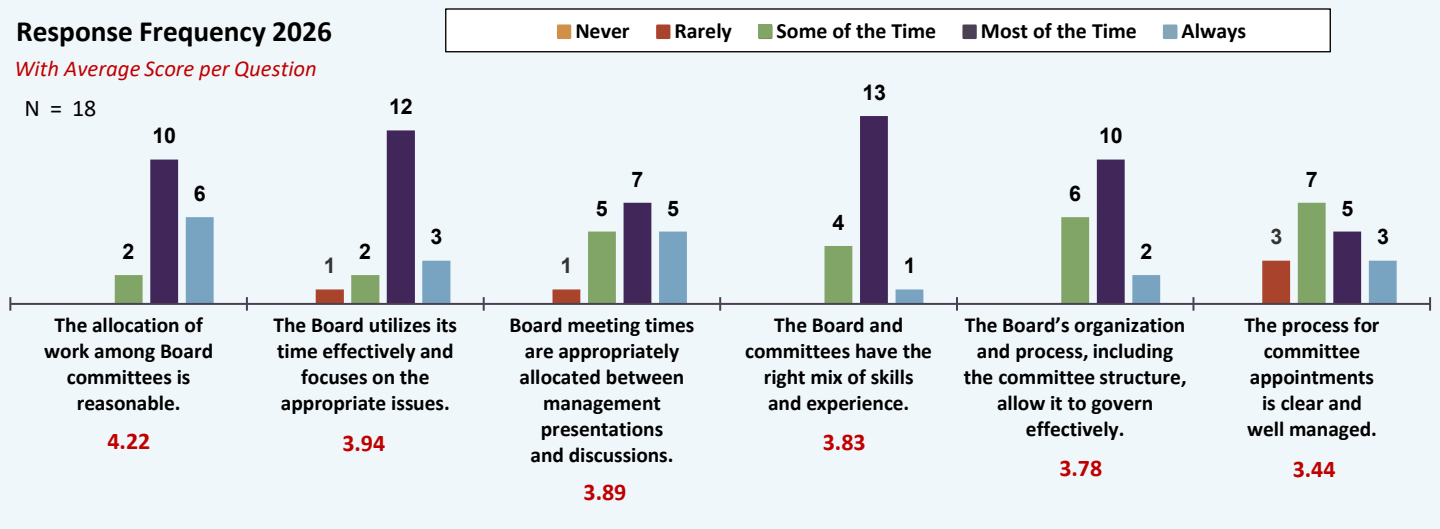
Current year flags:

- ! 50% or more of individual responses are at or below level 3–Some of the Time
- 🚩 One or more individual response is 2–Rarely or 1–Never
- ⬇️ Average is 0.5 or more below the average in at least one preceding year
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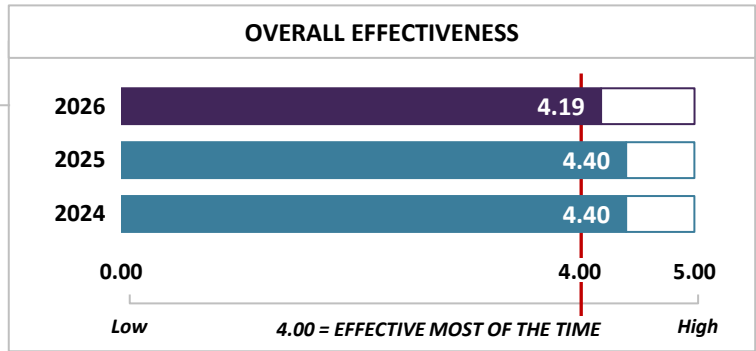
Response Frequency 2026

With Average Score per Question

N = 18



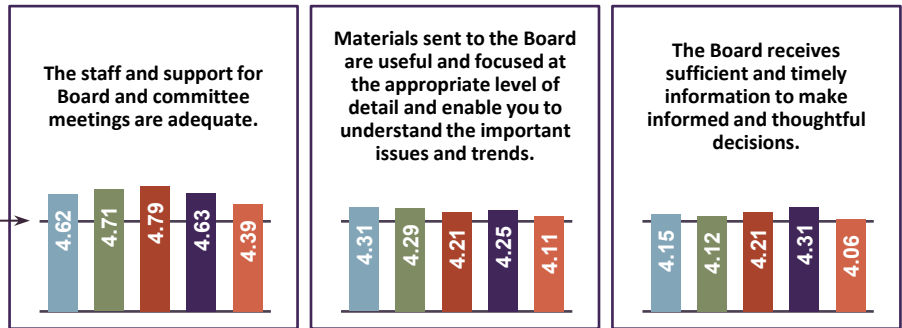
ADMINISTRATIVE SUPPORT
Score: 4.19



Indicator Ratings by FY 2022–2026

Legend: 2022 (blue), 2023 (green), 2024 (red), 2025 (purple), 2026 (orange)
N = 13 17 14 16 18

4.00 – Most of the Time



Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | **Most of the Time = 4.00** | Always = 5.00

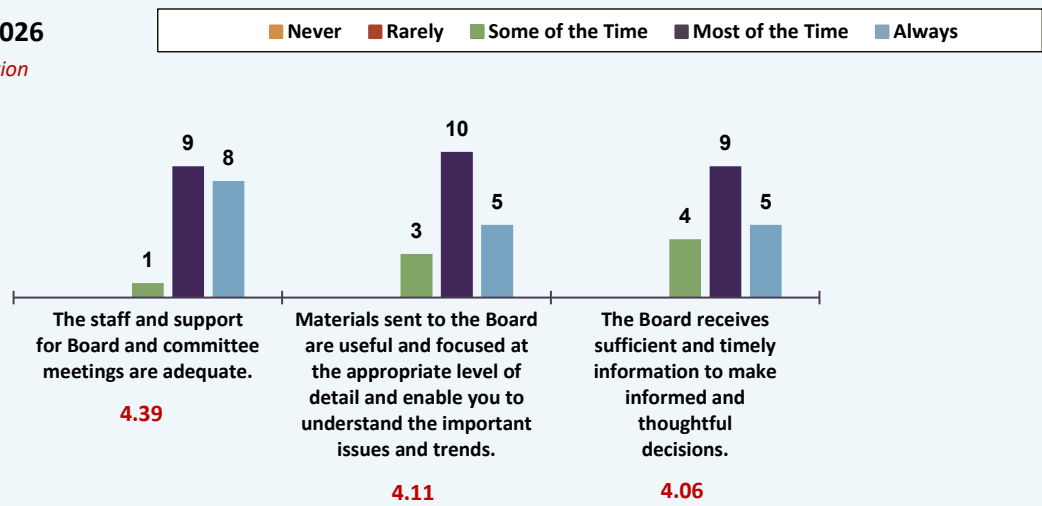
Current year flags: **NONE 2026**

- 🚩 One or more individual response is 2–Rarely or 1–Never
- ! 50% or more of individual responses are at or below level 3–Some of the Time
- ⬇ Average is 0.5 or more below the average in at least one preceding year
- ⬆ Average is 0.5 or more above the average in at least one preceding year

Response Frequency 2026

With Average Score per Question

N = 18

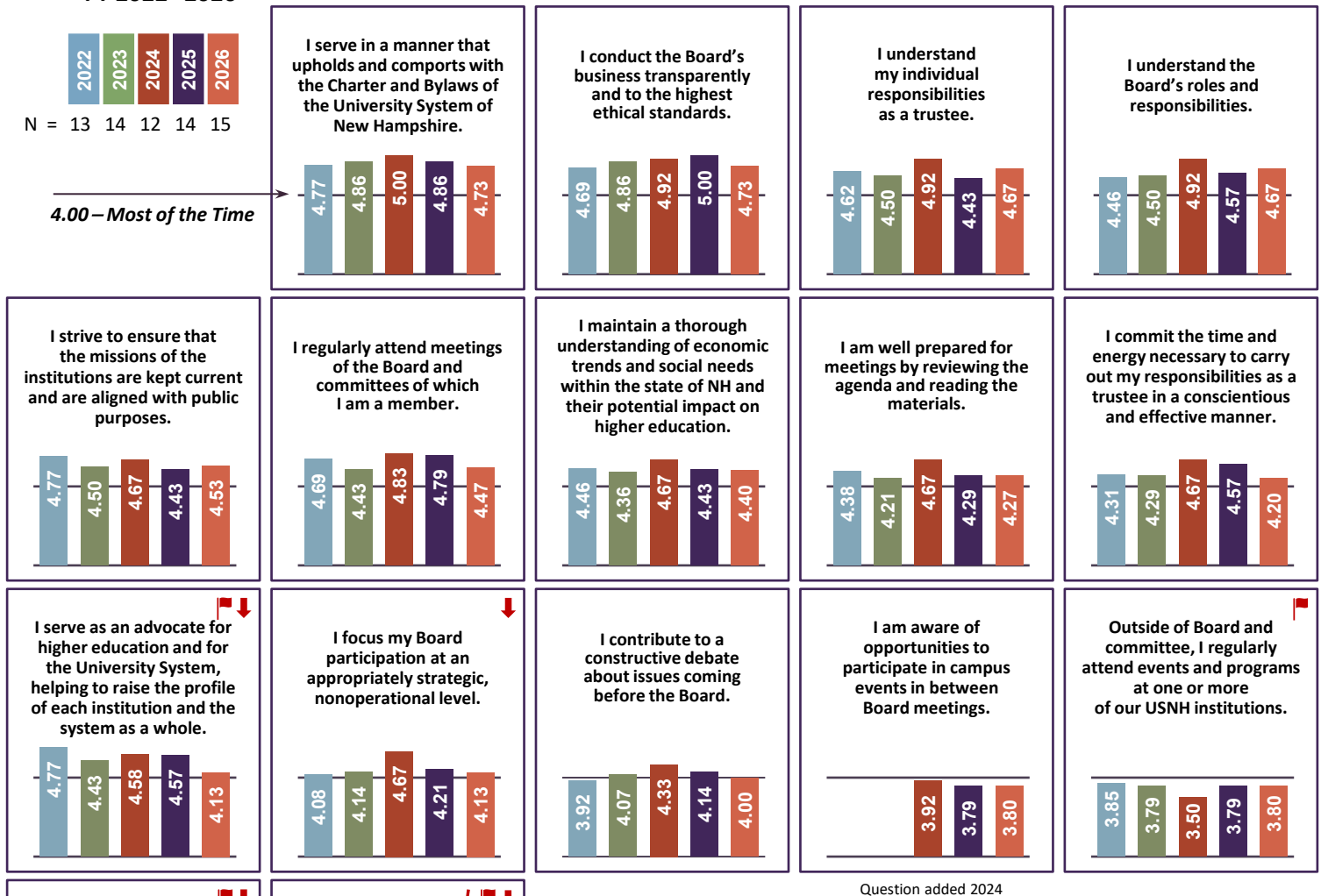


Indicator Ratings by
FY 2022–2026



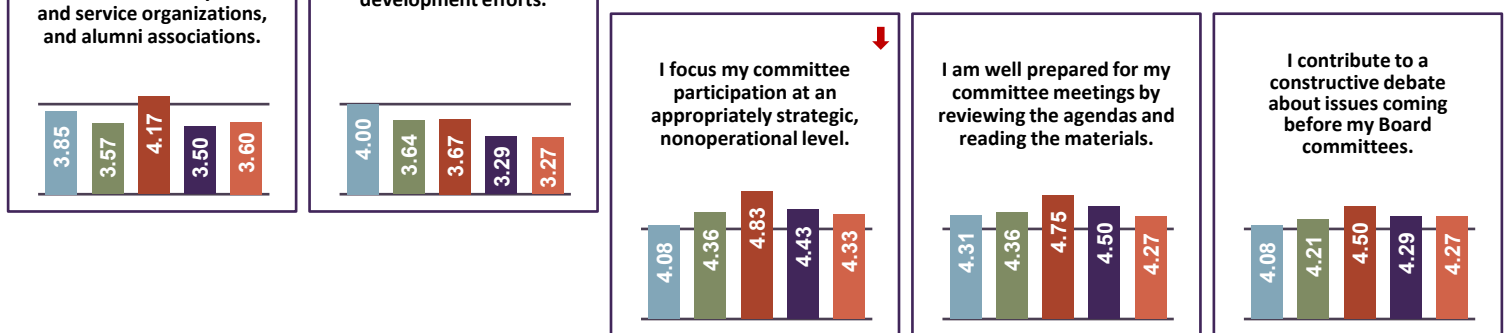
4.00 – Most of the Time

Board Participation



Question added 2024

Committee Participation



Current year flags: ■ One or more response is 2.00–Rarely or 1–Never ↓ Current year average is 0.50 or more below the average in at least one preceding year
! 50% or more of responses are at or below level 3.00–Some of the Time ↑ Current year average is 0.50 or more above the average in at least one preceding year

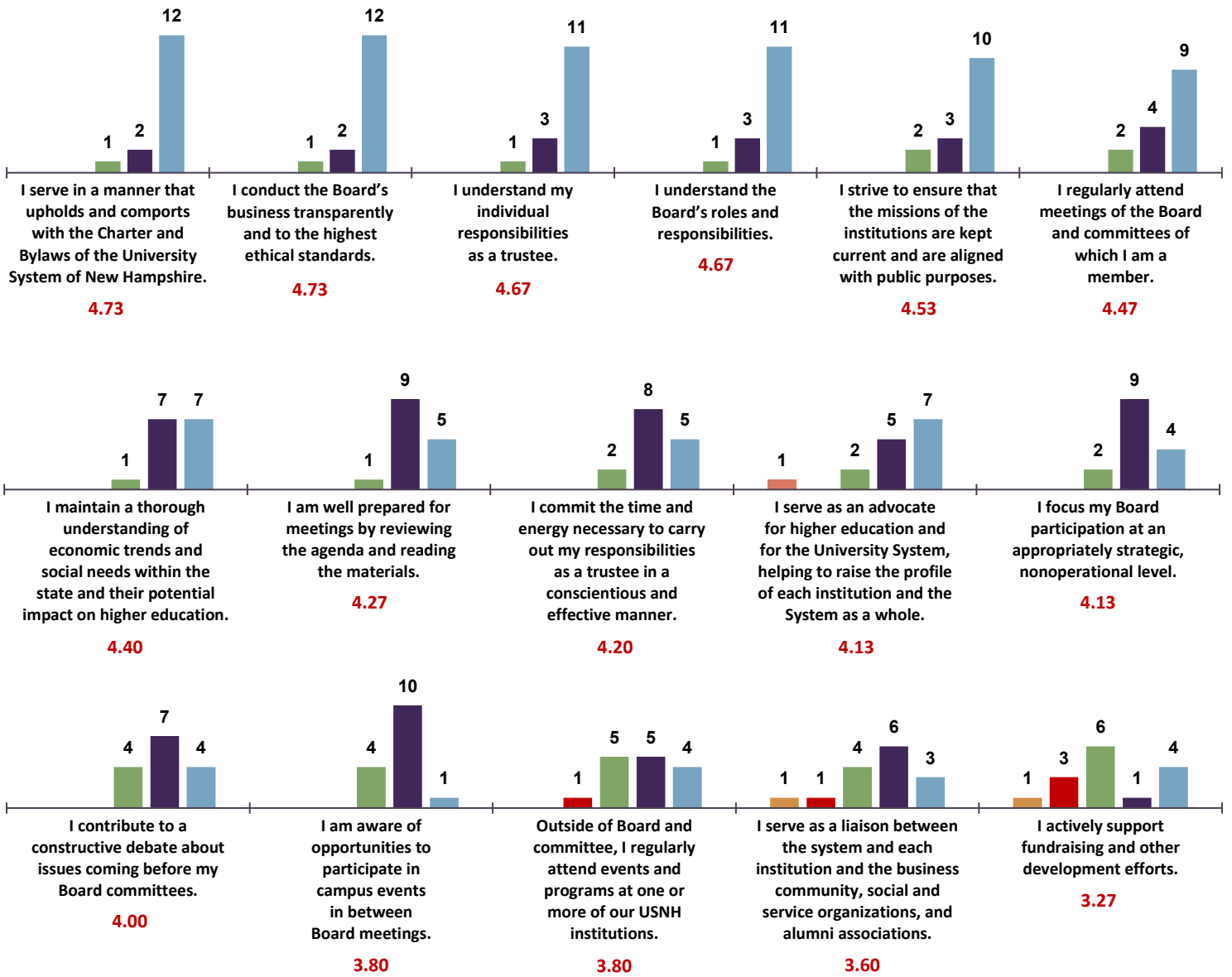
Scale/Response Weight: Never = 1.00 | Rarely = 2.00 | Some of the Time = 3.00 | Most of the Time = 4.00 | Always = 5.00

USNH Board of Trustees Evaluation 2026 | TRUSTEE SELF-EVALUATION

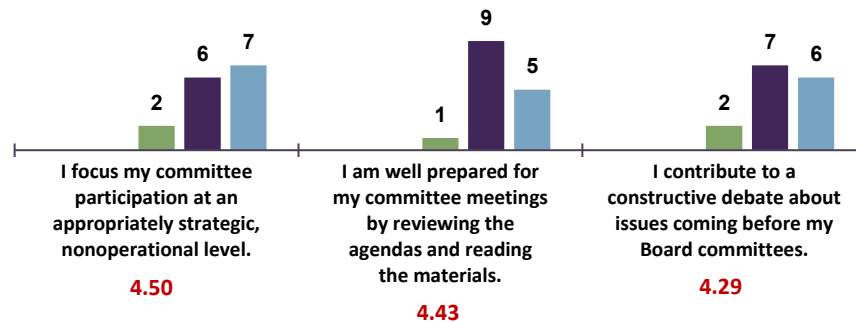
Response Frequency, *With Average Score per Question*

N = 15

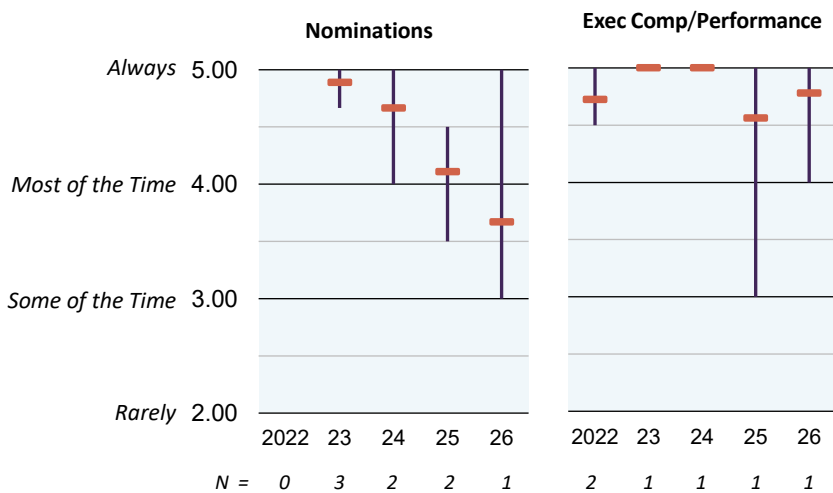
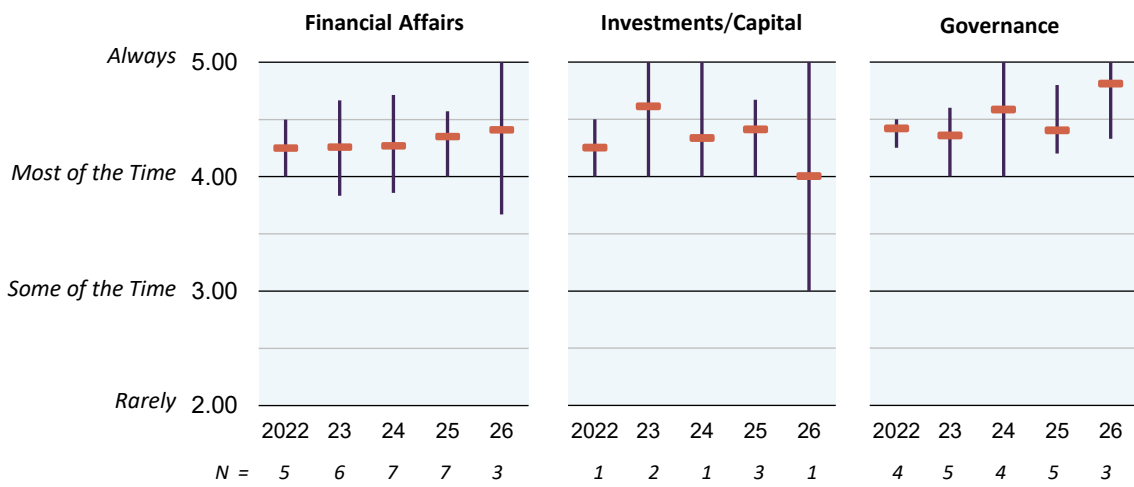
Board Participation



Committee Participation



High / Low / Average - Effectiveness Rating by Committee, FY 2022–2026



BOARD OF TRUSTEES

Board, Trustee, and Committee Evaluation

COMMENTS

Do you have suggestions for improving the way the Board receives information?

- ❖ After meeting action items, so we stay on track with follow-ups.
- ❖ Email alerts when documents are uploaded or updated.
- ❖ The decks that are sent in advance are often super long and complex. I do worry that most Board members either don't have time or ability to really absorb the materials in advance. Any way that we can streamline what is sent in advance and up the expectations for pre-meeting review would help.
- ❖ No suggestions to improve – it seems to work well.
- ❖ Everything is posted to the portal in a timely manner.
- ❖ USNH staff provide information in an accessible and efficient format. Institutional staff may benefit from USNH staff coaching in that area.
- ❖ The team does a great job putting together Board materials.
- ❖ Bi-monthly newsletter including campus challenges as well as successes.
- ❖ Talk to all the presidents more and get to know what they are thinking and the challenges they are facing. I honestly do not understand the emphasis on one person being responsible and one person as the point of contact. I don't work that way.
- ❖ I appreciate the timely updates that are periodically sent out, as needed.
- ❖ Earlier.
- ❖ I doubt that most of us have time to randomly check in to see what has been posted. I think that when new materials have been posted, we should be notified.

If the Board were to undertake one initiative that would make a difference in strengthening the Board's effectiveness, what would it be?

- ❖ A deeper dive once per year on the finances – 90-minute tutorial session at the start of each year (or the end), could be a zoom and not in person.
- ❖ I believe including components related to student-life impacts would go a long way. We have habitually mentioned the student experience, but I believe many of my Board colleagues would be surprised about the modalities of student life on USNH campuses.
- ❖ Being more strategic about agendas – full Board and Executive Committee, Educational Excellence, etc.
- ❖ The Board must be focused on Systemness at this critical time in higher education. All options which preserve the availability and access to quality higher ed in NH need to be considered and weighed, without undue bias towards any particular preferred model. As we move toward a moment where our reserves are dwindling or nonexistent, and we have no margins to invest in our enterprises, we have to take on the hard questions and be willing to risk the inevitable blowback from stakeholders. We have to accept that we have no more runway ahead of us.
- ❖ I think we need to work longer on Fridays by having time to talk about other business. That is not going to happen when every hour is scheduled for specific topics.
- ❖ More discussion regarding the pressing issues that affect campus life.
- ❖ Creating an idea of how we want the system to be structured and ensuring that pls is fully laid out to all students/staff/faculty in the system.
- ❖ The Board needs to understand why men aren't attending college at the rates they once did and at the rates that women do. That should be the focus of enrollment and market share discussions. Higher ed is more comfortable addressing female student participation and inclusion, which is important too. A university system that can honestly and openly discuss and effectively address male motives, apprehensions, participation, and inclusion could succeed where others fail in the coming market conditions.
- ❖ Bolster the financial acumen of all Board members.
- ❖ Work towards a commitment of organizational structure (both entities and leadership) and use this for a period of time (three years). Too often we're discussing potential changes leading to much energy and time discussing possible changes rather than strengthening the organization with the committed structure.
- ❖ More inclusiveness.
- ❖ We struggle to take action on some of the more difficult and larger decisions. Perhaps it means we need to be more intentional in identifying what action steps will need to be taken after a meeting and holding ourselves to those actions.
- ❖ Develop and create more time and opportunities for the Board to engage in meaningful, deliberate strategic discussion and decision-making, and create more opportunities for trustees to engage public and private sector stakeholders, deploying us as ambassadors and advocates.

What issues should the Board address as improvements to the governance systems?

- ❖ The challenge is for people to leave their personal interests at the door and focus on the broader system.
- ❖ I'd make lobbying efforts more a concerted and direct effort; providing information to the trustees about lobbying efforts.
- ❖ Point us toward consolidated leadership that can be held accountable across the system to preserve a three-campus system as long as is practical, but streamline decision-making and authority to make change happen before we are overtaken by existential circumstances for one or more campuses.
- ❖ Better and more ongoing communication to the Board. Having only three Board meetings a year, I would think would make this more of a priority.
- ❖ Clarity on the role of the Board for legislative engagement.
- ❖ The Board should consider having the Governance Committee approve nominations for Board committees. There is little transparency around how these decisions are made. Committees play a critical role in the oversight of the system, and more input on committee appointments would be a step forward.
- ❖ With the multiple sudden changes to system governance, we should be seeking a clearly outlined plan of how we need to structure our system as a whole for the long-term.
- ❖ Whether NH is best served in this time of market contraction by having a single-accredited university with branch campuses.
- ❖ I actually think it is working well. I think the weakness may be in the interactions with campus leadership outside of the normal meetings.

Do you have suggestions for changing or improving efforts to increase diversity on the Board?

- ❖ No great suggestions but keep pushing each area (e.g., schools, Governor’s office) to try and source additional candidates.
- ❖ I think comparing our Board’s makeup to other similar public higher education boards would be insightful.
- ❖ Perhaps a subcommittee charged with directing topics of interest to a broader group of prospective Board members (e.g., student life within Educational Excellence, athletics, etc.).
- ❖ Perhaps the need for Board diversity should be emphasized more by the chairs of the Governance and Nominations Committees in their reports to the full Board, so that trustees think harder about who they know who might be the right person to suggest for Board membership.
- ❖ The Board would be more committed to “systemness” with additional trustees who are not alumni of the three institutions. Alumni of UNH, KSC, and PSU are naturally and understandably biased towards their alma maters. Their perspectives and commitment are invaluable. As the Board considers all options to keep the system solvent in historically, enduringly challenging market conditions, it will need perspectives from more trustees with a system focus as well.
- ❖ Focus on EXPERIENCE diversity.
- ❖ I would worry more about having the appropriate skill sets.
- ❖ I believe we need to engage all Board members in seeking recommendations for new Board members.
- ❖ I have never been privy as to the exact process that allows for candidates to be submitted to the governor for Board consideration.
- ❖ All we should be looking at are the skill sets we need on the Board and who can provide those skills.
- ❖ Talk about the need to improve diversity openly in full Board meeting despite possible detractors and political scrutiny. Ask the governor to consider diversity when appointing Board members. Seek the assistance of other organizations/nonprofits to help source prospective trustees of color, underrepresented gender, etc.
- ❖ To meaningfully increase diversity, a more intentional, transparent, and collaborative approach is needed – particularly in partnership with alumni boards. We should provide the alumni boards with a more formalized assessment of where the gaps are to encourage them to consider how to best align their own nominations.
 1. Conduct an **annual Board composition assessment** using a structured matrix (skills, demographics, professional background, geography, lived experience, etc.).
Clearly identify **priority gaps** (e.g., racial/ethnic diversity, first-generation college, industry expertise, regional balance).

- Align this assessment with strategic priorities to ensure diversity supports institutional goals.
2. Formalize communication with alumni boards. Move from informal or ad hoc outreach to a **consistent, documented engagement cycle**.
Create a **standardized process to share identified gaps** with alumni boards and other recommending groups.
Provide a **written summary of Board composition gaps** annually. Include **specific profiles or attributes sought** for upcoming vacancies. Clarify timelines and nomination expectations.
 3. Partner with alumni boards to co-develop a diverse candidate pipeline. Identify **emerging and nontraditional leaders**, including younger alumni, community leaders, and underrepresented professionals.
Encourage alumni boards to maintain **standing nominee pools**, not just vacancy-based nominations.
Expand outreach beyond traditional networks to ensure broader candidate visibility.
 4. Increase transparency and accountability. Share high-level diversity goals (where appropriate) to create **shared accountability** across recommending bodies.
Provide feedback loops – let alumni boards know how their nominations align with identified gaps; report periodically on progress toward closing representation gaps.
 5. Align governance structures to support diversity goals. Ensure that the Governance or Nominations Committee explicitly incorporates **diversity objectives into trustee selection criteria**.
Review whether current policies unintentionally limit diverse candidate selection (e.g., tenure expectations, prior board experience requirements).

Suggested framing:

Increasing diversity on the USNH Board of Trustees requires a more formal, transparent approach to identifying and communicating gaps in Board composition. We should implement an annual Board composition assessment and share those findings in a structured way with alumni boards and other nominating bodies. This will allow us to clearly articulate the experiences and perspectives we are seeking and partner more intentionally to build a broader, more diverse candidate pipeline. Establishing this formal process will strengthen alignment, improve accountability, and ensure our Board better reflects the communities we serve.

Please comment on the Board’s subcommittees and offer suggestions for improvement.

- ❖ The addition of a student life-centric committee would be a valuable addition and a better place for the USSB efforts.
- ❖ They seem to work very well and have great leadership. I would just concentrate on some other areas as well.
- ❖ More education on the history of the issues being discussed. Some of the topics are a few years old and there is no understanding of the topic or project in a committee for new people.
- ❖ Committee structure works well and addresses risk areas adequately. I have seen marked improvement in the work of the Educational Excellence Committee, as it takes on more challenging issues and as the USSB continues to improve its own governance processes.
- ❖ They seem to operate well enough, however, I’m aware that attendance tends to be an issue and would continue to seek solutions to mitigate this.

Do you believe the Board meeting schedule (three business meetings) is effective? Do you have suggestions for changes to the meeting schedule?

- ❖ I believe three meetings per year works well. I do wonder at times if some of the committees need quick check-ins between meetings (especially the Financial Affairs Committee).
- ❖ I believe three meetings is appropriate. I would encourage time for broader discussions on Fridays as I historically have felt there are additional topics many of us would like to address in an open forum setting.
- ❖ The meeting schedule makes sense, as long as Executive Committee meetings continue to be scheduled monthly and/or as needed.
- ❖ I recommend moving from three to four meetings annually for the Board of Trustees, as the scope and complexity of the strategic issues before us continue to grow. With only three meetings, it is challenging to sustain momentum on key priorities, provide adequate oversight, and engage in the level of thoughtful discussion these issues warrant. An additional meeting would create more space for deeper dialogue, allow the Board to track progress more consistently, and ensure we are providing timely guidance on critical strategic initiatives that require our attention.
- ❖ Yes, and I also appreciate the opportunity to listen to Executive Committee meetings.
- ❖ No, I did not support the reduction in meetings. The system is facing unprecedented issues, and we do not spend enough time talking about solutions. We continue to look at things from 1,000 feet.
- ❖ I do agree it is effective. I wonder if there is enough time in three meetings to sufficiently review the important issues that the Board needs to address. I appreciate the current model.
- ❖ I think the mix of executive sessions and full meetings is the right mix and allows for coverage of long-range and immediate issues.
- ❖ I believe the move from four meetings to three helps with Board attendance and commitment, but it may not provide enough governance time during challenging and transformational periods.
- ❖ Yes, as long as materials are reviewed by everyone in advance. As to schedule, I wish we could visit campuses at times when classes are in session so that the Board can be reminded of all that we do for our students. Spring break and June don't achieve that.
- ❖ I do think it is effective with widespread participation in monthly Executive Committee meetings.
- ❖ In my experience, three business meetings is functional, however, I believe that quarterly meetings would be more effective.
- ❖ No changes at macro level. Less time on campus presentations, more time on financial situation. No, I would recommend returning to four meetings per year, especially with the challenging times that academia is facing.
- ❖ Return to four meetings, plus one strategic retreat. Reason: While we do not want to increase USNH staff workload, there is too much work to be done and too much strategic decision-making to be done to be effective in just three business meetings. If we focus our meetings more on strategic decision-making and critical issues/matters, we can increase meetings to four-to-five and ideally only marginally increase workload of staff. If workload goes up, that's unfortunate but time is short and the Board needs to be in a room together more often.

Do you have suggestions for improving Board organization and process?

- ❖ The student trustees should focus on quantitative data collection of student perspectives so the Board can better understand what affordability and cost challenges they face. Student trustees have helped us to understand that cost and affordability are top concerns. Is that cost of living, tuition, fees, total cost (student debt at graduation), interest rates, etc.? The Board needs to understand that better. Also, there's an alarming gender divide in NH college education of which the Board seems to be scratching the surface. I wonder if the student trustees can help the Board to understand that dynamic in quantitative terms. For example, surveys rather than focus groups with limited participation.
- ❖ I have been on the Educational Excellence Committee for years and I don't think we have ever talked about how we are working to deliver an excellent education. It seems to me that is one of the most important things that we should be focused on. Obviously, our financial viability is critical. We need to focus more on what the value is that students are receiving.
- ❖ I have been on the Board for seven years and can count on one hand the number of times that the Board chair and/or chancellor have reached out to ask my opinions about anything, which I find frustrating considering I spend more time with students by far than any other member of the Board.
- ❖ I would love to see more strategic coordination in the agendas of the committees, so that we can all see the thread that connects topics that carry across committees. In other words, thinking of each meeting as [part of] a whole and being super strategic about the agendas. Often trustees may not know what they don't know, and campus leaders need to ensure the Board is informed appropriately. I almost wonder if we need an agenda committee.
- ❖ I think we are set up for optimal coverage of issues. Scheduling Financial Affairs at the beginning of the Thursday meetings instead of the end of the day is a very good improvement, as I think it is better to tackle the most challenging material early in the day when everyone is fresh and ready to work!
- ❖ We need to have a future focused, legislative liaison/funding and shared services focused group. I believe we are making changes without fully utilizing the Board's strengths in strategic thinking and shared services. I would like to see more teamwork in these areas. We as educators don't have experience in areas where a trustee's point of view and assessment might be valuable. And the opposite is also true. We need to work together and listen to each other. I think together we make a great team and, when we do, we are unbeatable.
- ❖ Better outlining of committee meetings, their times, and where to locate their minutes.

Please provide any additional comments or suggestions.

- ❖ It will be important that all Board members understand the existential threats to our current system that we are now facing, and to resolve to address them now and not continue to kick the can down the road. Difficult choices will have to be made this year.
- ❖ Speaking for Keene, there has been only a handful of Board members who have attended commencement since I have been on the Board.
- ❖ I appreciate the difficult work of the campus leadership and the Board.
- ❖ The Board is actually the best I have worked with. The Board is supportive and engaged. I have never felt more supported in fact. The Board is made up of individuals with high ethical standards and Board leadership is outstanding. I may have some suggestions, but I have never felt unheard even if I can be a pain in the neck sometimes.

What do you find most satisfying in your role as Trustee?

- ❖ Being able to really drive on the financial issues we face and, at a minimum, to try to advocate for better stewardship and better understanding of where we are headed financially.
- ❖ The access to governance and the professional experience piece of it. While this is a hollow point for most non-student trustees, the ability to engage in these discussions at the table is not only valuable from the insights I am able to provide in the moment, but also how I can launch myself professionally moving forward after this experience.
- ❖ I am usually frustrated, but I appreciate the opportunity to voice my concerns.
- ❖ It is rewarding to learn more about each institution and their impact on students. Knowing that my time contributes to strengthening the USNH system and supporting its long-term financial sustainability and relevance is deeply meaningful, and I consider it an honor to serve as a trustee.
- ❖ Advancing higher education in our state.
- ❖ My commitment to engage with as many students as I can.
- ❖ The best reason for serving on the Board of Trustees is that it allows me to serve my state in an important way, which is to protect and preserve accessibility to higher education, thus advancing the goals that elevate quality of life in New Hampshire.
- ❖ Working with others with expertise different from my own and the friendships I have built.
- ❖ Furthering the mission of public higher education to benefit the Granite State.
- ❖ Providing strategic guidance and support to the institution to support the long-term sustainability of our three institutions.
- ❖ My fellow trustees, system leadership, and university leaders are exemplary public servants with a mastery of the needs of the institutions and the strategic vision necessary to lead them through extremely challenging market conditions. I'm honored to serve with them and to learn from them.
- ❖ I am one of the system's largest donors. I want to help the system. I believe I add value.

What do you find least satisfying in your role as Trustee?

- ❖ The erosion of the value society places on higher education.
- ❖ My sense is that too many members don't question what is being said at meetings and are not tracking what we are being told from one meeting to the next, or perhaps more fairly, that there is not any tracking of what is being promised and then looking back a year or so later to see if what is being said aligns with what has taken place.
- ❖ The frustration of creeping politicization of higher education.
- ❖ I feel the role of student trustee is often tokenized; I believe stronger on-boarding is necessary for such a role and a dedicated, mandatory, mentor would be a strong step in increasing the effectiveness of the position.
- ❖ The pace at which we move – big issues and very slow progress.
- ❖ Watching the slow speed of change.
- ❖ My opinions are rarely asked for by the Executive Committee.
- ❖ Lack of urgency on the part of the campuses. The issues are bigger and closer than we think, and we are not operating with enough pace.
- ❖ Sometimes trustees think they know more than we do about what we do.
- ❖ I am eager to establish the knowledge base and context necessary to contribute constructively and assertively, when necessary, in Board discussions. I've learned an enormous amount from my fellow trustees and system and university leaders in my first seven months on the Board. As that process continues, I am confident that my contributions to our discussions will develop with my knowledge of the system and its needs.

Please provide any additional comments or suggestions.

- ❖ I find great enjoyment and satisfaction in working with smart and engaged Board members, administration, and staff. We are lucky in New Hampshire to have such dedicated individuals who commit themselves to work that can be, at times, thankless.
- ❖ We need to take a long hard look at what the job needs are in NH that require a four-year degree, what those jobs are paying, and if our costs make attending one of our institutions attractive. We then need to focus on teaching what is needed and what majors will provide a good return on investment. We also know our institutions will be smaller, we should get to those numbers quickly and use our reserves to provide the highest level of education in the majors that the numbers justify continuing.
- ❖ Would be great if we had a calendar of events for the campuses that leadership thought would be good for Board attendance to show presence and participation.
- ❖ All three colleges need to move faster. We will be smaller. Just get to the correct size. Plus invest in what we are good at and where there is demand.
- ❖ I'd love to make it known that I would be highly interested in serving as an Alumni Trustee or mentor to the USSB in the future. I'd like to continue to support the mission of the Board of Trustees, even if I am no longer a member.
- ❖ I am eager to help the system develop synergies with the Department of Military Affairs and Veterans Services. The missions of the system and the department, and their pragmatic and collaborative leaders, provide myriad opportunities for mutually beneficial initiatives. I hope to develop some options for the Board's consideration in the years ahead.
- ❖ We must have a great group of trustees because they have put up with me for over a decade :)

Please provide any additional comments or suggestions (including specific feedback on how the meetings are run and whether the committee is working on the 'right' issues).

Audit

[no comments]

Educational Excellence

- ❖ With new committee leadership, it's a little too early to tell how this will work moving forward. Hearing from the student trustees is always informative.
- ❖ I feel that Educational Excellence needs to initiate a brain-storming session that will allow for an exchange of ideas outside the box, with this information shared with the provosts of each of our campuses. We are not in a business-as-usual environment and need to be more responsive to the needs of today's students.

Executive

- ❖ No issues with the way the Executive Committee operates.

Executive Compensation & Performance Review

- ❖ We are always working to achieve the right sets of goals for our executives that will best serve the needs of the system.

Financial Affairs

- ❖ Tons of info with Financial Affairs – I believe more education of the committee members is always plus. The more we inform the better the Board can support the path forward.
- ❖ I appreciate the wit and wisdom of Chair Tewksbury, particularly the way he presents the important “take-aways” by reducing sometimes difficult financial concepts in understandable ways.

Governance

- ❖ I suggest that the committee increase its consideration of the system's structure and decrease its consideration of trustee obligations and backgrounds. In these market dynamics, how the system is structured and credentialed should have the Board's full attention.
- ❖ Kass does an excellent job leading the committee. All members are encouraged to participate and share their perspectives. She seeks consensus by allowing all voices to be heard.

Investments & Capital Planning

- ❖ Working on right issues. Need to better tie capital and facilities discussions to the overall financial situation of the system and its campuses.

Nominations

[no comments]

BOT POLICY I.A. Implementation of the Student Trustee Election Law

- ~~1.—~~ **1. Preamble.** ~~To guide the conduct of the student trustee elections authorized under Chapter 124 of the laws of 1979 and subsequent amendments, the Board of Trustees under the authority of RSA 187-A:13 and 16 adopts the following policy.~~
- ~~2.—~~ **12. Campus ~~Rotation~~Representation.** ~~Student Trustees shall be elected in accordance with the representation requirements set forth in RSA 187-A:13. Chapter 76 of the New Hampshire Laws of 2011 provides that the 2011 elections for student trustee will occur at the University of New Hampshire and Plymouth State University, the 2012 elections at Plymouth State University and Granite State College, the 2013 elections at Granite State College and Keene State College, and the 2014 elections at Keene State College and the University of New Hampshire. Unless the law is repealed or amended, the election for the student trustee in subsequent years shall rotate among the campuses in the same order.~~
- ~~3.—~~ **23. Candidates.** ~~Any full-time matriculated undergraduate or graduate student who meets the representation requirements set forth in institutional procedure and RSA 187-A:13 shall be eligible for consideration as a Student Trustee. at the institution scheduled for the student trustee election shall be entitled to run as a candidate for student trustee. This student should appear on the ballot provided:~~
- ~~4.—~~ ~~The student has completed at least three semesters or terms at the institution they would represent; and~~
- ~~5.—~~ ~~The student has submitted a petition with not less than 50 student signatures to the appropriate student government representative at least 2 weeks prior to the election, except at Granite State College where the student is required to submit a statement of interest to the President's Office at least 2 weeks prior to the election.~~
- 34. Voting.** All full-time matriculated undergraduate and graduate students shall be eligible to vote for student trustee at the institution in which they are enrolled.
- 45. Election Procedures.** Each institution shall establish procedures for the election of its Student Trustee ~~carry out the election of the student trustee under the same procedures used for the election of the student body president. In case of conflict between those procedures and this policy, the terms of this policy shall control.~~

BOARD POLICY BOT.VII.A:

System-Wide Effect of Disciplinary Suspensions and Expulsions

1. Sanctions Apply Across All USNH Institutions

- 1.1 **Disciplinary Suspension.** A student ~~who is suspended from ineligible to register for or attend classes at any one USNH institution for violating because of suspension entered upon finding of responsibility for violation of~~ the institution's student code of ~~student~~ conduct shall be ineligible to register for or attend classes at any other USNH institution ~~for the duration of the suspension during the entire period of suspension.~~
- 1.2 **Disciplinary Expulsion.** A student ~~who is expelled from ineligible to register for or attend classes at any one USNH institution for violating because of permanent expulsion entered upon finding of responsibility for violation of~~ the institution's student code of ~~student~~ conduct shall be ineligible to register for or attend classes at any other USNH institution for a period of two (2) years following the effective date ~~of the expulsion on which the student was permanently expelled.~~
- 1.3 **Pending Conduct Matters.** A student ~~who separates from, withdraws from, takes leave from, or otherwise ceases enrollment at a USNH institution while a conduct matter is pending may be subject to a system-wide conduct hold if the pending allegations could reasonably result in suspension or expulsion. The system-wide hold shall remain in effect until the pending matter is resolved or the institution that placed the hold determines that the hold is no longer necessary. A student ineligible to register for or attend classes at any one USNH institution because of a pending student disciplinary charge shall be ineligible to register for or attend classes at any other USNH institution for as long as the charge remains pending.~~
- ~~1.3~~1.4 **Institutional Responsibility.** Each USNH institution is responsible for administering its own student conduct process and determining whether a pending matter warrants a local or system-wide hold. Students shall receive notice of any conduct hold consistent with applicable institutional procedures.

President's Office
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Date: June 1, 2026

To: Michael J. Pilot, Chair, USNH Board of Trustees
Cathy Provencher, USNH Chancellor
Tia Miller, Executive Assistant

From: Donald Birx, Interim President, KSC

Subject: Keene Endowment Association By-law Revisions

The Keene Endowment Association ("KEA") has proposed revisions to its existing By-laws to address concerns regarding officer term limits and the potential impact on leadership continuity and succession planning. Specifically, the proposed amendment would exclude service as President, 1st Vice President, 2nd Vice President, or Treasurer (the "Officers") from counting toward a trustee's overall board term limits. The Officers roles would still be subject to term limit, elected annually (Article II, Section IV), and can be removed by two-thirds affirmative vote (Article II, Section VI). KEA believes this change will strengthen organizational governance, improve continuity, and prevent unintended turnover in its most crucial leadership roles while maintaining effective board renewal practices.

Included with this memo are clean and red line copies of the proposed By-laws.

Below is an overview of the significant proposed changes to the by-laws:

Article I

Section IV was inserted to exempt the years served as an officer from the calculation of the time served as a trustee.

Article II

Section V was amended to apply re-election limit of three additional one-year terms to all officers, not just the President and Vice Presidents.

In accordance with the Amended Agreement Between the KEA and USNH, I, as a Trustee of the KEA, am requesting Trustee's approval of the proposed By-laws at the USNH Board Executive Committee meeting.

Conclusion Amending the KEA's bylaws to exempt service as President, 1st Vice President, 2nd Vice President, or Treasurer from Trustee's term limits is a strategic move to retain talented leaders longer, prevent premature turnover, and preserve critical organizational knowledge. We look forward to discussing this proposal at our upcoming board meeting.

Attachments

- Proposed KEA By-Laws (Clean)
- Proposed KEA By-Laws (Red Line Copy)

cc: Chad Chimentel, General Counsel and Secretary
William Faulkner, President, Keene Endowment Association

KEENE ENDOWMENT ASSOCIATION BYLAWS ENACTED

Effective on: ~~September 8, 2022~~ June 30, 2026

Article I Membership

Section I: The activities, property, and affairs of Keene Endowment Association (the "**KEA**") shall be managed by the Board of Trustees (the "**Board**"), or by the Executive Committee thereof which may exercise the powers and authority of the Board of Trustees as provided under Article V, Section IV(a) of these Bylaws

Section II: The KEA shall have two (2) types of trustees namely, elected trustees and ex-officio trustees. The KEA shall consist of not fewer than six (6) nor more than thirty (30) trustees as determined from time to time by the Board. Each trustee, elected or ex-officio, shall have one and only one vote on all matters coming before the Board.

Section III: Elected trustees of the Board shall be nominated and elected by a majority vote of the trustees. The term of office of each elected trustee shall begin on the date designated at the time of election and shall terminate at the conclusion of the last annual or regular meeting of the Board in the third year of such term. Elected trustees may be re-elected for two additional three-year terms. Any elected trustee having previously served on the Board may be elected to the Board again after an interval of one year following their completed term.

Section IV: Any time served as an Officer by a Trustee, as set forth in Article II hereof, shall not be included in the calculation of the time served as a Trustee.

Section IV: The following positions or equivalent positions with the Keene State College shall be ex-officio trustees of the Board:

- President of Keene State College ("**KSC**") (or their designee)
- KSC Vice President of Finance and Administration (or their designee)
- KSC Vice President of Advancement (or their designee)
- KSC Alumni Trustee to the University System of New Hampshire.

Section VI: The Board shall have exclusive power to adopt, amend, and rescind these By-Laws and prescribe membership qualifications and rights.

Section VI: Any elected trustee may withdraw at any time by notifying the Board in writing. Any elected trustee who has not attended four (4) consecutive meetings of the Board may, by a two-thirds vote of the trustees present and voting, be designated as inactive. Inactive trustees shall have no vote on matters that come before the Board, but will receive advance notice and copies of the minutes of all meetings of the Board. They shall not be considered a trustee for the purpose of Article IV, Section VI of these Bylaws.

Section VII: An elected trustee may be removed with or without cause by two-thirds affirmative vote of the trustees present and voting at an annual, regular, or special meeting when, in the sole judgment of the trustees voting for removal, the best interest of the KEA would be best served thereby. An elected trustee proposed to be removed shall be given at least seven (7) days' advanced written notice of the removal vote and shall be entitled to be heard at the meeting prior to the vote.

Section ~~IX~~IVIII: No trustee shall at any time receive any salary or remuneration of any sort for their services as trustees, other than reimbursement for monies which may be advanced by a trustee for the use of the KEA and then only upon a proper statement setting forth the purpose and use of such advances.

Article II Officers

Section I: The Board shall elect the officers of the KEA at the annual meeting of the KEA. The officers of the KEA shall be a President, one or two Vice-Presidents, and a Treasurer each of whom shall be elected trustees

Section II: The officers shall perform the regular duties pertaining to their offices or such duties as shall be assigned to them from time to time by the Board.

Section III: No trustee shall be eligible for the office of the President who has not served at least one year on the Board.

Section IV: The officers shall be elected annually at the annual meeting of the Board for a term of one-year and until their successors are elected.

Section V: The ~~President and Vice Presidents~~ officers may be re-elected for three (3) additional one year terms.

Section VI: Any officer may be removed by two-thirds affirmative vote of the trustees present at an annual, regular, or special meeting with or without cause when, in the sole judgment of the trustees voting for removal, the best interest of the KEA would be best served thereby.

Section VII: Any vacancy in any office because of resignation, removal or any other cause may be filled for the unexpired portion of the term of that office by the Board.

Article III Duties of Officers

Section I: The President shall preside at all meetings of the Board, may vote on all questions before the bodies, may call special meetings of either body whenever said President may deem it expedient; and shall oversee the maintenance of an accurate record of all votes and acts of the Board and, with the approval of the KSC President, shall appoint a staff member of the KSC Advancement Services to keep a record of all meetings of the Board, and all committees.

- Section II: The first Vice President shall perform the duties of the President in the event of a vacancy in the office of the President, or of the inability of the President to serve.
- Section III: The second Vice President, if there is one, shall perform the duties of the first Vice President in the event of a vacancy in the office of the first Vice President or the inability of the first vice president to serve.
- Section IV: The Treasurer shall be responsible for a regular and correct accounting of all receipts and disbursements, and make a detailed report of same to the Board at the annual meeting.

**Article IV
Meetings**

- Section I: The KEA shall hold a regular meeting designated as the “annual meeting” within 90 days after the close of the fiscal year. At the annual meeting, the Board shall vote to elect trustees, to elect officers, and to conduct such other business as may properly come before it.
- Section II: In addition to the annual meeting, the KEA shall hold one (1) or more regular meetings at such times and places as determined by the KEA. At each regular meeting, the Board shall conduct such business as may properly come before the meeting,
- Section III: Special meetings may be held at any time on the call of a member of the executive committee.
- Section IV: For annual and regular meetings, written notice of the meeting shall be sent to each trustee by appropriate means at least five (5) days prior to the date fixed for the meeting. The notice shall state the time and place of the meeting. A written agenda of matters to be considered at each regular meeting shall be sent to each Trustee by mail at least five (5) days prior to the date fixed for the meeting. The President shall be responsible for preparing the agenda for each annual and regular meeting.

For special meetings, written notice shall be sent to each trustee at least five (5) days prior to the date fixed for the meeting. The notice shall state the time, place and purpose of the meeting. The purpose for a special meeting shall be established by the person or persons responsible for calling the meeting.
- Section V: Trustees may participate in a Board Meeting by means of a conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other; such participation shall constitute presence in person at the meeting.

- Section VI: A quorum at any Board meeting and the minimum to take action shall be defined as the number of trustees present when the meeting begins with a minimum of 50% plus one (1) of trustees eligible to vote. Inactive trustees shall not count toward the quorum requirement. If a quorum shall fail to attend any meeting, the chairperson of the committee or a majority of the members who are present, may adjourn the meeting to another place, date or time.
- Section VII: The Board may act by vote of a majority of the trustees possessing the right to vote and present at a meeting at which a quorum is present at the time of the act, unless the act of a greater number is required by law, the certificate of incorporation, or these bylaws.

Article V
Committees of the Board

- Section I: The standing committees shall be established in Section II of this Article. They shall have and may exercise the powers and authority of the Board to the extent provided in Section II. The Board may designate such other committees as the Board shall deem advisable from time to time, each of which shall have and may exercise the powers and authority of the Board to the extent provided in the charters of each committee adopted by the Board in one or more resolutions.
- Section II: There shall be four standing committees:
- Executive Committee
 - Investment Committee
 - Board Development and Governance Committee
 - Stewardship and Outreach Committee
- Section III: The membership of standing committees shall be as provided in Section IV of this Article or the Board's resolution designating the committee. Consistent with those provisions, promptly following the Annual Meeting, the President of the KEA, shall appoint the chairpersons and vice chairpersons and the members of each standing committee. Only trustees shall be eligible to serve as chairpersons, vice chairpersons, or members of standing committees.
- Section IV: The standing committees shall have the responsibilities stated in this section, and such other responsibilities as shall be set forth in written charters for each standing committee as the Board shall approve from time to time.
- a. **Executive Committee.** The Executive Committee shall be composed of the Officers of the KEA, the President of Keene State College (or their designee), and the chairs of the standing committees. If a committee chair is absent from a meeting of the Executive Committee, the committee's vice chair may serve as a temporary member of the Executive Committee, with full voting and all

other privileges, and be counted for purposes of establishing a quorum. The President of the KEA will act as the chairperson of the Executive Committee. The Executive Committee shall have, and may exercise during the interval between meetings of the Board, all powers vested by the Trustees except the power to change membership of or fill vacancies in the Board or within the Executive Committee and the power to amend these By-Laws. The Executive Committee may make rules for conduct of its business.

- b. **Investment Committee.** The Investment Committee shall consist of at least four (4) trustees. The Treasurer of the KEA will act as the chairperson of the Investment Committee. The responsibilities of the Investment Committee shall be to develop investment policies for submission to the Board.

The Investment Committee shall meet not less than four (4) times annually to review performance and investment transactions of the funds under care of the investment advisor and develop and oversee compliance of Board-approved investment policies.

- c. **Board Development and Governance Committee.** The Board Development and Governance Committee shall consist of at least four (4) trustees. The responsibilities of the Board Development and Governance Committee shall be to strengthen the future of the KEA by engaging in long range planning at the request of the Board; matters relating to policies and procedures to enhance the quality, efficiency and effectiveness of the Board, such as governance, conflicts of interest, and ethics issues; inform, advise, and counsel the Officers on the appointment of committee chairs, vice chairs, and trustees; and advise the Board on matters relating to leadership succession.
- d. **Stewardship and Outreach Committee.** The Stewardship and Outreach Committee shall consist of at least four (4) trustees. The Stewardship and Outreach Committee shall be responsible for engaging current and potential donors to Keene State College, providing information on how gifts make a difference to the College, what specific funds have accomplished, and how new gifts could be used to help students.

Section V: Committee meetings may be held at any time and place designated by the chairperson of the committee or the President of the Board.

Section VI: Written notice of meetings of each committee shall be sent to each Board member by appropriate means at least five (5) days prior to the date fixed for the meeting. The notice shall state the time and place of the meeting and note that every trustee is invited to attend. A written agenda of matters to be considered at each meeting shall be sent to each Trustee member by

appropriate means prior to the date fixed for the meeting. The chairperson of the committee shall be responsible for preparing the agenda for each meeting.

Section VII: A quorum at any committee meeting and the minimum to take action shall be defined as the number of trustees present when the meeting begins with a minimum of 50% of trustees. Inactive trustees shall not count toward the quorum requirement. If a quorum shall fail to attend any meeting, the chairperson of the committee or a majority of the members who are present, may adjourn the meeting to another place, date or time.

Section VIII: Trustees may participate in a committee meeting by means of a conference telephone or similar communications equipment provided all persons participating in the meeting can hear each other; such participation shall constitute presence in person at the meeting.

Article VI **Disposition of Funds**

Section I: All funds and other properties of the KEA shall be subject to the control and disposition of the trustees. The officers of the Board shall execute the directions of the trustees in the management of such funds and properties.

Section II: All orders drawn against said accounts shall be signed by any three Officers of the KEA. Financial institutions engaged by the KEA are hereby authorized and directed to honor and pay any such orders.

Section III: All endowments, bequests and gifts of any kind made to the KEA shall, unless otherwise directed by the donor or grantor, be subject to the disposition of the KEA in accordance with applicable state and federal laws, and regulations including but not limited to the Uniform Prudent Management of Institutional Funds Act NH RSA 292-B, as said Act may be amended from time to time.

Article VII **Conflict of Interest**

Section I: **Duty to Disclose and Voting Requirements:** Any potential conflict of interest on the part of any KEA officer or trustee, whether elected or ex-officio, or member of the immediate family thereof, shall be disclosed in writing to the Board and made a matter of record through an annual procedure and also when the interest involves a specific issue or transaction before the Board. Where the transaction involving any KEA officer or trustee, whether elected or ex-officio, or member of the immediate family thereof exceeds five hundred dollars (\$500) but is less than five thousand (\$5,000) in a fiscal year, a two-thirds vote approving

the transaction is required. Where the transaction involved exceeds five thousand dollars (\$5,000) in a fiscal year, a two-thirds vote approving the transaction and publication of a legal notice in the required newspaper is required, together with written notice to the Director of Charitable Trusts, Attorney General's Office. The minutes of the meeting shall reflect that a disclosure was made and that the interested Board member (trustees) and all other Board members (trustees) with a pecuniary transaction with the KEA during the fiscal year were absent during both the discussion and voting on the transaction. Every new member of the Board will be advised of this policy upon entering the duties of his or her office and shall sign a statement that they know, understand, and will abide by this policy.

Section II: **Other Statutory Requirements:** The Board will comply with all requirements of New Hampshire laws dealing with pecuniary benefit transactions (RSA 7:19-a and RSA 292:6-a) and all such laws are incorporated in full into and made a part of this policy statement. These requirements include, but are not limited to, absolute prohibition of any loans to any KEA officer or trustee, whether elected or ex-officio, or member of the immediate family thereof, of the charitable trust, and prohibition or any sale or lease (for a term greater than five years) or conveyance of real estate from any KEA officer or trustee, whether elected or ex-officio, or member of the immediate family thereof, without the approval of the probate court. These requirements extend to both direct and indirect financial interests, as defined by attached statutes.

Article VIII

Indemnification of Trustees

Section I: **Liability of Trustees:** KEA shall defend, indemnify and hold harmless each trustee against personal liability to KEA for monetary damages for breach of fiduciary duty as a trustee, except with respect to: (i) any breach of the trustee's duty of loyalty to KEA or Keene State College; (ii) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of the law; or (iii) any transaction from which the trustee derived any improper personal benefit.

Section II: **Third Party Actions:** The KEA, to the extent permitted by law, shall defend, indemnify, and hold harmless each trustee who was or is a party to a proceeding or threatened to be named a defendant in a proceeding, whether civil, criminal or administrative or investigative, because such trustee acted on behalf of the KEA, against liability for a final judgment, settlement, penalty, fine, and reasonable expenses incurred with respect to the proceeding; if: (i) the trustee conducted himself/herself in good faith; and (ii) the trustee reasonably believed his or her conduct was neither a violation of the law nor opposed to the best interest of the KEA. The KEA may not defend, indemnify or hold harmless a trustee in

connection with any proceeding charging improper personal benefit to such person, whether or not involving an action on behalf of the KEA, in which such person is adjudged liable on the basis that personal benefit was improperly received by him or her.

Article IX
Agreement Between KEA & USNH

As a Foundation established to benefit Keene State College, the KEA is an “affiliated foundation” within the meaning of University System of New Hampshire’s (“**USNH**”) policy BOT.III.C.1 (“Foundations Established for the Benefit of USNH or its Component Institutions”). To comply with the policy and maintain the affiliation with KSC, the KEA shall abide by the terms and conditions established in the Amended Agreement between KEA and USNH, as amended from time to time.

Article X
Miscellaneous

- Section I: The fiscal year shall be from July 1 to June 30 of the next year.
- Section II: The rules contained in Robert's Rules of Order, latest edition, shall govern any meeting of the Board or any committee thereof, unless otherwise provided under these bylaws or the certificate of incorporation.
- Section III: During any regularly called meeting, the President of the Board may call an executive session of the Board, and the chairperson of any committee may call an executive session of such committee, if deemed necessary by the President and chairperson and if the members of the Board or committee concur, for the purpose of discussing any matters of business which the Board or committee may consider confidential or sensitive. Only voting members of the Board and individuals invited by such Board members may be present during executive session. Any action with respect to matters discussed in executive session shall be conducted before the full Board or committee, as the case may be.

Article XI
Amendments

Subject to the approval of the USNH Board of Trustees as established in the Amended Agreement between KEA and USNH, these Bylaws may be amended by a majority of trustees present and voting at an annual meeting, regular, or at a special meeting called for that purpose provided that members receive the proposed amendments at least five (5) days in advance.

Article XII
Effective Date

These Bylaws, as amended, shall be effective as of September 8, 2022

ARTICLE XIII
Repeal of Prior Bylaws

Following adoption of the foregoing By-Laws and the effective date thereof, all By-Laws of The KEA, which were in effect prior to the effective date of these Bylaws are hereby repealed.

CERTIFICATION

I hereby certify that I am President of the Keene Endowment Association and that the foregoing Bylaws were duly adopted by the trustees as the Bylaws of the Association on ~~September 8, 2022~~ March 12, 2026 and approved by the USNH Board of Trustees on [Insert date].

William Faulkner, ~~Indrika Arnold~~, President, Keene Endowment Association _____
Date

The following prior revision dates are noted for historical purposes only and are not part of the Bylaws:

- September 8, 2022
- March 7, 2019
- June 7, 2018
- September 14, 2016
- June 8, 2015
- November 21, 2011
- November 10, 2011
- June 21, 2010
- June 4, 2002
- June 9, 1992
- June 2, 1988
- June 8, 1978
- December 1958
- May 13, 1957

Summary of Proposed Alumni Association Board of Directors Bylaws Changes

The proposed revisions streamline the structure and leadership of the Alumni Association Board of Directors to better align with current departmental and University Advancement resources. Key changes include simplifying the officer structure from two Vice Presidents (First and Second) down to one Vice President, and shifting the responsibility for nominating officers from the Nominating Committee to the Executive Committee. Several Board positions have also been consolidated or removed, including the elimination of the Emeriti Council Chair as a non-voting ex-officio Director and the Parents' Association Honorary Director role, reflecting a more focused and sustainable governance model given available staffing and resources.

The revisions also simplify several standing committees, most notably removing the Alumni Recognition Committee, the Diversity Equity and Inclusion Committee, and the Emeriti Council as formally named Standing Committees, allowing the Board greater flexibility to direct energy and resources where they are most impactful. The Board's role in the selection of the Executive Director has been updated to reflect the realities of the University's Advancement structure. Regular Board meetings are now explicitly capped at three per year, and other technical clarifications have been made around vacancies, term limits, and meeting participation. It is important to note that while the Board itself is scaling back its formal governance structure, the alumni events, programs, and services that our community knows and values operate outside of the Board's purview and are not impacted by these changes. Alumni benefits, engagement opportunities, and programming will remain in place and continue to be a priority. Taken together, these Bylaws changes are designed to create a leaner, more agile governance structure that is realistic and sustainable given current University Advancement resources, while continuing to serve and engage the UNH alumni community effectively.

**BYLAWS OF THE ALUMNI ASSOCIATION
OF THE UNIVERSITY OF NEW HAMPSHIRE**
(a New Hampshire voluntary corporation)

Article I. Definitions

Section 1. *The Association:* The Alumni Association of the University of New Hampshire.

Section 2. *University of New Hampshire:* The University of New Hampshire - Durham, the University of New Hampshire – Manchester, and the University of New Hampshire School of Law, hereinafter collectively and inclusively referred to as the “University”.

Section 3. *Purpose:* The purpose of the Association is to provide a forum for all alumni of the University to engage with the University, and to promote and support the educational program and objectives of the University.

Section 4. *Member:* A Member of the Association shall be any individual who has received an associate, undergraduate or graduate degree from the University.

Section 5. *Associate Member:* Any former student of the University who was regularly enrolled for a minimum of one term or semester as a candidate for an associate, undergraduate, or graduate degree from the University.

Section 6. *Honorary Member:* Those friends of the University who are admitted as Honorary Members by vote of the Board of Directors of the Association.

Section 7. *University Member:* The University of New Hampshire, a body politic and corporate existing under the provision of New Hampshire RSA 187-A (this includes University of New Hampshire-Manchester, and University of New Hampshire School of Law), and shall be represented by the President of the University or his/her designee; provided, however, the prior approval required in connection with the acts and undertakings listed in Article II, Section 3, subsections ii, iii, v, vi, and vii may not be delegated.

Article II. Membership

Section 1. *Composition:* The Association shall consist of Members, Associate Members, the University Member, and Honorary Members.

Section 2. *Rights of Members and Associate Members:* Members and Associate Members shall have the right to hold office to vote, in annual elections and at meetings of the Members, to serve on committees and to enjoy such other benefits of the Association as the Board of Directors may establish.

Section 3. *Acts Requiring Approval by the University:* Notwithstanding any other provision of these Bylaws, the following acts or undertakings of the Association shall require the prior approval of the University Member: (i) operating expenditures, capital expenditures, use of reserves, or disposition of assets in excess of limits established by University policy and applicable to all University business operations; (ii) acquisition of real property; (iii) issuance or incurrence of indebtedness of any type or form; (iv) establishment of a budget; (v) commencement, compromise or defense of any form of action, legal or equitable, in any forum whether judicial, administrative or otherwise; (vi) amendment of the Association's Articles of Association or Bylaws (except as specified in Article XIII, below); and (vii) the dissolution of the Association, provided, however, that in the exercise of these reserved powers the role of the University Member shall be to review and ratify recommendations that are initiated and developed by the Association. In conducting this review, the University Member shall attempt to promote efficient decision-making while limiting duplication of review; provided, further, that, notwithstanding the foregoing, the University Member's power to dissolve the Association as set forth in Article XV hereof, may be initiated by the University Member.

Section 4. *Honorary Members:* shall have the right to participate, but not vote, at meetings of the Members, to serve on committees and to enjoy such other benefits of the Association as the Board of Directors may establish.

Article III. Board of Directors

Section 1. *Directors:* Subject to the powers reserved to the University Member in Article II, Section 3 of these Bylaws, the governing body and management of this Association shall be vested in a Board of Directors (the "Board") of up to twenty-eight (28) voting Directors (or such other number as the Board of Directors may designate).

Section 2. *Elected Directors:* There shall be at least seven (7) Directors who shall be Members and elected as described in Article VIII of these Bylaws ("Elected Director"). The Elected Director shall have full voting privileges. The Elected Director shall serve a term of three (3) years. No Elected Director may serve more than two consecutive terms unless serving as an officer of the Association in accordance with Article IV, Sections 1 and 2. An Elected Director who is serving as an Officer whose term as an Elected Director has expired prior to ascending into office in accordance with Article IV, Sections 1 and 2 or prior to the expiration of their term as Officer may serve an additional term(s) as an Ex-Officio Voting Director concurrent with the term of office.

Section 5. *Ex-Officio Directors.*

a. *Ex-Officio Voting Directors:* The Alumni Trustees elected as provided in Article VIII, Section 2 shall be ex-officio voting Directors. Directors serving as Officers shall be ex-officio voting Directors if their term as Director expires prior to their term as Officer in accordance with Article IV, Sections 1 and 2.

b. *Ex-Officio Non-Voting Directors:* If not sitting as a Director, the Immediate Past President of the Association shall be a non-voting, ex-officio Director. The President of the University or any acting or interim President of the University shall be a nonvoting ex-officio Director. The Emeriti Council Chair shall be a non-voting, ex-officio Director. Non-voting ex-officio Directors shall not be present when the Board is in executive session except permitted by a vote of majority of the Board's voting Directors. Non-voting ex-officio Directors shall not be present when the Board is in executive session except as may be requested by a vote of majority of the Board.

Section 6. *Special Directors:* The President of the Association may nominate Members as needed to serve as non-voting Special Directors each year to serve a term of one-year from July 1 through June 30. A Special Director so nominated is subject to confirmation by the Board. A Special Director may not serve more than two one-year terms. A Special Director may become a Director if elected by Directors as described in Article VIII, Section 1 of these Bylaws. Tenure as a Special Director shall be considered for purposes of the term limits placed on Elected Directors.

Section 8. *Powers and Duties:* The Board of Directors: (a) may participate in the selection process for the Executive Director at the discretion of the Vice President for Advancement; who shall be an employee of the University hired by the University's President or his/her designee; (b) shall support and be consulted by the Executive Director in the development of activities of the Association and the management of the affairs of the Association; and (c) shall, subject to the powers reserved to the University Member in Article II, Section 3 of these Bylaws, be responsible for the policies and programs of the Association.

Section 9. *Meetings:* The Board of Directors shall hold up to three regular meetings each year on dates to be determined by the Executive Committee of the Board of Directors. Special meetings may be convened at the call of the President or by any three voting Directors upon ten (10) days' written notice to all members of the Board.

Section 10. *Quorum:* A majority of voting Directors present at any meeting, regular or special, shall constitute a quorum. A majority of the Directors constituting a quorum may carry on the business of the Board at any such meeting or via electronic communication when necessary.

Section 11. *Participation in Meetings by Conference Telephone or Video:* Directors may participate in a meeting of the Board (or any committee thereof) if/when a meeting is deemed virtual by means of conference telephone, video, or similar communications equipment by means of which all persons participating in the meeting can hear each other or by any other means permitted by law. Such participation shall constitute presence in person at such meeting(s) for all purposes.

Section 12. *Resignations and Vacancies:* A Director who for any reason is unable to complete a term on the Board shall submit a letter of resignation to the President of the Association. The President of the Association, in consultation with the Executive Committee of

the Board, may call for the resignation from any Director for failure to perform the duties of a member of the Board, including failure to attend Board meetings. With regard to any vacancies, the President of the Association, in consultation with the Executive Director, may nominate an individual, subject to confirmation by the Board. The Director filling the vacancy shall serve a term of three (3) years. The Director may not serve more than two consecutive terms unless serving as an officer of the Association in accordance with Article IV, Sections 1 and 2.

Article IV. Officers and Employees

Section 1. *Election:* The Executive Committee shall nominate from among the Directors the officers of the Association who shall be a President and Vice-President. Such nominees shall be subject to confirmation by the Board by majority vote before the first day of July each year. The Executive Director shall serve as Secretary. The Senior Executive Director of Finance for Advancement shall serve as the Treasurer.

Section 2. *Term of Office:* The President shall serve one two-year term. The Vice-President and Treasurer shall serve no more than two two-year terms. Officers-elect of the Association shall take office on July 1 of each year and shall serve until June 30 of the second year after taking office.

Section 3. *Powers and Duties.*

a. *President:* The President shall chair the Board of Directors and shall be an ex-officio voting member of all committees of the Association except the Nominating Committee. The President, or his/her nominee, shall serve in a non-voting advisory capacity to the Nominating Committee. The President in conjunction with the Executive Committee shall appoint all committees and committee chairpersons unless otherwise provided herein or delegated to the committee members and shall make appointments to fill all vacancies in offices, subject to the approval of the Directors as provided herein.

b. *Vice President:* The Vice President shall fulfill the duties of the President in the absence or disability of that officer.

c. *Treasurer:* The Treasurer shall participate in the development of an annual budget of the Association and work with the Executive Committee to ensure all monies received and disbursed by the Association are properly accounted for.

d. *Executive Director:* (i) The Executive Director is the senior executive of the Association; shall be an employee of the University appointed as set forth in Article III, Section 8.a and employed subject to Article IV, Section 3.d; shall be responsible to the Association through the Board of Directors; and shall implement the policies and programs of the Association; (ii) shall conform the administrative, legal, and financial policies of the Association to standards and procedures of the University; (iii) shall communicate regularly with the Board of the Association, its President, and its Executive Committee regarding the operation

of the Association; (iv) shall exercise general supervision of all Association staff and over the following functions:

1. Preparation and distribution of Association-related publications;
2. Maintenance of all alumni records;
3. Conduct of class, network and alumni group programs;
4. Conduct of annual elections;
5. Arrangement of reunions and homecomings and other campus gatherings of alumni;
6. The accounting of all monies received and disbursed by the Association;
7. Other functions as requested by the Board of Directors that align with University and Advancement goals.

(v) the Executive Director shall be an ex-officio non-voting member of all committees of the Association; and (vi) the President of the University in consultation with the Executive Committee of the Association, shall have the authority to terminate the Executive Director.

e. *Employees.* The Association shall not have employees.

Article V. Committees

Section 1. *Standing Committees:* The following are the Standing Committees of the Association. Each such committee shall include at least one voting Director among its members. Except as otherwise provided in these Bylaws, committee members shall be appointed by the President in conjunction with the Executive Committee annually for a term ending June 30 of the next year.

a. *Executive Committee:* Shall consist of the President, the Vice-Presidents, and up to one other director appointed by the President and approved by the Board. The Executive Director or his/her designee shall attend all meetings of the Executive Committee in an advisory capacity except when the Executive Committee is in executive session. The Immediate Past President of the Association shall be an ex-officio non-voting member of the Executive Committee. The Executive Committee shall conduct Board business between Board meetings or at the call of the President in accordance with Article III, Section 8. Three members of the Executive Committee shall constitute a quorum. The Executive Committee shall submit a report of all meetings at the next meeting of the Board. The Executive Committee shall recommend an annual budget to the Board.

c. *Nominating and Elections Committee:* The Nominations and Elections Committee shall consist of five Members of the Association, as determined by the Executive Committee. The Nominations and Elections Committee shall be chaired by the Vice President of the Board. Up to three members of the Nominating Committee shall be members of the Board of Directors (with the Vice President as standing member), the remaining members of the Nominating Committee shall be Members of the Association selected by the President of the Board. The president shall select non board nominating committee members from across the

alumni population. The Nominating Committee shall nominate one or more candidates of elected directors for each vacancy. Any Member may, by a writing to the Nominating Committee, place their name in consideration for nomination by the Nominating Committee. The Nominating Committee shall take into account representation by appropriate alumni constituencies including, but not limited to, classes, geographic areas, diversity, and academic programs in making its nominations-

d. Emeriti Council: The Alumni Board Emeriti Council may consist of Directors who have cycled off from the Alumni Association Board of Directors in good standing and who have served a full board term. The Alumni Board Emeriti Council members will be nominated and elected by the Alumni Association Board of Directors. The council will support the Alumni Association Board of Directors, the students, faculty, and staff of the University and those living in the local community by volunteering at events, supporting student success, and helping financially support the institution.

Section 2. *Special Committees:* The President of the Association in consultation with the Executive Director may appoint special committees or task force, and designate their purpose, powers and terms. Such special committees or task forces so appointed are subject to ratification by the Executive Committee.

Article VI. Classes, Networks and Recognized Alumni Groups

Section 1. *Classes:* A Class is established each year upon enrollment in the University. For purposes of Association activities, alumni who receive their respective degrees during a particular calendar year are members of the Class of that year, or such other year as they may designate.

Section 2. *Networks:* Any group of alumni that has an established structure and has a purpose to carry out Association and other alumni-related activities within a defined geographical area or an area of special interest in accordance with these Bylaws shall, upon notifying the Executive Director and with the approval of the Board of Directors, be recorded as a UNH Alumni Network. Each UNH Alumni Network shall be governed by a constitution and bylaws that are consistent with those of the Association.

Section 3. *Other Recognized Alumni Groups:* The Board may from time to time recognize groups of alumni who join together and have as a purpose to carry out Association and other alumni-related activities. Such groups shall notify the Executive Director who will present the group to the Board for recognition.

Section 4. *Activities:* No Class, Network or other Recognized Alumni Groups shall engage in any activity, including, but not limited to, the institution of a dues program or other financial or fundraising activity, that is inconsistent with the policies of the Association. Any Class, Network or Recognized Alumni Group conducting inconsistent activities shall be notified by the Executive Committee of such inconsistency and shall be requested to cease such activity. In the event the Class, Network or Recognized Alumni Group continues to conduct the

inconsistent activity, recognition or recordation of the Class, Network or Recognized Alumni Group status may be revoked by the Board upon recommendation of the Executive Committee.

Article VII. Meetings

Section 1. *Annual Meeting:* The annual meeting of the Association shall be held at the time determined by the Board of Directors or the Executive Committee. Notice of the date and time of the annual meeting of the Association shall be communicated (which communication may be electronic) to all members of the Association not later than thirty (30) days before the day appointed for the meeting. Notice of the annual meeting will identify those matters to be voted on at the annual meeting.

Section 2. *Annual Meeting Quorum:* Those Members in attendance shall constitute a quorum at the Annual Meeting of the Association.

Section 3. *Record:* A report of the Annual Meeting shall be made available to Members of the Association through a publication of the Association and by any other reasonable means.

Section 4. *Parliamentary Procedure.* Robert's Rules of Order shall govern the procedure of all meetings of the Association and any committees thereof.

Section 5. *Meetings of the University Member.* Meetings with the University Member shall be held by the University Member at such time and place as it may determine; provided, however, that the University Member shall afford the Association's Board of Directors with at least twenty (20) days written notice of such meeting. Nothing herein shall be construed to require the University Member to hold a meeting to deliberate or act on any matter including, but not limited to, those matters coming before it under these Bylaws.

Article VIII. Selection of Elected Directors and Election of Alumni Trustees

Section 1.

a. *Procedure for the Selection of Directors:* The Nominating Committee shall recommend nominees for Elected Director. Said nominees for Elected Directors shall be elected by a majority of Members present at the annual meeting of the Members.

Section 2. *Election of University Alumni Trustees.*

a. *Statutory Authority:* New Hampshire RSA 187-A:13, IV, provides that four (4) members of the Board of Trustees of the University System of New Hampshire will be elected by the alumni of the University.

b. *Nominating and Voting Procedures* - The Board has established and published the **UNH Alumni Trustee Election Procedures** which includes nominating and voting procedures and election timeline, by which all University Alumni Trustee elections shall be conducted. Nominations and elections of University Alumni Trustees will be overseen by a trustee nominating committee which includes representatives of the alumni community. The **UNH Alumni Trustee Election Procedures** will be reviewed periodically by the Executive Committee. Any changes to the **UNH Alumni Trustee Election Procedures** must be approved by the Executive Committee.

c. *Term*: No Alumni Trustee shall serve for more than two consecutive four-year terms.

d. *Vacancy*: Vacancy will stay in place until the annual meeting the following year unless there are extenuating circumstances identified by the Chair to the USNH Board of Trustees in which case the Executive Committee of the Board of Directors would appoint an Alumni Trustee. The appointed Alumni Trustee would serve the remainder of the term left vacant.

e. *Conflict*: If these procedures are in conflict with the manner of election of Alumni Trustees established by the USNH Board of Trustees, then the manner prescribed by the USNH Board of Trustees shall prevail.

Article IX. Financial Support and Conduct of Business

Section 1. *Sources of Financial Support.*

a. *Financial Support*: The Association shall draw its financial support from the University and other Association assets and activities.

b. *Financial Status and Annual Budget of the Association*: The Executive Director, in consultation with the Treasurer, will present a status report of the Association's annual budget, when requested, consisting of endowed funds and/or any other financial transactions related to the Association at the Annual Meeting for review by the board.

Section 2. *Fundraising*. The Executive Committee and the Board shall have primary authority for the oversight and encouragement of the fundraising activities of the Association, provided that those activities must be coordinated with those of the University and with Foundation of the University of New Hampshire (the "Foundation"). The Executive Director, in conjunction with the Treasurer, shall communicate when requested with the Board and other appropriate committees thereof as well as appropriate University and Foundation staff regarding fundraising policies, opportunities, and related issues.

Section 3. *Conduct of Business*. Except as expressly authorized in these Bylaws, the business of the Association shall be conducted in conformance with the policies of the University.

Article X. Communications

The Association shall communicate with its Members and Associate Members on a regular basis by any reasonable means, including print and electronic communication.

Article XI. Exculpation and Indemnification

Section 1. *Exculpation*: No Director shall be personally liable to the fullest extent permitted by law to the Association or any of its Members, Associate Members, Honorary Members, or University Member for monetary damages for breach of fiduciary duty as such Director notwithstanding any provision of law imposing such liability, except to the extent that such exemption from liability is not permitted under New Hampshire law.

Section 2. *Indemnification*: The Association and the University shall, to the extent legally permissible, indemnify each person who serves as one of its Directors (each such person being called in this Section a “Person”) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by such Person in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which such Person may be involved or with which such Person may be threatened, while serving as a Director or thereafter, by reason of being or having been such a Person, except with respect to any matter as to which such Person shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association.

Section 3. *Compromise*: Notwithstanding the foregoing, as to any matter disposed of by a compromise payment by any Person, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Association and the University, after notice that it involves such indemnification by a majority of the disinterested Directors then in office, and by the University Member, provided that there has been obtained an opinion in writing of legal counsel to the effect that such Person appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Association.

Section 4. *Expenses and Undertaking*: Expenses, including counsel fees, reasonably incurred by any Person in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Association in advance for the final disposition thereof upon receipt of an undertaking by such Person to repay the amounts so paid if such Person ultimately shall be adjudicated to be not entitled to indemnification under this Article. Such an undertaking may be accepted without reference to the financial ability of such Person to make repayment.

Section 5. *Non-Exclusivity*: The right of indemnification hereby provided shall not be exclusive. Nothing contained in this Article shall affect any other rights to indemnification to which any Person may be entitled by contract or otherwise under law.

Section 6. *Definitions:* As used in this Article, the term “Person” includes such Person’s respective heirs, executors and administrators, and a “disinterested” Director is one against whom in such capacity the proceeding in question, or another proceeding on the same or similar grounds, is not then pending.

Article XII. Conflicts of Interest

Any possible conflict of interest (including any pecuniary benefit transaction, as defined in NH RSA 7:19-a) or any transaction entered into by the Association or the University that a Director or officer of the Association has a financial interest in, directly or indirectly (a “Pecuniary Benefit Transaction”) shall be disclosed in writing to the Board and subject to NH RSA 7:19-a.

Article XIII. Amendment

The Articles of Association and the Bylaws may be amended by a majority vote of the Members and Associate Members present at any Annual Meeting as proposed by a majority vote of the Board; provided, however, that, with the exception of amendments to Articles III (excluding Article III, Section 7), IV (excluding Article IV, Section 3© and (d)), V, VI, VIII, X and XII of these Bylaws, no such amendment shall be effective unless ratified by the University Member. If a Member or Associate Member desires to propose an amendment to the Bylaws, said proposal shall be submitted to the Board at any regular or special meeting of the Board for its approval or disapproval. Such proposed amendment, if approved by a majority of the Board, shall be presented at the next Annual Meeting of the Members and Associate Members.

Article XIV. Financial Audits, Tax and Regulatory Compliance

The University of New Hampshire shall, and is hereby authorized to, take on behalf of the Association such actions, including the execution of legal documents, as may be necessary to ensure the regular and prudent preparation and filing of all financial audits and accounting, tax and other regulatory reports, statements and certificates, and such other actions as may be necessary to comply with the applicable local, state, and federal laws. It is the intention of the Association and the University that in all matters the Association’s status shall be such that it will be considered, deemed and treated as a wholly-owned subsidiary of the University, eligible for all exemptions, special considerations, privileges and immunities to which the University is entitled. Copies of all filings, financial reports, audits and other regulatory documents will be made available to the President or Treasurer of the Association for review upon request.

Article XV. Dissolution

Notwithstanding any other language herein to the contrary, the Association may be dissolved by its University Member; provided, however, that the University Member shall give the Board of Directors at least twenty (20) days’ notice of the meeting at which it intends to act to dissolve the Association. In the event the Association is dissolved, whether or not initiated by the University Member, all assets of the Association shall become assets of the University.

Revised XXXXX

GOVERNANCE COMMITTEE

DRAFT

Work Plan
GY2027



**** Denotes Tentative item**

October 2026

- Review updated BOT Inventory of Interests, Skills, and Experience
- Prepare recommended gap analysis for Nomination Committee
- Governance documents for The Edge**
- Review Trustee Orientation/Education Program Status
- Work Plan GY2027 – Assess progress, adjust as needed
- Diversity on Board of Trustees

March 2027

- Accept and review Enterprise Risk Management plan items assigned to committee
- Plan BOT annual self-assessment surveys
- Diversity on Board of Trustees
- Work Plan GY2027 – Assess progress, adjust as needed
- Discussion of Structure of Chancellor Role (standing annual item)**

June 2027

- Review results of BOT annual self-assessment surveys
- 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