

University System of New Hampshire

University System of New Hampshire
Governance Committee
Thursday, June 21, 2018 9:00 AM (EDT)
Conway
GSC - Boardroom (3rd floor)

I. Committee Roster

*Kass Ardinger (Chair),
Ken Moulton (Vice Chair)
Amy Begg
Jamie Burnett,
Cathy Green,
Chris Pope,
Morgan Rutman*

II. Call to Order

Establishment of a quorum sufficient for the conduct of business (four committee members present at the meeting location).

III. Approval of Meeting Minutes

Approve minutes of the meeting of April 19, 2018.

Proposed Motion:

MOVED, the Governance Committee hereby approves the minutes of the meeting of April 19, 2018, as presented in Attachment A to the agenda for this meeting.

(Attachment A: Draft Minutes for the meeting of April 19, 2018)

IV. Conflict of Interest Policies

A. Proposed Amendment to the Board's Conflict of Interest Policy

Approve for recommendation to the full Board an amendment to the conflict of interest policy, BOT III.I, Conflict of Interest - Trustees.

Proposed Motion:

MOVED, the Governance Committee hereby recommends to the full Board of Trustees a proposed amendment to the Board's policy on conflict of interest, as presented in the materials distributed with the agenda for this meeting.

(Attachment B - Proposed amendment to the Board of Trustees' conflict of interest policy, BOT III.I)

B. Proposed Amendment to Board's Executive Compensation Policy

Approve for recommendation to the full Board an amendment to the conflict of interest policy, BOT V.F.2, Executive Total Compensation.

Proposed Motion:

MOVED, the Governance Committee hereby recommends to the full Board of Trustees a proposed amendment to the Board's policy on executive compensation, as presented in the materials distributed with the agenda for this meeting.

(Attachment B-1 - Proposed amendment to the Board of Trustees' policy on executive compensation, BOT V.F.2)

V. KSC After Action Review

A. Board Leadership's Plan for Annual Strategic Planning Retreat in September

Discussion only.

B. Proposed amendment to Board's Bylaws

Review and approve for recommendation to the full Board a proposed amendment to the Board's Bylaws permitting the conduct of committee meetings without CEOs in attendance.

Proposed Motion:

MOVED, the Governance Committee hereby recommends to the full Board of Trustees a proposed amendment to the Board's Bylaws as presented in the materials distributed with the agenda for this meeting.

(Attachment C - Proposed Amendment to the Board's Bylaws)

C. Proposed amendment to the Board's policy on CEO performance reviews

Review and approve for recommendation to the full Board a proposed amendment to the Board's policy on CEO performance reviews.

Proposed Motion:

MOVED, the Governance Committee hereby recommends to the full Board the proposed amendment to the Board's policy on CEO performance reviews, as presented in the materials distributed with the agenda for this meeting.

(Attachment D - Proposed amendment to the Board's policy on CEO performance reviews)

D. Proposed new policy on the submission of agenda items

Review and approve for recommendation to the full Board a proposed policy on the submission of agenda items and supporting materials for Board and committee meetings, including a provision relating to late items.

Proposed Motion:

MOVED, the Governance Committee hereby recommends to the full Board the proposed new policy on the submission of agenda items, as presented in the materials distributed with the agenda for this meeting.

(Attachment E - Proposed new Board policy on the submission of agenda items)

VI. Annual Self-assessment Surveys - Report

Review and discuss report of data collected from the Board's annual self-assessment surveys.

(Attachment F, Report of Annual Self-assessment Surveys)

VII. Board of Trustees Annual Orientation Program

Review last year's program and discuss changes to next year's presentation.

(Attachment G - Slide Deck from GY2018 Orientation Program)

VIII. New Trustee Mentor Program

Review, assess, and discuss improvements to the Board's new trustee mentor program.

(Attachment H - List of Mentor Assignments for GY2018)

IX. Governance Committee Charter

Annual review and assessment of Governance Committee charter.

(Attachment I - Governance Committee Charter)

X. Governance Committee annual work plan for GY2018

Review and assess annual committee work plan for GY2018; suggest items for GY2019 work plan.

(Attachment J - Governance Committee work plan for GY2018)

XI. Governance Committee Performance Assessment - GY2018

Review and assess Governance Committee performance for GY2018; suggest improvements for GY2019.

XII. USNH CEO Search Process Guidelines

For information only.

(Attachment K - USNH CEO Search Guidelines, updated to include lessons learned from most recent search)

XIII. Board of Trustees' Annual Calendar for GY2020

For information only.

(Attachment L - Board of Trustees' Annual Calendar for GY2020)

XIV. Call for Further Business

Old business, new business, and Chair's closing comments.

XV. Adjourn