

Governance Committee

Governance Committee

Closed

GSC - Boardroom (3rd floor)

Date: 6/21/2018 at 9:00 AM to 10:30 AM (EDT)

Location: GSC - Boardroom (3rd floor)

Concord

Dial-in:

Visibility Setting: Public

Roster Visibility Setting: Public

Required: Yes

Agenda Posted: 6/19/2018 2:08 PM

Description:

Meeting Summary

Attended Members

Kassandra (Kass) Ardinger

James Burnett

Cathy Green

Kenneth Moulton

Christopher Pope

J (Morgan) Rutman

Meeting Minutes For Agenda Items

Call to Order: At 9:00 am, Chair Kass Ardinger opened the meeting and noted the presence of a quorum sufficient for the conduct of business. In addition to the committee members noted above, the following trustees attend the meeting: Board Chair John Small, Senator Jim Gray, and President Mark Huddleston. Also present was Ron Rodgers.

Approval of Meeting Minutes: On motion made by Trustee Pope and seconded by Trustee Rutman, the committee unanimously approved the minutes for the meeting of April 19, 2018, as presented with the materials distributed with the agenda for this meeting.

Proposed Amendment to the Board's Conflict of Interest Policy: The committee reviewed the proposed amendment to the Board of Trustees policy on conflict of interest and, after a brief discussion, unanimously approved the following motion, which was moved by Trustee Green and seconded by Trustee Pope: VOTED, the Governance Committee hereby recommends to the full Board of Trustees the proposed amendment to the Board's policy on conflict of interest, as presented in the materials distributed with the agenda for this meeting.

Proposed Amendment to Board's Executive Compensation Policy: The committee, at the request of the Board's Compensation Committee, reviewed a proposed amendment to the Board of Trustees executive compensation policy and, after a brief discussion, unanimously approved the following motion, which was moved by Trustee Rutman and seconded by Trustee Burnett: VOTED, the Governance Committee hereby recommends to the full Board of Trustees the proposed amendment to the Board's executive compensation policy, as presented in the materials distributed with the agenda for this meeting.

Proposed amendment to Board's Bylaws: The committee reviewed the proposed amendment to the Board of Trustees Bylaws on the conduct of committee meetings (Article V, Section 4g) and, after an extended discussion, amended the proposal distributed with the meeting agenda and unanimously approved the following motion, which was moved by Trustee Rutman and seconded by Trustee Burnett: VOTED, the Governance Committee hereby recommends the full Board of Trustees amend the Board's Bylaws provision on the conduct of committee meetings (Article V, Section 4g) so that it reads: "Attendance by Other Trustees. Subject only to the following exception, any Trustee may attend any committee meeting. On motion made and approved by the committee, a Trustee who is also a USNH employee may be excused from a non-public portion of a committee meeting for any purpose, including but not limited to, assessment, evaluation, compensation, or discussion of the performance of any Trustee in his or her capacity as an employee."

Proposed amendment to the Board's policy on CEO performance reviews: The committee reviewed the proposed amendment to the Board of Trustees policy on CEO performance reviews and, after a brief discussion, unanimously approved the following motion, which was moved by Trustee Pope and seconded by Trustee Moulton: VOTED, the Governance Committee hereby recommends to the full Board of Trustees the proposed amendment to the Board's policy on CEO performance reviews, as presented in the materials distributed with the agenda for this meeting.

Proposed new policy on the submission of agenda items: The committee reviewed the proposed new Board of Trustees policy on the submission of agenda items and, after a brief discussion, unanimously approved the following motion, which was moved by Trustee Burnett and seconded by Trustee Pope: VOTED, the Governance Committee hereby recommends to the full Board of Trustees the proposed new Board policy on the submission of agenda items, as presented in the materials distributed with the agenda for this meeting.

Annual Self-assessment Surveys - Report: The committee reviewed the results of the Board's annual self-assessment surveys. The committee referred for consideration by the Board Officers the comments regarding the scheduling of committee meetings and, in particular, the desire to minimize the conflicts with the Educational Excellence Committee meeting. The Board Chair will encourage all committee chairs to carefully review the survey results relating to their committees and use them in their efforts to improve committee operations in the coming year. The committee agreed the annual self-assessment study is a good and valuable process and commended the Chancellor's Office, in particular Heidi Hedegard, for their support of the effort.

Board of Trustees Annual Orientation Program: The committee reviewed the annual trustee orientation presentation and agreed it continues to include the right information and the right amount of information. It was suggested all new trustees should have the additional opportunity to meet with Vice Chancellor and Treasurer Cathy Provencher for a more in depth introduction to and discussion of financial matters. The committee anticipates presenting the orientation program in GY2019, to the two new student trustees only, although it is possible the either or both members designated by legislative leadership may change and, if so, the program will be presented to them as well.

New Trustee Mentor Program: The committee briefly reviewed the annual new trustee mentor program and agreed that it works well and should be continued.

Governance Committee Charter: The committee briefly reviewed the committee charter and agreed there is no need to amend or otherwise update it at this time.

USNH CEO Search Process Guidelines: The committee received the revised guidelines for the conduct of a CEO search. The revision accounts for lessons learned from the recent UNH presidential search and memorializes the process for conducting a "closed" search.

Board of Trustees' Annual Calendar for GY2020: The committee received the BOT meeting schedule for GY2020, and heard the schedule for the following year, GY2021, is being reviewed by Board leadership and will be distributed to all Trustees in the near future.

Call for Further Business: *Chair Ardinger called for further business and hearing none, accepted a motion to adjourn the meeting, which motion was duly seconded.*

Adjourn: *The committee having unanimously approved the motion, Chair Ardinger adjourned the meeting at 10:30 am.*