



BOARD OF TRUSTEES

JUNE 22, 2018

GRANITE STATE COLLEGE
CONCORD, NEW HAMPSHIRE

REPORT OF MEETING

Approved October 26, 2018

Trustees present: Chair John Small, Vice Chair Joseph Morone, Kassandra Spanos Ardinger, Robert Baines, Donald Birx, James Burnett III, Frederick Dey, M. Jacqueline Eastwood, Frank Edelblut, Adam Geddis, Senator James Gray, Cathy Green, Shawn Jasper, Todd Leach, Scott Mason, Kenneth Moulton, Mark Rubinstein, Wallace Stevens, Melinda Treadwell, Alexander Walker Jr.

Participants: Taylor Caswell, commissioner, Department of Business and Economic Affairs; Ron Rodgers, USNH general counsel; Nathaniel Stafford, USSB chair; Stan Waddell, UNH chief information officer

Call to Order

Chair Small called the meeting to order at 8:30 a.m. He recognized the following fiscal-year transitions in Board membership: Ricky Fife and Adam Geddis, outgoing student trustees; President Mark Huddleston, retiring; Kayleigh Bennett, William Cole, Nathaniel Stafford, and Michael Whelan, outgoing student representatives; Trustee Black, re-elected; Trustees Burnett and Morone, re-appointed; Christian Merhab and Nadia Hasan, student trustees-elect; and Aaron Keaton, Jacob Bennett, Mackenzie Murphy, Joseph Scala, and Tim Herbert, incoming student representatives.

Campus Presentation

Referencing Granite State College's role in working to strengthen New Hampshire's workforce, President Rubinstein invited Commissioner Caswell to talk about the launch of a State of New Hampshire initiative to holistically promote tourism, business attraction, workforce development, and higher education under the "Live Free" brand. Commissioner Caswell described the initiative's key underpinning concept to be a collaborative framework involving leaders of state policy, business, and academia. Modeled on the state's "visitNH.com" web site, the newly launched "chooseNH.com" builds on the Stay, Work, Play concept, with a fourth prong, Learn. He welcomed University System membership in the Council of Partner Agencies as the group works to align workforce needs, student interests, and job opportunities.

Chancellor's Report

Chancellor Leach presented a year-end summary of key accomplishments and activities that included legislative matters, state government relations, fiscal management and cost-containment, the Keene State College transition, and connections with the Maine and Vermont public postsecondary systems. He provided an update on the Synergies Initiative in the areas of academic program collaboration, academic delivery partnerships, expanded procurement efforts, and IT infrastructure and cost-sharing. Stan Waddell described efforts to date of the CIOs, CFOs and presidents to identify by calendar year-end an IT structure that can offer the same or better quality service across the system while cutting cost and operating within an industry standard decision-making framework.

University System Student Board (USSB) Update

USSB Chair Nate Stafford provided an update on efforts to educate and align student body leadership with campus leadership on matters of campus climate and to develop sustainable succession planning processes for the student board. He thanked the Board for the opportunity for input and for recognizing value in the student perspective.

Presidents' Reports

Chair Small called attention to the presidents' reports provided in the advance meeting materials.

Board Minutes

The following motion was made by Chair Small, duly seconded, and approved.

VOTED, that the Board of Trustees approve the minutes of the meeting held on April 20, 2018.

Committee Reports

Chair Small called attention to the prior day committee meeting draft reports posted on the Board portal.

Executive Committee

Chair Small provided an overview of the meeting and introduced the following action.

Amendment to the Bylaws of the Keene Endowment Association

The following motion, made by Chair Small, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Executive Committee, the Board of Trustees hereby approves the proposed amendments to the Bylaws of the Keene Endowment Association, as set forth in the materials attached to the agenda.

Governance Committee

Trustee Ardinger, committee chair, provided an overview of the meeting, thanked trustees for participating in the annual Board self-assessment, and introduced the following actions.

Amendment to the Board Policy on Conflict of Interest

The following motion was made by Trustee Ardinger and was duly seconded.

VOTED, on recommendation of the Governance Committee, the Board of Trustees hereby approves the proposed amendment to the Board policy on conflict of interest, as set forth in the materials attached to the agenda.

Following discussion, with clarification provided by general counsel, the motion was approved, with one vote opposed (Trustee Edelblut) and none abstained.

Amendment to the Board Policy on Executive Compensation

The following motion, made by Trustee Ardinger, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Governance Committee, the Board of Trustees hereby approves the proposed amendment to the Board policy on executive compensation, as set forth in the materials attached to the agenda.

Amendment to the Board Policy on CEO Performance Reviews

The following motion, made by Trustee Ardinger, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Governance Committee, the Board of Trustees hereby approves the proposed amendment to the Board policy on CEO performance reviews, as set forth in the materials attached to the agenda.

New Board Policy on the Submission of Agenda Items

The following motion, made by Trustee Ardinger, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Governance Committee, the Board of Trustees hereby approves the proposed new Board policy on the submission of agenda items, as set forth in the materials attached to the agenda.

Amendment to the Board Bylaws Regarding Conduct of Committee Meetings

The following motion was made by Trustee Ardinger and was duly seconded.

VOTED, on recommendation of the Governance Committee, the Board of Trustees hereby approves the proposed amendment to the Board Bylaws regarding Conduct of Committee Meetings, as set forth in the materials presented on the day of Board action.

Trustee Ardinger called attention to the newly distributed, revised proposal, approved by the Governance Committee and submitted to the full Board as replacement to the proposal originally included in the advance meeting materials.

Upon discussion, Trustee Jasper offered a motion to further amend the revised proposal, to change the phrase within the second sentence from “a Trustee who is also a USNH employee may be excused” to “a Trustee who is also an employee shall be excused.” This motion was duly seconded, discussed, and approved, with no votes opposed or abstained.

The motion to approve the proposed amendment, as further amended, was approved with no votes opposed or abstained. The approved language is reported below.

Bylaws Article V. Committees of the Board, Section 4. Meetings of Committees

g. 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 shall 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.

Educational Excellence Committee

Trustee Dey, committee chair, provided an overview of the meeting and introduced the following action.

Appointments with Tenure

The following motion, made by Trustee Dey, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the respective presidents and the Educational Excellence Committee, that the Board of Trustees approve the professor with tenure appointments of one individual at Plymouth State University and three individuals at the University of New Hampshire, as presented in the supporting material.

Appointed to the rank of professor with tenure at PSU: Dr. Robert H. Dorff, Social Sciences (serving as Provost)

Appointed to the rank of professor with tenure at UNH: Dr. James W. Dean, Jr., Management (serving as President); Dr. Bonnie L. Brown, Biological Sciences; Dr. David A. Mortensen, Agriculture, Nutrition, and Food Systems

Financial Affairs Committee

Vice Chair Morone, committee chair, provided an overview of the meeting and introduced the following actions.

UNH Foundation Budget for Fiscal Year 2019

The following motion, made by Vice Chair Morone, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Financial Affairs Committee, that the budget for the University of New Hampshire Foundation for Fiscal Year 2019 be approved, as attached to the agenda.

Keene Endowment Association Budget and Goals for FY2019

The following motion, made by Vice Chair Morone, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Financial Affairs Committee, that the FY2019 budget for the Keene Endowment Association as summarized in the agenda attachment be approved.

FY19 Operating and Capital Budgets

The following motion, made by Vice Chair Morone, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Financial Affairs Committee, that the operating and capital budgets for University System units applicable to the fiscal year beginning July 1, 2018 and ending June 30, 2019 (FY19) be approved by the Board of Trustees as presented in the agenda attachments subject to the following adjustment: 1. Adjust and allocate, from the System Office to the campuses, the full liability for Other Post Employment Benefits (GASB 75 implementation/UFR reduction) based on final actuarial valuation and additionally adjust and allocate the annual impact to Operating Margin for FY19 accordingly. And further, that during FY19: 1. In the event budgeted revenues are not realized by individual campuses and the System as a whole, expense reductions will be made by the respective campuses and the System to maintain the campus and overall System operating margin percentages included in the agenda attachments.

Project Budget, Financing Plan and Schematic Design for the UNH Biological Sciences Initiative – Renovation and Addition to Spaulding Hall

The following motion, made by Vice Chair Morone, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Financial Affairs Committee, that the Board of Trustees approve the schematic design and \$86 million project budget, for the renovation and addition to Spaulding Hall at the University of New Hampshire (UNH), AND FURTHER, that the source of funds be \$21 million in UNH unrestricted funds, \$30 million in centrally held Unrestricted Financial Resources and \$35 million in future State Capital Appropriation, AND FURTHER, that UNH has the authority to proceed with a scaled down version of the project should state funding not be appropriated in the amount and time frame requested.

Guidelines for the FY20-21 Biennial State Operating Budget Request

The following motion, made by Vice Chair Morone, was duly seconded, discussed, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Financial Affairs Committee, that the Board of Trustees approve FY20-21 Biennial State Operating Budget Request guidelines and direct the Chancellor, in consultation with the Chair of the Financial Affairs Committee and with input from the Administrative Board, to finalize details of the request consistent with the guidelines below, AND FURTHER, delegate authority to the Executive Committee to approve submission of the detailed operating appropriation request to the Governor that complies with these guidelines.

- *An inflationary increase of \$2 million in FY20 with an additional inflationary increase of \$2 million in FY21 for “maintenance of effort” which represents a 4% increase biennium over biennium.*
- *Additional funds of \$12 million in FY20, and \$15 million in FY21 to be targeted for one-time strategic initiatives that complement and support USNH’s commitment to the State of New Hampshire’s workforce needs.*

Finance Committee for Investments

Trustee Dey, on behalf of the committee chair, provided an overview of the meeting, which had no action to bring before the Board.

Audit Committee

Trustee Walker, on behalf of the committee chair, provided an overview of the meeting, which had no action to bring before the Board.

Nominations Committee

Slate of Officers

On a motion made by Trustee Moulton and duly seconded, the Board elected the following FY19 slate of Board officers and Nominations Committee membership.

FY19 Board Officers – Chair: John Small
Vice Chair: Joseph Morone
Secretary: Amy Begg

Nominations Committee – Member, two years: Christopher Pope

Nonpublic Session

The following motion to enter into nonpublic session was made by Chair Small for the purpose of discussing collective bargaining. The motion was duly seconded and unanimously approved by roll call vote.

VOTED, that the USNH Board of Trustees go into nonpublic session for the purposes of discussing collective bargaining strategy or negotiations and consulting with legal counsel, as authorized by RSA 91-A:2, I (a) and (b).

The Board entered into nonpublic session at 11:47 a.m.

Return to Public Session

Chair Small reconvened the public meeting at 12:14 p.m. and announced that while in nonpublic session the Board took the following action.

Ratification of the Collective Bargaining Agreement between Plymouth State University and the Plymouth State University Chapter of the American Association of University Professors

Moved by Chair Small, duly seconded, and approved, with no votes opposed or abstained.

VOTED, on recommendation of the Executive Committee, that the Board of Trustees hereby approve and ratify the proposed collective bargaining agreement with Plymouth State University (PSU) and the Plymouth State University Chapter of the American Association of University Professors (AAUP).

Adjournment

There being no further business, the meeting adjourned at 12:16 p.m.