

Governance Committee

Governance Committee

Closed

PSU, Merrill Place, Multipurpose Room A

Date: 2/1/2018 at 9:00 AM to 10:30 AM (EST)

Location: PSU, Merrill Place, Multipurpose Room A

Dial-in:

Visibility Setting: Public

Roster Visibility Setting: Public

Required: Yes

Agenda Posted: 1/25/2018 8:36 PM

Description:

Meeting Summary

Attended Members

Kassandra (Kass) Ardinger

Amy Begg

James Burnett

Cathy Green

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 attended the meeting: Board Chair John Small and President Mark Huddleston. Also present was Ron Rodgers.

Approval of Meeting Minutes: On motion made by Trustee Burnett and seconded by Trustee Pope, the committee unanimously approved the minutes for the meeting of October 19, 2017.

KSC After Action Review: Chair Ardinger introduced the agenda item by describing the conversations Trustee Moulton, Trustee Pope, and she had with current and former trustees and certain members of the system office and providing an overview of the report of those conversations. Chair Ardinger then reminded the committee of the purpose of this after action review, namely to determine whether the Board of Trustees could have prevented or mitigated the challenges that KSC is currently working through and, if so, what changes the Board should make to improve its governance abilities in support the success of USNH and its component institutions. After a brief discussion the committee members agreed the review could and should focus on the governance structure and process and avoid any attempt to assign individual fault or blame. The committee also agreed it would use the meeting to identify the issues on which the review should focus.

After substantial discussion the committee agreed the review should focus on the following issues:

(1) The hiring, evaluation, oversight, and support of the chief executive officers.

(2) The Board of Trustees' ability and capacity to fulfill its governance responsibilities, including (a) the selection and development of trustees, (b) the selection and development of board officers, (c) the committee structure, (d) the timing and conduct of meetings, (e) the collection, analysis, and assessment of information, and (f) the development and implementation of effective and timely decisions.

(3) The enhancement of a climate and culture of openness, transparency, trust, confidence, and collaboration within, between, and among the Board, the system office, and the component institutions.

(4) The near-term execution of a process and plan to respond strategically to changing market conditions, enabling the successful accomplishment of USNH's mission in service to the state of New Hampshire.

The committee further agreed it would recommend those issues to the Executive Committee for its review and concurrence. The committee will further recommend the first three issues be remanded to the Governance Committee for further investigation, review, and recommendation. Finally, the committee will recommend the Executive Committee retain the fourth issue for development and execution of the process and plan, perhaps by establishing an ad hoc task force to develop strategic recommendations for consideration by the full Board at its planning retreat in September.

Audit Committee Request re Self-assessment Survey Process: The committee reviewed and briefly discussed the Audit Committee's request to include certain self-assessment questions in the annual committee self-assessment survey made available to members of the Audit Committee. The Governance Committee agreed and asked the Chancellor's office to include those questions in the draft of the annual self-assessment surveys to be presented to the committee at its meeting in April.

Adjourn: On motion made and seconded, the committee voted to adjourn. At 10:35 am, Chair Ardinger adjourned the meeting.