

University System of New Hampshire

University System of New Hampshire

Governance Committee

Thursday, January 17, 2019 9:30 AM (EST)

KSC - Young Student Center - Room 309

I. Committee Roster

Kass Ardinger, Committee Chair

Ken Moulton, Committee Vice Chair

Amy Begg

Jamie Burnett

Jackie Eastwood

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 October 25, 2018.

Proposed Motion:

MOVED, the Governance Committee hereby approves the minutes of the meeting of October 25, 2018, as presented in Attachment A to the agenda for this meeting.

(Attachment A: Draft Minutes for the meeting of October 25, 2018)

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

Review and discuss proposed amendment to Board policy on conflict of interest to clarify definition of the term "transaction."

Approve or amend proposal for recommendation to the full Board of Trustees at its meeting on April 26, 2019.

Proposed Motion:

MOVED, the Governance Committee hereby recommends for adoption by the full Board of Trustees the following motion:

MOVED, on recommendation of the Governance Committee, the Board of Trustees hereby adopts the proposed amendment to the policy on conflict of interest, clarifying the term "transaction" as presented in the materials distributed with the agenda for this meeting.

(Attachment B: Proposed Amendment to the Board Policy on Conflict of Interest, BOT III.I, Conflict of Interest - Trustees)

V. BOT Inventory of Interests, Skills, and Experience

Review existing inventory and consider what, if any, further refinement may be useful.

(Attachment C: BOT Inventory of Interests, Skills, and Experience)

VI. BOT Board Officers: Secretary

Discussion of the Board Officer position of Secretary, as established in Board of Trustees' Bylaws Article III, Section 1: "The Officers of the Board shall be a Chairperson, Vice Chairperson, and Secretary each of whom shall be Trustees. The Chancellor and Presidents shall not be eligible to serve as Officers," and Article III, Section 2 (c): "The Secretary of the Board shall oversee the maintenance of an accurate record of all votes and acts of the Board."

(Attachment D: Board of Trustees' Bylaws, Article III, Officers of the Board)

VII. BOT Visiting Committees

Review of discussion and decisions from meeting of October 25, and consideration of further work to be done on the topic, if any.

VIII. Committee Work Plan for GY2019

Review committee work plan for GY2019 - amend as necessary.

(Attachment E: Governance Committee Work Plan for GY2019)

IX. Call for Further Business

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

X. Adjourn