

Governance Committee

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Closed

PSU - Merrill Place CC - Multipurpose Room A

Date: 10/25/2018 at 9:30 AM to 11:00 AM (EDT)

Location: PSU - Merrill Place CC - Multipurpose Room A

Dial-in:

Visibility Setting: Public

Roster Visibility Setting: Public

Required: Yes

Agenda Posted: 10/17/2018 4:19 PM

Description:

Meeting Summary

Attended Members

Amy Begg

James Burnett

Kenneth Moulton

Christopher Pope

J (Morgan) Rutman

Meeting Minutes For Agenda Items

Committee Roster:

Call to Order: At 9:38 am, Vice Chair Moulton 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. Also present was Ron Rodgers.

Approval of Meeting Minutes: On motion made by Trustee Rutman and seconded by Trustee Pope, the committee unanimously approved the minutes for the meeting of June 21, 2018, as presented in the materials distributed with the agenda for this meeting.

Proposed Amendment to the Board's Conflict of Interest Policy defining "Transactions": After discussing the draft of a proposed amendment to the Board's policy on conflict of interest, which amendment would define the term "transactions," the committee asked Ron Rodgers to prepare a redraft addressing several specific issues and bring the matter back to the meeting in January for further consideration.

BOT Visiting Committees: After discussing various aspects of the issue including, in particular, the value of the campus visits arranged this year for new trustees, the committee agreed to ask the Chancellor's Office to make the scheduling of "Campus Visit Days" an annual practice. The committee suggested the days be scheduled in the fall (September and October, if practicable), accommodating the availability of new trustees but with an open invitation for all trustees to participate in any of the visits. The committee further suggested a visit to the system office be included in the schedule and combined with the annual new trustee orientation program.

BOT Inventory of Interests, Skills, and Experience: After discussion, the committee asked Ron Rodgers to compile the data currently being collected on trustees' skills, interests, and experience for review at the meeting in January. The committee will review the compilation, consider if improvements may be warranted, and recommend such compilations be provided annually to the Nomination Committee for review at a meeting early in the governance year. The Nomination Committee would recommend to Board leadership areas of skills, interests, and experience to be considered as priorities in filling vacancies on the Board. Board leadership would recommend priorities to the various appointing, nominating, and electing authorities involved in the recruitment and seating of new trustees.

Annual Board Orientation Program: The committee received a brief report on this year's orientation program for new trustees, to be held at the system office in combination with a presentation by Vice Chancellor Cathy Provencher on the financial affairs concepts, processes, and reports with which every trustee needs to be familiar. The committee asked that all trustees be invited to attend the program.

New Trustee Mentorship Program: Ron Rodgers provided a brief report on the status of the new trustee mentorship process, noting that each of this year's three new trustees have been assigned a mentor and received materials outlining the program.

Board Conflict of Interest Disclosure Process for GY2019: Ron Rodgers provided a brief update on the Board's annual process of conflict of interest disclosure. To date twenty-four (24) trustees have filed their completed disclosure forms. Ron Rodgers will send the remaining five (5) trustees a second reminder message. The committee will receive a further update on the status of compliance with the disclosure requirement at its next meeting on January 17.

Committee Work Plan for GY2019: The committee reviewed the draft work plan for GY2019, as distributed with the agenda for this meeting and agreed to add an item for the development of two sets of materials, one for board chairs and one for committee chairs, to help orient new chairs and guide continuing chairs in the effective execution of their positions. With that addition, the committee adopted the work plan for GY2019.

Call for Further Business: Vice Chair Moulton called for further business and, hearing none, accepted a motion to adjourn, which was duly seconded.

Adjourn: The committee having unanimously approved the motion, Vice Chair Moulton adjourned the meeting at 10:58 am.