

Governance Committee

Governance Committee

Closed

KSC - Young Student Center - Room 309

Date: 1/17/2019 at 9:30 AM to 11:00 AM (EST)

Location: KSC - Young Student Center - Room 309

Dial-in:

Visibility Setting: Public

Roster Visibility Setting: Public

Required: Yes

Agenda Posted: 1/9/2019 9:41 AM

Description:

Meeting Summary

Attended Members

Kassandra (Kass) Ardinger

James Burnett

Jackie Eastwood

Kenneth Moulton

Christopher Pope

J (Morgan) Rutman

Meeting Minutes For Agenda Items

Call to Order: At 9:30 am, Chair 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; Trustee Bob Baines; Trustee Cathy Green; and President Mark Rubinstein. Also present were: USSB representative Jacob Bennett and Ron Rodgers.

Approval of Meeting Minutes: On motion made by Trustee Burnett and seconded by Trustee Eastwood, the committee unanimously approved the draft minutes for the meeting of October 25, 2018, as presented in the materials distributed with the agenda for this meeting. Chair Ardinger abstained from voting because she was not able to attend the October 25, committee meeting.

Proposed Amendment to the Board's Conflict of Interest Policy: The committee reviewed and agreed with the proposed amendment to the draft definition of the term "transaction," to be included in the Board's policy on conflict of interest. The committee also agreed to further amend the policy to use gender-neutral throughout. Finally the committee asked the Chancellor's office to consider proposing a Board policy, resolution, or directive that would require the use of gender-neutral language in all publications including policies, web sites, and other internal and external communications. On motion moved by Trustee Pope and seconded by Trustee Burnett the committee unanimously approved the following action, for presentation to the full Board at its meeting in April:

VOTED, the Governance Committee recommends the full Board adopt 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" and using gender-neutral language throughout the policy, as presented in the materials distributed with the agenda for this meeting.

BOT Inventory of Interests, Skills, and Experience: The committee reviewed the existing BOT inventory of interests, skills, and experience and discussed its continued usefulness. After discussion the committee decided it is worthwhile and asked the Chancellor's office to take the following actions: (1) keep the inventory current and present it to the committee annually at the October meeting for review and identification of current or foreseeable gaps in Board members interests, skills, or experience; (2) collect for review at the committee's next meeting all of the USNH institutional statements of the value of diversity; (3) draft for the committee's consideration a statement of the value of diversity, including diversity in Board membership; and (4) amend the existing Board member position description to include a statement of the particular sets of skills and expertise the Board strives to maintain across its membership.

BOT Board Officers: Secretary: The committee discussed the Board's bylaws governing the composition of the Executive Committee, the Board Officer positions, and the role of the Secretary, particularly in relation to the need for a quorum of voting members to be physically present at Executive Committee meetings scheduled in the "off-months" between meetings of the full Board. After considering the issues and a variety of potential solutions, the committee agreed further deliberation is needed and asked that the item be included on the agenda for the committee's meeting in April.

BOT Visiting Committees: The committee reviewed the decisions made at the October meeting regarding the proposal to create institutional "visiting committees," including the continuation and structure of the new trustee campus visitation days, and agreed that the proposal has been fully addressed and no further deliberation or action on the topic is needed. Regarding the new trustee campus visitation days, the committee asked that the new trustee activities checklist be amended to include attendance at those events and, at the suggestion of USSB representative Jacob Bennett, asked that an institution's USSB representatives be invited to participate in the campus visitation day at their respective institutions.

Committee Work Plan for GY2019: The committee reviewed its work plan for FY2019, noted the changes resulting from the decisions made at the meeting of October 25, and asked the Chancellor's office to make the further changes necessary to reflect the decisions made at this meeting. Otherwise, the committee's work is on-track and the work plan remains a valid reflection of the committee intentions and expectations for the balance of this governance year.

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

Adjourn: The committee unanimously approved the motion and Chair Ardinger adjourned the meeting at 10:50 am.