

Governance Committee

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Closed

UNH Holloway Commons - Cochecho Room

Date: 4/25/2019 at 9:30 AM to 11:00 AM (EDT)

Location: UNH Holloway Commons - Cochecho Room

Dial-in:

Visibility Setting: Public

Roster Visibility Setting: Public

Required: Yes

Agenda Posted: 4/18/2019 10:48 AM

Description:

Meeting Summary

Attended Members

Kassandra (Kass) Ardinger

Amy Begg

Jackie Eastwood

Kenneth Moulton

Christopher Pope

J (Morgan) Rutman

Meeting Minutes For Agenda Items

Call to Order: At 9:30 am, Committee 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 Wally Stevens, and President Mark Rubinstein. Also present were: USSB Rep (UNH) Jacob Bennett, USSB Rep (PSU) Tim Herbert, and staff members Chris Clement and Ron Rodgers.

Approval of Meeting Minutes: On motion made by Trustee Eastwood and seconded by Trustee Moulton, the committee unanimously approved the draft minutes for the meeting of January 17, 2019, as presented in the materials distributed with the agenda for this meeting.

Annual BOT Self-Assessment Surveys: Following a brief discussion the committee agreed to once again administer the annual Board self-assessment surveys, without amendment to the instruments used last year. The committee also agreed on the critical importance of Board members' full participation in the self-assessment process and asked the Chancellor's office to include a statement to that effect in the survey cover note to all Board members. Not only is participation an essential part of a trustee's duties, the execution of an effective process of self-evaluation is a substantive criteria for the continuation of academic accreditation by the New England Higher Education Commission as well as other accrediting bodies.

Eligibility to Serve as Student Trustee: The committee received and reviewed a proposal from USSB Rep (UNH) Jacob Bennett to expand to USNH graduate students eligibility for service as student trustees. Currently eligibility is limited by Board policy to only full-time matriculated undergraduate students. Following discussion, the committee asked the Chancellor's office to draft a proposed amendment to the Board policy delegating to each the USNH institutional administration, in consultation with the student body, the authority to establish eligibility criteria for the student trustees elected by their institution. The draft amendment will be first presented to the Administrative Board for review and comment and then placed on the agenda for the committee's meeting in June.

Review of a Potential Conflict of Interest under BOT III.1.3: The committee reviewed the request of Trustee Jamie Burnett for review of the potential conflict of interest issues raised by his nomination to the governing board of Granite State Management and Resources (GSM&R), an organization within the New Hampshire Higher Education Assistance Foundation (NHHEAF) Network. After substantial discussion the committee asked the Chancellor's office to inquire about the legislative and other lobbying activities of the NHHEAF Network organizations, if any, and the potential impact on USNH's interests. The committee then voted, on motion made by Trustee Rutman and seconded by Trustee Pope, to approve Trustee Burnett's proposed service on the GSM&R governing board contingent on the appropriateness of the information obtained as determined and reported by the General Counsel.

Proposed BOT Statement of Diversity and Inclusion: Following a brief discussion the committee, on motion moved by Trustee Eastwood and seconded by Trustee Moulton, unanimously voted to approve for recommendation to the full Board at its June meeting the proposed Board of Trustees' Statement of Diversity and Inclusion, as amended. The committee also gave final approval to the proposed amendments to the Board's Trustee Position Description, principally including the proposed Statement of Diversity and Inclusion. After reviewing the "Time Commitment" section of the position description, the committee discussed the options available to ensure the regular attendance and participation of each and every trustee. The committee agreed the attendance and participation of trustees should be monitored by the Board leadership and, if problematic, discussed with the individual trustee. In particularly difficult cases it may be appropriate for Board leadership to raise the issue with the appointing or electing authority for the trustee in question. Finally, the committee agreed the new trustee mentoring program should emphasize the expectation and importance of a trustee's attendance and participation.

BOT Board Officers: Secretary: Following substantial discussion of a number of options for addressing the occasional difficulty of obtaining a quorum for the conduct of Executive Committee meetings, the committee asked the Chancellor's office to draft for consideration at the committee's next meeting an amendment to the Board's bylaws that would allow a committee vice chair to participate in an Executive Committee meeting in the committee chair's absence. The committee also asked to have the draft amendment placed on the full Board agenda for the Annual Meeting in June, contingent on the Governance Committee's approval of the proposal. Finally, the Governance Committee decided to entertain at a future meeting the question of the appropriate size and composition of the Executive Committee.

Approved Amendment to the Board's Conflict of Interest Policy - Information Only: The committee received without comment the informational item on the proposal to amend the Board's policy on conflict of interest. The committee approved the proposal at its last meeting; the proposal will be presented for final approval at tomorrow's meeting of the full Board.

Committee Work Plan for GY2019: The committee reviewed the GY2019 work plan and agreed it remains accurate and appropriate - no changes were proposed.

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 11:00 am.