Members in Attendance:

- Kassandra (Kass) Ardinger
- Scott Mason
- Christopher Pope

Call to Order: At 11:45 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: Jamie Burnett, David Westover, Caillee Griffith, and Todd Leach. Also present were: USSB Rep. Aura Huot and USNH General Counsel Ron Rodgers.

Approval of Meeting Minutes: On motion made by Trustee Pope and seconded by Trustee Mason, the committee unanimously approved the draft minutes for the meeting of June 27, 2019, as presented with the agenda and materials for this meeting.

Proposed Amendment to Board Policy on the implementation of the Student Trustee Election Law: The Governance Committee received the Administrative Board's recommendation of the proposed amendment to the Board's policy on the implementation of the student trustee election law as presented in the attachment labeled "Option 2." After a full discussion of the options and consideration of the viewpoint of the USSB, the committee endorsed Option 2, with the further amendment of striking the words "is at least a second semester sophomore" and inserting in their place "has completed at least three semesters or terms at the institution they would represented." The Chancellor's Office will prepare a proposed amendment for the committee's review and recommendation at their meeting in January.

Annual BOT Self-Assessment Surveys: The committee reviewed the proposed changes to the form of reporting and analysis for the results of the annual self-assessment surveys and agreed they appear to be appropriate and useful. The Chancellor's Office will reformat the results of last year's surveys and present the revised report at the committee's meeting in January.
Update on the Status of the Annual Conflict of Interest Disclosure Processes: The committee heard a brief update on the status of the Board's annual conflict of interest disclosure process including that many but not all forms have been returned to the Chancellor's Office. On Monday, October 21, a reminder notice was sent to all trustee whose forms have yet to be filed. Chair Ardinger will use the opportunity of her report at tomorrow's full Board meeting to stress the importance of the timely participation of every trustee in this process.

Update on the Status of the New Trustee Mentor Program: The Governance Committee reviewed the status of this year's new trustee mentor program and briefly discussed a couple of changes, namely: (1) Including in the annual new trustee orientation program a plain language description of the charge of each of the Board's committees, and (2) Making clear that every trustee is invited to participate in the new trustee orientation program, reception, and dinner on the evening preceding the Board's annual planning retreat in September. Otherwise, the mentor program was judged successful and of continuing value to the Board's governance process.

Inventory of Board Member Experience, Skills, and Interests: The committee reviewed the updated Board talent inventory and identified several gaps including experience in HR, banking and investment management, audit, and hospitality and tourism. The committee also noted the lack of diversity among the members of the Board along several dimensions, including gender, and briefly discussed the possible causes, without reaching any conclusions. The committee agreed to add the category of "public safety" to the inventory. After discussing the coordination of the committee's work with that of the recently established New Trustee Committee, it was agreed in future years the committee's review of the inventory would note specific gaps in the talents, experience, and interests of Board members. Finally, in response to a question about eligibility to vote in the election of an alumni trustee, it was noted the state law provides alumni trustees shall be elected by "the alumni" of the institution holding the election. The committee asked the Chancellor's Office to review the criteria for determining eligible voters used by the several alumni associations and report its findings at the committee's meeting in January.

Annual Workflow Calendar for the Governance Committee: The committee reviewed the draft annual workflow calendar and agreed it appears to be complete and will be useful tool for the committee chair and others planning the work of the committee.

Committee Work Plan for GY2020: The committee reviewed the draft work plan for GY2020, offered no changes, and generally agreed it captures the intended priorities for the current governance year.

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

Adjourn: The committee unanimously approved the motion and Chair Ardinger adjourned the meeting at 1:00 pm.