Audit Committee
March 19, 2020

University System of New Hampshire
Concord, New Hampshire

Meeting Minutes

Committee members present: Chair Alexander Walker, Vice Chair Wallace R. Stevens, Cathy Green, Jacqueline Eastwood, and Amy Begg

Other participants: (USNH) Cathy Provencher, Carol Mitchell, Ashish Jain and Lorna Jacobsen

I. Call to Order

Call to Order: At 3:45 pm, Chair Walker called the meeting to order, called the roll, and noted that the following conditions were sufficient for the conduct of a telephonic meeting, counting all members toward the quorum requirement whether or not physically present in the meeting location:

Determination of Conditions Necessary for the Conduct of a Telephonic Meeting:

Under the NH Right to Know Law, RSA 91-a:2, III (b), a governmental body such as this Board of Trustees is authorized to meet by conference call when “immediate action is imperative and the physical presence of a quorum is not reasonably practical within the period of time requiring action.” In consultation with USNH General Counsel, it is my determination that a meeting by conference call is justified on the basis of the following facts:

- The individual members of this Board live and work in locations remote to any single meeting place;
- The Governor’s declaration of emergency and Executive Order 2020-04, dated March 13, 2020, permits and encourages governmental bodies to conduct public meetings on an emergency basis using telephonic communications;
- Given the members’ various professional and personal schedules it is not reasonably practical to gather a quorum of the Board members in a single place for a physical meeting;
• The matter to be considered at this meeting developed only very recently;

• The interests of USNH, its students, faculty, and staff, and the State of New Hampshire will be best served by Board’s expeditious consideration of and decision on the matter presented; and

• The notice of the meeting was posted and members of the public are permitted to observe and listen to the proceedings at the Board Room at the System Office at 5 Chenell Drive in Concord, NH.

At 3:46 p.m. the following motion to enter nonpublic session was made by Trustee Eastwood. The motion was duly seconded and approved by roll call vote. In addition to trustees, system administrators attended the non-public session.

**VOTED** that the USNH Board of Trustees Audit Committee go into nonpublic session for the purposes of (1) discussing personnel matters, (2) discussing confidential matters which, if discussed in public, would likely affect adversely the reputation of persons other than a member of the Audit Committee, as authorized by RSA 91-A:2, I (d) and 91-A:3, II (c).

Upon a motion to exit nonpublic session, made by Trustee Eastwood, duly seconded, and approved, Chairman Walker reconvened the public meeting at 3:48 p.m. and announced that the Committee took the following actions during nonpublic session:

**MOVED**, on recommendation of the Chair of the Audit Committee and the USNH Vice Chancellor, that the following motion be presented for consideration of the Executive Committee

**MOVED**, on recommendation of the Audit Committee that the Executive Committee approve, for concurrence by the Governor, the appointment of CliftonLarsonAllen LLP as the external auditors for the University System of New Hampshire for a term up to seven years, subject to annual confirmation by the Audit Committee, AND FURTHER, that, if approved, CliftonLarsonAllen LLP be the external auditors for USNH to provide audit services for FY2020.

Vice Chancellor Provencher said that prior to making a public announcement of the appointment, a letter will be delivered to the Governor to seek his concurrence with the decision.

II. **Other Business**

There being no further business, the meeting adjourned at 3:50 p.m.

--- End of Audit Committee Meeting Minutes ---