Call to Order: At 12:30 pm, 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: Todd Leach, Mark Rubinstein, Marjorie Smith, Joe Scala, and Cailee Griffin. Also present were: USSB Representatives Leo Shattuck, Victoria Bergstrom, Tyler Minnich, and Aura Huot and staff members Marlin Collingwood and Ron Rodgers.

Basis for Electronic Meeting: This meeting is being held by electronic means in conformance with the Governor’s emergency declaration of March 13, 2020, and subsequent emergency orders, as well as the applicable provisions of the New Hampshire Right-to-Know Law, RSA 91-A. If during the conduct of this meeting, anyone has difficulty connecting or staying connected to the video or audio feed please contact Tia Miller at 603-862-1800 or email tia.miller@usnh.edu.

Approval of Meeting Minutes: On motion made by Trustee Pope and seconded by Trustee Westover, the committee unanimously approved the draft minutes for the meeting of January 16, 2020, as presented with the agenda and materials for this meeting.

Annual BOT Self-Assessment Surveys: The committee reviewed and briefly discussed the four survey forms used in the annual self-assessment survey process and the revised form of reporting and analysis for the survey results. The committee agreed the survey and reporting forms should be used for this year’s process as presented. The survey process will begin in early May with the results to be reported at the Board’s Annual Meeting in June.
Proposed Temporary Waiver of the Student Petition Requirement in the Board Policy on the implementation of the Student Trustee Election Law: The Governance Committee reviewed and briefly discussed the University System Student Board’s recommendation to temporarily waive the student petition requirement in BOT I.A.3.2 for purposes of conducting this year’s student trustee election at Plymouth State University. On motion made by Trustee Pope and seconded by Trustee Westover, the committee unanimously recommended the proposed temporary waiver to the Board of Trustees for approval.

**VOTED,** on recommendation of the University System Student Board, that the Governance Committee recommend the full Board of Trustees adopt the following motion:

**MOVED,** on recommendation of the University System Student Board and the Governance Committee, that the Board of Trustees hereby approves a temporary waiver of the petition requirement in BOT I.A.3.2, for this year’s PSU election of a student trustee, and instead permit students to express their interest in candidacy by submitting a statement of interest to the PSU president’s office and **FURTHERMORE,** that the temporary waiver be effective immediately and expire at the conclusion of this year’s election of the student trustee from PSU.

Inventory of Skills, Interests, and Experience: The committee reviewed the proposed new formatting for the Board inventory of skills, interests, and experience and agreed it should be used when the inventory is updated following the installation of new trustees on July 1, 2020. Trustee Cailee Griffin asked if there was any reason to believe any of the demographic imbalances might be due to systemic issues such as barriers to entry. The committee agreed the issue deserves a careful review and asked to have it added to the committee’s work plan and agenda for the meeting in June.

New Trustees Mentor Program: The committee reviewed the new trustees mentor program and agreed that while the orientation program and campus tours were successful the mentor program would be improved if mentors were assigned earlier in the governance year and encouraged to remain in close contact with their new trustees throughout the year. The committee also recommended adding to the new trustees’ activity checklist the introduction to financial affairs briefing offered by Vice Chancellor Cathy Provencher.

Update on the Status of the Annual Conflict of Interest Disclosure Processes: Ron Rodgers reported annual COI disclosure process was successfully completed shortly after the committee’s previous meeting in January. Next year’s process will begin at or shortly before the Board’s annual planning retreat in September.

Committee Work Plan for GY2020: The committee reviewed the draft work plan for GY2020, and agreed to add to the June meeting a review of the causes for the demographic imbalances in the composition of the Board of Trustees. Otherwise, the work plan remains appropriate as presented.
Executive Nonpublic Session: At 1:25 pm, on motion made by Trustee Pope and seconded by Trustee Westover, the committee voted unanimously by roll call to go into nonpublic session for the purposes described in the motion:

VOTED, that the Governance Committee go into nonpublic session for the purposes of:
(1) discussing matters which if discussed in public would likely affect adversely the reputation of a person or persons, who are not members of this committee, (2) discussing personnel matters including the hiring, evaluation, or compensation of public employees, (3) discussing confidential, commercial, financial, and other information the disclosure of which would constitute a breach of privacy, and (4) consultation with legal counsel as authorized by RSA 91-A:2, I(b); 91-A:3, II (a), (b), (c), and (l); and 91-A:5, IV.

At 1:26 pm, on motion of Trustee Pope and seconded by Trustee Westover, the committee voted unanimously by roll call to go into executive nonpublic session:

VOTED, that the Governance Committee go into executive nonpublic session as authorized by the Board of Trustees’ Bylaws, Article V, Section 4g.

Return to Public Session: At 2:15 pm, on motion made by Trustee Pope and seconded by Trustee Westover, the committee returned to public session. Trustee Ardinger called for and accepted from Trustee Pope a motion to seal the minutes of the nonpublic session. The motion was seconded by Trustee Westover and unanimously approved by roll call vote of the committee.

VOTED, the Governance Committee, acting pursuant to RSA 91-A:3,III, hereby finds the existence of sufficient cause as required by law and therefore seals the records, votes, and minutes of the foregoing nonpublic session until this committee votes to unseal the same.

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

Adjourn: The committee unanimously approved the motion and Chair Ardinger adjourned the meeting at 2:18 pm.

[NB: The committee’s next meeting is scheduled for Thursday, June 25, at Granite State College.]

-- End of Minutes of the Meeting of April 23, 2020 --