BOARD OF TRUSTEES
EXECUTIVE COMMITTEE

Meeting by Emergency Videoconference

By Zoom Meeting:
https://unh.zoom.us/j/967009783

(April 28, 2020)
Meeting Minutes

In Attendance: Executive Committee Members (via teleconference): Chair Joseph Morone, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Todd Black, Jackie Eastwood, Chris Pope, Morgan Rutman, and Alex Walker. Other Trustees: Amy Begg, Frank Edelblut, Cathy Green, Cailee Griffin, George Hansel, Mike Pilot, Mike Scala, Marjorie Smith, Wally Stevens, and David Westover. Also participating (via teleconference): Ron Rodgers.

Call to Order: At 4:01 pm, Chair Morone called the meeting to order, called the roll, and noted the presence of a quorum sufficient for the conduct of business.

Determination of Conditions Necessary for the Conduct of a Telephonic Meeting: Chair Morone made the following findings and declaration, sufficient for conducting a telephonic meeting and counting all members toward the quorum requirement whether or not physically present in the meeting location:

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 considering the following facts:

- 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.

- In particular, RSA 91-A:2, II, authorizes the holding of an emergency meeting where the chair of the public body determines immediate undelayed action is imperative. In such cases public notice is to be posted as soon as practicable and the bases for the chair’s determination must be recorded in the minutes.
• As the Chair of the Executive Committee of the USNH Board of Trustees, I have determined, and hereby declare, that for the following reasons immediate undelayed action is imperative.

• Shortly following the Board’s meeting on Friday, April 24, sensitive and confidential information about the discussion held in nonpublic session was leaked to an executive employee who was one of the subjects of the discussion. The executive discussed the information with other employees, including other executives and staff members. At 4:05 pm, yesterday afternoon, the executive informed me that he had just sent an email to many (perhaps most) USNH board members. He also sent me a copy of that email.

• The calls about the email began at 4:45 pm, yesterday, and have not stopped since. The board has been unsettled, management has been unsettled, and rumors have started to fly. It is fast becoming a distraction at a time when management and board need to be fully focused on the pandemic crisis at hand. In my judgment, it is imperative that we resolve this situation immediately. I plan to meet tomorrow with management, including the executive employee in question, feel it is urgent to do so, and will not be able to settle them down without first working this through with the board.

• Thus, for the foregoing reasons I have determined the need for this emergency meeting is imperative. It was originally scheduled, noticed, and posted as a full Board meeting but in light of the events described above, I concluded the necessary topics would be more appropriately entertained in a meeting of the Executive Committee.

• If any member of this Executive Committee or other member of the Board of Trustees has any questions, concerns, or doubts about the bases on which I have declared this meeting an emergency, please let us know now or as soon as your questions, concerns, or doubts arise, whether during or after this meeting.

• 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

Nonpublic Session: At 4:12 pm, on motion moved by Chair Morone and seconded by Vice Chair Burnett, the committee voted unanimously by roll call to go into nonpublic session for the purposes indicated:

**VOTED,** that the Executive Committee go into nonpublic session for the purposes of (1) discussing personnel matters including the performance of one or more public employees, (2) confidential, commercial, or financial information, (3) matters of market strategy which, if discussed in public, would likely benefit a party or parties whose interests are contrary to those of the general public, (4) matters likely to affect collective bargaining strategy, and (5) consultation with legal counsel, all as authorized by RSA 91-A:2, I (a) and (b) and (b); 91-A:3, II (a), (b), and (d); and 91-A:5, IV.

Executive Nonpublic Session: At 4:15 pm, on motion moved by Chair Morone and Seconded by Vice Chair Burnett, the committee voted unanimously by roll call to go into executive nonpublic session:
MOVED, that the Executive Committee go into executive nonpublic session as authorized by USNH Board Bylaws, Article V, Section 4g.

Return to Public Session: At 5:58 pm, on motion moved by Chair Morone and seconded by Secretary Ardinger, the committee returned to public session. Chair Morone announced the committee did not take any votes or make any decisions while in nonpublic session.

Restructure and Consolidate the Financial and Administrative Systems. After a brief discussion, all members of the Executive Committee expressed their support for the effort to restructure and consolidate the financial and administrative systems across USNH. The effort will be conducted within the existing governance system, directed by Vice Chancellor Catherine Provencher, and under the aegis of the Administrative Board, with substantial guidance, support, and encouragement from Chair Morone and Trustee Pilot.

Adjournment: At 6:08 pm, Chair Morone called for further business to come before the committee and, hearing none, accepted a motion to adjourn, duly seconded and approved by the committee, and adjourned the meeting of the Executive Committee.