

UNIVERSITY SYSTEM OF NEW HAMPSHIRE
BOARD OF TRUSTEES

Governance Committee
Meeting Minutes

(October 22, 2020)

Via Videoconference

Members in Attendance:

- Kassandra Ardinger
- Christopher Pope
- Cathy Green
- David Westover

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: Don Birx, Jamie Burnett, Shawn Jasper, Tyler Minnich, Mark Rubinstein, and Michael Shannon. Also present were: USSB Representative Michael Fazi and staff members Lisa Thorne and Ron Rodgers.

Basis for Electronic Meeting: This meeting was 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 Ardinger and seconded by Trustee Pope, the committee unanimously approved the draft minutes for the meeting of June 25, 2020, as presented with the agenda and materials for this meeting.

Inventory of Experience, Skills, and Interests: The committee reviewed the updated Board inventory of experience, skills, and interests and noted the following gaps for consideration by the Nomination Committee: diversity; gender; public safety; emergency management; and human resources. The committee also discussed ways to remain focused on the development of a more diverse Board and to break down the barriers to entry that exist because of a general lack of knowledge about the opportunities available to serve on the Board.

After Action Review of Board's Response to the Coronavirus-related Disruptions: After substantial discussion the committee agreed to propose the conduct of an after action review on the Board's handling of its role in responding to the coronavirus-related disruptions. Several

committee members commented favorably on the option of engaging an external reviewer. Trustee Ardinger and Ron Rodgers will develop a project proposal for review by the Executive Committee in the coming weeks and, if approved, begin implementation and report on progress at the Governance Committee's meeting in January.

Diversity on the Board of Trustees: The Committee, referring to the discussion earlier in this meeting, agreed to keep this topic on the annual work plan for review at every meeting, noting the work will not be easy and will require a sustained focus and purposefulness.

University System Board (USSB): Trustee Ardinger and USSB Chair Michael Fazi described the USSB's interest in optimizing the USSB's ability to fill its three part mission to: advise the Board on matters of interest to the student bodies; keep the student bodies apprised of the work of the Board; and provide a valuable professional experience for members of the USSB. Trustee Ardinger encouraged members of the USSB to attend all committee meetings and participate in the deliberations as appropriate. For issues or topics of particular interest, USSB members are encouraged to contact committee leadership in advance of a meeting to request an opportunity to raise an issue or participate in a discussion. The USSB is invited to bring to the Governance Committee any proposal they may have for changing the USSB's role or relationship to the Board.

Committee Work Plan for GY2021 and Annual Workflow Calendar: The committee's annual work plan will be amended to incorporate the items discussed above; otherwise the work plan and annual workflow calendar were accepted without discussion.

Report on Status of New Trustee Development Efforts: The annual new trustee development efforts are all on track: the first part of a two-part orientation session occurred in September, the second part to follow in late February or early March; each new trustee has been assigned a mentor; the new trustee campus visitation days have occurred with the exception of the visit to PSU, which is scheduled for early November.

Report on Status of Conflict of Interest Disclosure Process: The annual Board of Trustees conflict of interest disclosure process is underway. Approximately one-half of the Board members have returned forms to date.

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

Adjourn: The committee unanimously approved the motion and Chair Ardinger adjourned the meeting at 1:57 pm.

[NB: The committee's next meeting is scheduled for Thursday, January 21, 2021, at Plymouth State University.]

-- End of Minutes of the Meeting of October 22, 2020 --