



BOARD OF TRUSTEES EXECUTIVE COMMITTEE

Meeting by Videoconference

By Zoom Platform
(December 17, 2020)

Meeting Minutes
(Approved: January 7, 2021)

In Attendance: Executive Committee Members (via video conference): Chair Joseph Morone, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Todd Black, Jackie Eastwood, Chris Pope, Morgan Rutman, and Alex Walker. Other Trustees: Don Birx, Jim Dean, Cathy Green, George Hansel, Todd Leach, Mike Pilot, Mark Rubinstein, MJ Shannon, Wally Stevens, Greg Tewksbury, Melinda Treadwell, David Westover, and Jonathan Melanson (for Governor Sununu). Staff members participating (via video conference): Marlin Collingwood, Lisa Thorne, Cathy Provencher, Karen Benincasa, Tia Miller, Jim McGrail, and Ron Rodgers.

Call to Order: At 4:00 pm, Chair Morone called the meeting to order, had the roll called, and noted the presence of a quorum sufficient for the conduct of business.

Conduct of a Telephonic Meeting: Chair Morone made the following announcement regarding the conduct of a telephonic meeting and counting all members toward the quorum requirement whether or not physically present in the meeting location:

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 tia.miller@usnh.edu.

Approval of Minutes. On motion made by Chair Morone and seconded by Trustee Eastwood, the committee unanimously approved the minutes of the meeting of November 12, 2020:

***VOTED**, that the Executive Committee approve the minutes of the Executive Committee meetings of November 12, 2020, as presented.*

Campus Updates: The presidents of the three residential institutions described their preliminary plans for the spring semester including opening dates, commencement, coronavirus testing and other health and safety precautions, and athletics. President Rubinstein described GSC’s plan to remain fully online for the next two terms (the GSC winter term begins early in the new year). President Dean also described and explained UNH’s decision, after substantial review and consideration, to leave the name of the law school unchanged (“University of New Hampshire Franklin Pierce School of Law”).

Chair Morone announced the scheduling of a special meeting of the Executive Committee on January 7, at 4 pm, to review the institutions’ final plans for the spring semester.

Non-public Session: At 5:00 pm, the Executive Committee voted to go into non-public session for the reasons described below. On motion made by Chair Morone and seconded by Trustee Eastwood, the committee voted unanimously by roll call to go into non-public session:

VOTED, that the Executive Committee go into nonpublic session for the purposes of discussing (1) personnel matters including the performance and compensation of one or more public employees, and (2) the hiring of any person as a public employee as authorized by RSA 91-A:3, II (a) and (b).

Executive Non-public Session: At 5:02 pm, the committee voted to go into executive non-public session to discuss the renewal of two employment agreements and the compensation of the USNH presidents and chancellor. On motion made by Chair Morone and seconded by Trustee Eastwood, the committee voted unanimously to go into executive non-public session:

VOTED, that the Executive Committee go into executive nonpublic session as authorized by USNH Board Bylaws, Article V, Section 4g.

Return to Public Session: At 5:55 pm, on motion duly made and seconded, the Executive Committee voted to return to public session. Chair Morone announced the committee took the following four votes while in non-public session.

Renewal of the Appointment of KSC President Melinda Treadwell. On motion made by Chair Morone and seconded by Trustee Eastwood, the committee unanimously voted:

VOTED, the Executive Committee hereby recommends the Board of Trustees renew the appointment of Dr. Melinda D. Treadwell as President of Keene State College for five years under the terms and conditions outlined in the materials distributed with the Executive Committee agenda, contingent on Dr. Treadwell’s acceptance of the appointment, and FURTHERMORE, hereby authorizes the Board Chair to execute an executive employment agreement memorializing the renewed appointment.

Renewal of the Appointment of UNH President James Dean. On motion made by Chair Morone and seconded by Trustee Eastwood, the committee unanimously voted:

VOTED, that the Executive Committee hereby recommends the Board of Trustees renew the appointment of Dr. James W. Dean as President of the University of New Hampshire for five years under the terms and conditions outlined in the materials distributed with the Executive Committee agenda, contingent on Dr. Dean's acceptance of the appointment, and FURTHERMORE, hereby authorizes the Board Chair to execute an executive employment agreement memorializing the renewed appointment

CEO Compensation Recommendations. On motion made by Chair Morone and seconded by Trustee Black, the committee unanimously voted:

VOTED, on recommendation of the Executive Compensation and Performance Review Committee, whose recommendation is based on independent market assessment and reasonableness opinion and input from other Trustees, that the Executive Committee hereby determines (1) keeping USNH CEOs' compensation competitive with peer group benchmarks used in the independent market analysis is in the best interest of USNH and the State of New Hampshire; and (2) the recommendation is consistent with USNH's Executive Total Compensation policy, which targets total cash compensation to be aligned between the 45th and 60th percentile of peers; and (3) the recommendation will help keep the CEOs' compensation competitive with peer group benchmarks; and

FURTHERMORE, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agree each of the CEOs have achieved 100% of their 25% Pay-at-Risk target for fiscal year 2020 (ending June 30, 2020) and hereby approves the distribution of those awards in January, 2021, and

FURTHERMORE, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, for the reasons cited, hereby approves no change to the total target cash compensation for the CEOs for calendar year 2021. There will be no change to their annual base salary paid throughout the year and no change to the 25% of their total target cash compensation that is at risk based on performance and achievement of goals.

Conferring the Title "Chancellor Emeritus." On motion made by Trustee Pope and seconded by Trustee Black, the committee unanimously voted:

VOTED, the Executive Committee, acting on behalf of the full Board of Trustees, hereby formally recognizes and commends Dr. Todd J. Leach for eleven years of exemplary service to the University System of New Hampshire, first as President of Granite State College and later as Chancellor. With appreciation for his distinguished performance, the Executive Committee hereby confers the title 'Chancellor Emeritus' on Dr. Todd J. Leach, the seventh Chancellor of the University System of New Hampshire, to be effective on January 1, 2021.

No other votes were taken, or decisions made during the nonpublic session.

Adjourn: At 6:00 pm, Chair Morone called for further business and, hearing none, called for a motion to adjourn the meeting. The motion was duly moved, seconded, and unanimously approved. The meeting was adjourned.