

UNIVERSITY SYSTEM OF NEW HAMPSHIRE  
BOARD OF TRUSTEES

Governance Committee  
Meeting Minutes

(January 21, 2021)  
Via Videoconference

Members in Attendance:

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

**Call to Order:** At 12:02 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: Jamie Burnett, Jackie Eastwood, Jim Gray, and Mark Rubinstein. 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](mailto: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 October 22, 2020, as presented with the agenda and materials for this meeting.

**Review of a Potential Conflict of Interest Issue:** The committee, acting pursuant to the Board's policy on conflict of interest, BOT III.I, received a report from Ron Rodgers and reviewed the materials distributed with the agenda describing a proposed transaction between UNH and the Catholic Medical Center. Following a substantial discussion, the committee unanimously approved the proposed transaction on motion moved by Trustee Pope and seconded by Trustee Green:

***VOTED,** the Governance Committee hereby finds the proposed transaction between UNH and the Catholic Medical Center is in the best interest of and a clear benefit to UNH and USNH and, therefore, is approved pursuant to the Board of Trustees policy on conflict of interest, BOT III.I.*

The committee requested the Chancellor's Office to convey to UNH the substance of the committee's concerns regarding assurance that the distribution of testing resources to external entities will be fair, equitable, reasonable, and non-discriminatory, while fully meeting the needs and satisfying the interests of UNH and USNH.

**After Action Review of Board's Response to the Coronavirus-related Disruptions:** The committee discussed the recommendation for a *mid-action* review of the Board's response to the coronavirus-related disruptions, as described in a memorandum distributed with the meeting agenda. The committee agreed with the recommendation and asked the Chancellor's Office to proceed as outlined in the plan, keeping the committee apprised of the project status. The topic will be a standing agenda item for future committee meetings.

**New Trustee Orientation Program for GY2021 – Second Session:** Following a brief discussion, the committee agreed the second session of the GY2021, new trustee orientation program should be held at a convenient time in late March. Chair Ardinger and Trustee Westover will work with Ron Rodgers to develop the program, schedule the meeting, and invite all trustees, including the student who will be elected to fill the recently vacated position of PSU student trustee and the two newly appointed legislative trustees.

**Diversity on the Board of Trustees:** The committee discussed this standing agenda item and agreed the student bodies and alumni associations should be included in the board's communication of its needs and interests for the development of new members. Following discussion of the appropriate channel for the communications, the committee recalled the reasons for which current protocol designates the Board Officers as spokespeople for this purpose.

**Report on Status of the Alumni and Student Trustee Elections:** Ron Rodgers reported the two institutions who will elect student trustees from the coming year, GSC and KSC, are aware of the opportunity, planning to hold the elections in the spring, and will report the results to the Chancellor's office before the end of May. The same is true of the alumni associations at UNH and GSC, each of which will be electing an alumni trustee for the coming year.

**Report on Status of the Conflict of Interest Disclosure Process:** Ron Rodgers reported the successful completion of the Board's annual conflict of interest disclosure process, with 100% compliance and no material issues disclosed or concerns raised.

**Committee Work Plan for GY2021 and Annual Workflow Calendar:** The committee briefly reviewed the work plan and annual workflow calendar and asked the Chancellor's Office to make the couple of updates discussed during the course of the meeting.

**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 1:14 pm.

[NB: The committee's next meeting is scheduled for Thursday, April 22, 2021, via Zoom videoconference platform.]

*-- End of Minutes of the Meeting of January 21, 2021 --*