



**BOARD OF TRUSTEES  
EXECUTIVE COMMITTEE**

**Special Meeting by Videoconference**

**By Zoom Platform**  
(May 20, 2021)

**Meeting Minutes**  
(DRAFT for review and approval)

**In Attendance:** Executive Committee Members (via video conference): Chair Joseph Morone, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Jackie Eastwood, Chris Pope, Morgan Rutman, and Alex Walker. Other Trustees: Amy Begg, Don Birx, Joshua Chandler, Jim Dean, Jim Gray, Cathy Green, Shawn Jasper, Tyler Minnich, Mark Rubinstein, Wally Stevens, Gregg Tewksbury, Melinda Treadwell, and David Westover. Staff members participating (via video conference): Cathy Provencher, Jim McGrail, Lisa Thorne, Tia Miller, 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](mailto:tia.miller@usnh.edu).

**Approval of Meeting Minutes:** On motion moved by Chair Morone and seconded by Jackie Eastwood, the committee unanimously approved the minutes of the meetings of March 18, and April 16, 2021:

**VOTED,** that the Executive Committee approve the minutes of the Executive Committee meetings on March 18, 2021 and April 16, 2021, as presented.

**Nonpublic Session:** At 4:05 pm, the Executive Committee went into nonpublic session to discuss the hiring, compensation, and classification of public employees, matters related to collective bargaining strategy and negotiations, and consultation with legal counsel. On motion made by Chair Morone and seconded by Trustee Eastwood, the committee unanimously voted by roll call to go into nonpublic 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, (2) the hiring of any person as a public employee, and (3) consultation with legal counsel as authorized by RSA 91-A:2, I (b) and 3, II (a) and (b).*

**Return to Public Session:** At 5:42 pm, the Executive Committee returned to public session and Chair Morone announced the committee approved four votes while in nonpublic session:

On motion made by Chair Morone and seconded by Trustee Eastwood, the committee unanimously voted by roll call to approve the following proposed personnel appointment:

***VOTED,** on recommendation of James Dean, President of the University of New Hampshire, with endorsement of the Executive Compensation and Performance Review Committee, that the Executive Committee hereby approve the appointment of Marcel Vernon to the position of Chief Financial Officer at the University of New Hampshire, contingent upon his acceptance of the appointment, under the terms outlined below.*

On motion made by Chair Morone and seconded by Trustee Burnett, the committee unanimously voted by roll call to approve the following proposed personnel appointment:

***VOTED,** on recommendation of Melinda Treadwell, President of Keene State College, with endorsement of the Executive Compensation and Performance Review Committee, that the Executive Committee hereby approve the appointment of Nathalie Houder to the position of Vice President Financial Affairs at Keene State College, under the terms outlined below.*

On motion made by Chair Morone and seconded by Trustee Pope, the committee unanimously voted by roll call to approve the following proposed employee separation program:

***VOTED,** on recommendation of President Treadwell, that the use of funds be approved for a KSCEA Enhanced Separation Program that will be made available to eligible full-time faculty, including those who are in programs which the major may be eliminated or reduced, at Keene State College, AND FURTHER, that such approval will allow for a one-time exception to policy BOT V.C.3.1.1.2 which requires that any separation program offering must be included in the original approved budget and less valuable per participant than the previous offering, AND FURTHER, the Chief Executive Officer of KSC, in consultation with the USNH CHRO and General Counsel, has the authority to determine*

*(1) the otherwise eligible employees to whom the program will be made available, (2) the timing of the window(s) in which an employee may volunteer to participate, provided all windows close no later than June 18, 2021, (3) the dates at which employees may and are required to terminate employment, provided no final termination date is later than August 6, 2021, unless extenuating circumstances preside and (4) limits, if any, on the number of participants or total dollars available to fund the program, or both, AND FINALLY, if the College does not achieve necessary and appropriately targeted reductions through this voluntary program, the College reserves the right to offer this ESP program to faculty affected by changes in academic program needs in lieu of rights under the KSCEA collective bargaining agreement.*

On motion made by Chair Morone and seconded by Trustee Walker, the committee unanimously voted by roll call to approve the following proposed addition of two personnel positions to the Executive Officer position classification:

***VOTED**, on recommendation of President Dean and Chief Administrative Officer Provencher, that the Executive Committee affirm the classification of VP of Marketing (UNH) and Assistant Vice Chancellor, Financial Affairs (USNH) as USNH Executive Officers.*

The committee took no other votes and made no other decisions while in nonpublic session.

**Enterprise Risk Management (ERM) Annual Report and Assignment of Risks:** On motion made by Chair Morone and seconded by Trustee Walker, the committee unanimously voted by roll call to approve the proposed assignment of risks to the Board's several committees:

***VOTED**, on recommendation of the Audit Committee, the Executive Committee hereby formally assigns the top 10 system wide risks identified in the 2021 annual ERM report to the appropriate Board committees, as specified in the attachment, for purposes of oversight.*

**Board and Committee Meeting on June 24 and 25 – Format and Protocols:** The committee and other trustees in attendance discussed the format and protocols for in-person meetings on June 24 and 25. All concurred the public health guidance to wear masks and maintain physical distance will remove the advantages of in-person meetings. For that reason, the meetings will be held by videoconference, if legally permitted.

**Adjourn:** At 6:04 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.