

**UNIVERSITY SYSTEM OF NEW HAMPSHIRE  
BOARD OF TRUSTEES**

**Governance Committee  
Meeting Minutes**

Center Lodge, Room 108  
Plymouth State University

*(October 22, 2021)*

**Members in Attendance:**

- Kass Ardinger, Chair
- David Westover
- Cathy Green
- Jamie Burnett

**Call to Order:** At 10:30 am, 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 listed above, the following trustees attended the meeting: Rick Ladd, Alana Lehouillier, and Jim Dean. Also present was staff member Ron Rodgers.

**Approval of Meeting Minutes:** On motion made by Trustee Green and seconded by Trustee Westover, the committee unanimously approved the draft minutes for the meeting of April 14, 2021, as presented with the agenda and materials for this meeting.

**Report on the Status of the GY2022 COI and Financial Disclosure Processes:** Ron Rodgers reported the BOT COI and financial disclosure processes for GY2022 are completed with all required forms filed and no disqualifying conflicts disclosed. The USNH Executive Officer disclosure process is nearly completed, with only two disclosure forms outstanding, both of which are expected by early in the coming week. There are no disqualifying conflicts disclosed in the forms filed to date.

**A Trustee's Duties of Care, Loyalty, and Confidentiality:** The committee had a substantial discussion about a trustee's fiduciary duty, often divided into the duties of care and loyalty, the latter of which includes confidentiality. The questions raised include the nature of the USNH Board (is it a representative body or a fiduciary governing board) and the implications that has for the duty and conduct of board members. The committee also considered whether and the extent to which members of the USNH Board are responsible for reporting to the constituency by which they were elected, appointed, or designated to be on the board. Finally, the committee discussed the implications answers to these questions will have for the board's fiduciary duty to serve the best interests of the organization and protect its independence. Recognizing the complexity of the issues and the importance of developing a set of shared expectations among the board members, the committee will continue its consideration of this matter at a special meeting, to be scheduled for early December.

**Board's Annual Self-Assessment Survey:** The committee briefly acknowledged the receipt of the reports on the results of the Board's annual self-assessment survey process and thanked Heidi Hedegard for her

excellent work compiling, analyzing, and reporting the data. The reports are extremely well-crafted, easy to read, and informative. Considering the importance of the issues identified in the reports the committee will continue its discussion and develop follow-up recommendations in January at its next regularly scheduled meeting.

**Board of Trustees Inventory of Experience, Skills, and Interests:** The committee reviewed the BOT's inventory of experience, skills, and interests and identified the gaps for the Nomination Committee's attention. Those gaps include diversity, human resources, emergency management, safety and security, complex organizations, and marketing. The committee also asked that "marketing" and "public relations," currently in the same category, be divided into separate categories.

**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.

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

**Adjourn:** The committee unanimously approved the motion and Chair Ardinger adjourned the meeting at 11:47 am.

[NB: The committee's next regularly scheduled meeting will be on Thursday, January 20, 2022, hosted by KSC.]

*-- End of Minutes of the Meeting of October 22, 2021 --*