



## BOARD OF TRUSTEES EXECUTIVE COMMITTEE

### Meeting Held at GSC Event Center 25 Hall St., Concord, NH (December 16, 2021)

#### Meeting Minutes

**In Attendance:** Executive Committee Members present at meeting location (GSC Event Center, 25 Hall Street, Concord, NH 03301): Chair Joseph Morone, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Trustees Todd Black, Mike Pilot, and Alex Walker. Executive Committee Members participating by videoconference: Jackie Eastwood and Trustee Morgan Rutman. Other Trustees present at meeting location: Don Birx, Jim Dean, Shawn Jasper, and Melinda Treadwell. Other Trustees participating by videoconference: Amy Begg, Jose Calvo, Cathy Green, George Hansel, Gregg Tewksbury, and David Westover.

**Call to Order:** At 4:10 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.

**Approval of Meeting Minutes:** On motion moved by Trustee Black and seconded by Trustee Ardinger, the committee unanimously approved the minutes of the meeting of August 19, 2021:

*VOTED, that the Executive Committee approve the minutes of the Executive Committee meeting of August 19, 2021, as presented.*

#### **ERM Update on Risks Related to Restructuring and Communication:**

CAO Cathy Provencher gave an overview of the reports recently presented to the Administrative Board's on the risk management efforts related to institutional restructuring and communications. The purpose of the overview is to inform the committee of the administration's work in these areas and provide an opportunity for questions.

#### **Approval of Revisions to Investment Committee Charter and Board of Trustees Investment Policy:**

Ms. Provencher presented a proposal to amend the Investment Committee's Charter and the Board's Investment policy. After discussion, on motion made by Chair Morone and seconded by Trustee Ardinger, the committee unanimously voted by roll call to approve the following motion:

*VOTED, that the revisions to the Investment Committee Charter and the Board of Trustees Investment Policy be approved as presented in the materials distributed with the agenda for this meeting.*

**Recommendation to Amend the Board Bylaws Establishing the Investment Committee:**

After further discussion, on motion made by Chair Morone and seconded by Trustee Ardinger, the committee unanimously voted by roll call to approve the following motion:

*VOTED, that the revisions to the Board of Trustees Bylaws establishing the Investment Committee be approved as presented in the materials distributed with the agenda for this meeting.*

**Institutional and CAO Updates:** The three presidents updated the committee on final weeks of the fall semester and tentative plans for the spring at their respective institutions.

**Legislative Affairs Update:** Ms. Provencher reported on legislative developments regarding the availability and distribution of pandemic relief funds through GOFERR and FEMA and proposed legislation regarding the regulation of firearms by the USNH Board of Trustees and institutions.

**Follow-up from Board Retreat Governance Discussion:** Following up on the discussion begun at the Board of Trustees' retreat on October 21, KSC President Melinda Treadwell presented the Administrative Board's recommendations for changes to the governance structure of USNH. Committee discussion included the question of whether the proposed changes to the Chancellor's role could be accomplished by Board decision or whether legislation would be needed. In the end the committee agreed to move the proposal forward to the full Board and request the administration to discuss the question with the legislative leadership and the Governor. On motion made by Chair Morone and seconded by Trustee Pilot, the committee unanimously voted by roll call to approve the following motion:

*VOTED, the Executive Committee hereby supports the presentation to the full Board of Trustees the Administrative Board's proposed changes to the USNH governance structure as set forth in the materials distributed with the agenda for this meeting, and FURTHERMORE directs the USNH administration to discuss with the legislative leadership and the Governor the question of whether the changes should be accomplished legislatively and to report the results of those discussions when the proposal is presented to the Board.*

**Governance Committee's Proposal for Bylaw Amendment re: Committee Meeting Quorum:** Trustee Ardinger, on behalf of the Governance Committee, presented a proposal to amend the provision of the Board's Bylaws establishing a quorum requirement for committee meetings. The proposal is intended to ensure the Executive Committee can achieve the quorum of member at the physical location of a meeting as required by law. After substantial discussion the committee agreed further consideration is needed. The matter may be revisited at a future meeting.

**Nonpublic Session:** At 5:25 pm, on motion made by Chair Morone and seconded by Vice Chair Burnett, the Executive Committee unanimously voted by roll call to go into nonpublic session for the reasons stated:

***VOTED**, that the Executive Committee go into nonpublic session for the purposes of discussing (1) collective bargaining strategy or negotiations (2) personnel matters including the performance and compensation of one or more public employees and, (3) consultation with legal counsel as authorized by RSA 91-A:2,1 (a) and (b) and 91-A:3, II (a) and (b).*

**Return to Public Session:** At 6:00 pm, on motion made by Trustee Black and seconded by Trustee Eastwood, the Executive Committee unanimously voted by roll call to return to public session. Chair Morone announced the committee took the following three votes while in non-public session:

**Motion to Approve the Tentative Agreement between KSC and the KSCEA:** On motion made by Chair Morone and seconded by Trustee Ardinger, the committee unanimously voted by roll call to approve the following motion:

***VOTED**, on recommendation of President Treadwell, that the Executive Committee, pursuant to its authority to act on behalf of the Board of Trustees, hereby approves and ratifies the proposed collective bargaining agreement with the Keene State College Education Association (KSCEA), and **FURTHER**, hereby authorizes President Treadwell to execute the July 1, 2020 – June 30, 2025, collective bargaining agreement on behalf of the Board of Trustees.*

**Motion to go into Executive Nonpublic Session:** On motion made by Chair Morone and seconded by Trustee Ardinger, the committee unanimously voted by roll call to approve the following motion:

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

**Motion to approve CEO and CAO Compensation Recommendations:** On motion made by Chair Morone and seconded by Trustee Rutman, the committee unanimously voted by roll call to approve the following motion:

***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 CAO and 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 **FUTHERMORE**, the Executive Committee, upon recommendation of the Executive Compensation and*

*Performance Review Committee, agrees that each CEO and CAO will receive a 1.5% base salary increase, in alignment with what they are providing to all their non-union employees. In addition, President Dean will receive an additional 2.5% increase to his base salary in recognition of the additional system-wide responsibilities he has taken on such as the GSC merger and USNH Online; and **FURTHERMORE**, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agree each CEO and CAO has achieved 110% of their Pay-at-Risk target for fiscal year 2021 (given their outstanding performance in an especially challenging year), and hereby approves the distribution of these increases and awards in January or a time amenable to each based on their campus specific situations.*

**Adjourn:** At 6:03 pm, Chair Morone called for further business and, hearing none, adjourned the meeting.