



**BOARD OF TRUSTEES
Business Meeting**

**KSC Student Center
Keene, New Hampshire
(In-person and via Zoom)**

**Meeting Minutes
(March 3, 2022)**

In Attendance: Trustees: Chair Joe Morone, Vice Chair Jamie Burnett, Secretary Kassandra Ardinger, Amy Begg (online), Don Birx, Todd Black, Jose Calvo, Jim Dean, Jackie Eastwood, Frank Edelblut, Jim Gray, Cathy Green, George Hansel, Shawn Jasper, Rick Ladd, Alana Lehouillier, Mackenzie Murphy, Mike Pilot, Morgan Rutman (online), Gregg Tewksbury, Melinda Treadwell, Alex Walker, and David Westover.

Guests: Jonathan Melanson, Governor's Liaison to the Board

Call to Order: At 9:00 am, Chair Morone called the morning session to order and noted the presence of a quorum sufficient for the conduct of business.

Approval of Administrative Board's Recommendation on Governance and Leadership: On motion made by Trustee Green and seconded by Chair Morone, the Board voted by roll call vote to approve the Administrative Board's recommendation (UNH President Jim Dean abstained).

***VOTED**, on recommendation of the Administrative Board, the Board of Trustees hereby approves the proposed governance and leadership structure and processes outlined in the memorandum dated February 11, 2022, as presented with the agenda materials for this meeting, provided the person appointed to the Interim Chancellor position shall have one and only one vote in all matters coming before the Board of Trustees, and **FURTHERMORE**, this action shall be reviewed by the Board at least annually and terminated or amended as the Board determines desirable.*

Nonpublic Session: At 10:00 am, on motion made by Chair Morone and seconded by Trustee Burnett, the Board of Trustees voted unanimously by roll call to go into nonpublic session for the purposes of discussing matters involving collective bargaining, the appointment of a public employee, and the compensation of a public employee:

***VOTED**, that the Board of Trustees go into nonpublic session for the purposes of discussing matters likely to affect collective bargaining strategy or negotiations and the appointment and compensation of a public employee as authorized by RSA 91-A:2, I (a) and 3, II (a) and (b).*

Executive Nonpublic Session: At 10:15 am, on motion made by Chair Morone and seconded by Trustee Burnett, the Board of Trustees voted unanimously by roll call to go into executive nonpublic session:

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

Public Session: at 10:40 am, on motion made and duly seconded, the Board of Trustees voted to return to public session. After returning to public session, Chair Morone announced that while in nonpublic session the Board, on motion made by Trustee Green and seconded by Trustee Begg, voted unanimously by roll call to approve the proposed collective bargaining agreement with the PSU AAUP union representing the tenured and tenure-track professors at PSU:

***VOTED**, on recommendation of President Birx, that the Board hereby approves and ratifies the proposed collective bargaining agreement with the PSU American Association of University Professors (AAUP), and **FURTHER**, hereby authorizes President Birx to execute the collective bargaining agreement effective immediately through June 30, 2025.*

Motion to Seal Minutes of Executive Nonpublic Session: On motion made by Chair Morone and seconded by Trustee Green, the Board of Trustees voted unanimously by roll call to seal the minutes of the executive nonpublic session, as authorized by RSA 91-A:3, III:

***VOTED**, the Board of Trustees hereby seals the minutes of the preceding executive nonpublic session until such time as the negotiations are completed and an agreement is publicly announced, at which time the minutes will be automatically unsealed.*

Adjournment: At 10:45 am, Chair Morone adjourned the Board of Trustees until the following day, Friday, March 4, at 8:00 am. The Board's committees are scheduled to meet in the interim.

Editorial Note: The conditions for unsealing the minutes having obtained, the following vote was approved by the Board in the executive nonpublic session noted above:

***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 Board hereby determines (1) keeping USNH CEO 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 Board, upon recommendation of the Executive Compensation and Performance Review Committee, agree that UNH President James Dean will receive additional compensation at the rate of \$55,000 per year in recognition of the additional responsibilities he is taking on while serving as "Interim Chancellor."*



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Guests: Jonathan Melanson, Governor's Liaison to the Board

Call to Order: At 8:00 am, Chair Morone called the morning session to order and noted the presence of a quorum sufficient for the conduct of business.

Approval of Minutes: On motion made by Chair Morone and seconded by Trustee Black, the Board voted unanimously by roll call to approve the minutes of the meetings of October 21-22, 2021, as presented:

***VOTED**, that the Board of Trustees approve the minutes of the meetings held on October 21-22, 2021, be approved as presented.*

Educational Excellence Committee: Trustee Eastwood delivered the report of the Educational Excellence Committee meeting of March 3, and made the following motion, which was seconded by Trustee Green and approved unanimously:

***VOTED**, on recommendation of President Dean and the Educational Excellence Committee, that the Board of Trustees approve the appointment of one individual with the rank professor with tenure at the University of New Hampshire, as presented in the materials attached to the Educational Excellence Committee materials.*

Financial Affairs Committee: Trustee Pilot delivered the report of the Financial Affairs Committee meeting of March 3, and made the following motion, which was seconded by Trustee Black and approved unanimously by roll call vote:

***VOTED**, on recommendation of the Financial Affairs Committee, that the six-year capital projects plan for FY24-FY29 as described in the attached document be approved, and **FURTHER**, that the Chief Administrative Officer is authorized prepare the final document for submission to the State on April 5, 2022.*

Governance Committee: Trustee Ardinger delivered the report of the Governance Committee's meeting, with emphasis on the committee's work to develop further diversity on the Board and the substantial and constructive discussion of board's fiduciary duty and the management of the dual interests of individual trustees.

Audit Committee: Trustee Black delivered the report of the Audit Committee's meeting, noting the appointment of CliftonLarsonAllen as external auditors for the FY2022 audit of the USNH financial statements and federal awards under the Uniform Guidance. The committee also reviewed the CY2021 Annual Report from the Director of Internal Audit and approved the CY2022 Audit Plan.

Investments and Capital Planning Committee: CAO Cathy Provencher, on behalf of Trustee Rutman, delivered the report of the Investments and Capital Planning Committee, describing the update provided by the outsourced chief investment officer, Prime Buchholz, and noting the approval of a capital project and the proposed capital appropriation request to the state for FY2024-2029.

Nomination Committee: Trustee Black delivered the report of the Nomination Committee. After discussions with nearly every Trustee including the Presidents, the Committee is anticipating this year's slate of nominees to Board Officer positions will include Trustee Walker as nominee for the position of Board Chair. Although pursuant to the Board's Bylaws the election will be held at the Annual Meeting in June, the Nomination Committee recommends the current Board Officers begin working with Trustee Walker to ensure a smooth transition in the event he is elected.

Updates – President and CAO: Presidents Dean and Birx and CAO Provencher updated the Board of Trustees on developments of significance within their organizations, emphasizing the management of COVID-related disruptions and their plans for adjusting protocols in light of evolving public health guidance from the CDC and NH DHHS.

KSC Strategic Plan Report: President Treadwell delivered a substantial report on the state of KSC and the updating of the College's strategic plan, focusing on the areas of student enrollment and engagement, collaboration with other academic institutions and the City of Keene, and academic planning. President Treadwell's presentation included videos of several students describing their reasons for choosing KSC and their experiences while at the College.

Facilities, Space Planning, and Benchmarking: Consultants from the firm of DumontJanks, now at the very beginning of their engagement with USNH, described their general approach to, and philosophy of, master planning at academic institutions of higher education. A consultant from Sightlines described the results of their most recent update to the USNH inventory of facilities, a copy of which was distributed with the agenda for this meeting.

Adjournment: At 11:50 am, Chair Morone thanked President Treadwell and her team for their gracious hospitality throughout the Board and committee meetings and, there being no further business to come before the Board, adjourned the meeting.

(NB: The next regularly scheduled Board and committee meetings will be Thursday, April 21, 2022, hosted by Granite State College at the UNH Franklin Pierce School of Law in Concord, New Hampshire.)