

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

Meeting Minutes

Student Union Building
Room 307
Keene, New Hampshire

(March 3, 2022)

Members in Attendance:

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

Call to Order: At 12:50 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 listed above the following trustees attended the meeting: Jim Dean, Jose Calvo, Gregg Tewksbury, Jim Gray, Rick Ladd, Jackie Eastwood, and Shawn Jasper. Also present was staff member Ron Rodgers.

Chair Ardinger reviewed the meeting agenda, issues presented for consideration, and desired outcomes.

Approval of Meeting Minutes: On motion made by Trustee Green and seconded by Trustee Westover, the committee approved the minutes of the meetings of October 22 and December 8, 2021.

VOTED, the Governance Committee hereby approves the minutes for the meetings of October 22, 2021 and December 8, 2021, as presented with the agenda materials for this meeting.

Student and Alumni Trustee Elections: Ron Rodgers reported that the elections for next year's student trustees at KSC and UNH and next year's alumni trustee at UNH are on schedule to elect new trustees to fill the seats being vacated on June 30.

Diversity on the Board of Trustees: The committee discussed the desire for further diversity on the USNH Board of Trustees, which is a standing item on the committee's meeting agenda. The committee also discussed the efforts made this year to recruit more diverse candidates and the possible causes for the difficulty encountered. Finally, the committee discussed ways to better understand the root causes and what might be done to address them. Chair Ardinger committed to maintaining the issue on the meeting agendas and continuing to working on solutions.

Fiduciary Duties of the Board and Trustees: The committee had a full, wide-ranging, respectful, and constructive discussion on the management of dual interests, including the nature of the problem and potential solutions. Chair Ardinger committed to continuing the committee's exploration of the issue, even into the next governance year, if necessary. In the meantime, the issue will be back on the committee's

April meeting agenda for further consideration along with additional proposals, including certain refinements suggested by today's very helpful discussion of the issue.

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 2:40 pm.

[Note: The committee's next regularly scheduled meeting will be on Thursday, April 21, 2022, hosted by GSC.]

-- End of Minutes of the Meeting of March 3, 2022 --