

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

Meeting Minutes

Memorial Union Building
Room 330
Durham, New Hampshire

(June 23, 2022)

Members in Attendance:

- Kass Ardinger, Chair
- Cathy Green, Vice Chair
- Christiana Thornton
- Jamie Burnett (participated online)
- David Westover (participated online)

Call to Order: At 12:18 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 in-person: Trustees Jim Dean, Jim Gray, Rick Ladd, and Alana Lehouillier. Also present were KSC Provost James Beeby and 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 Chair Ardinger and seconded by Trustee Green, the committee approved the minutes of the meetings of March 3, 2022.

***VOTED,** the Governance Committee hereby approves the minutes for the meeting of March 3, 2022, as presented with the agenda materials for this meeting.*

Annual Board of Trustees Self-Assessment Surveys: Chair Ardinger led the committee through a review of the report of this year's self-assessment surveys, focusing on the responses that identify areas for improvement. One area noted is the relative infrequency to which trustees, on average, take advantage of opportunities outside of meetings to participate in campus events, especially those involving students and student interaction. The committee also discussed the uneven participation rates among the various groups of trustees and ways in which greater participation could be encouraged.

Fiduciary Duties of the Board and Trustees: The committee continued the extensive discussions had at its three previous meetings by considering drafts of amendments to two Board policies and the annual disclosure form. After substantial discussion of each proposed amendment, on motion by Trustee Green and seconded by Chair Ardinger, the committee voted unanimously to approve and recommend to the full Board an amendment to the policy on expectations of members of the Board of Trustees.

VOTED, the Governance Committee approves and recommends to the Board of Trustees for adoption the proposed amendments to the Board Policy on Expectations of Member of the Board of Trustees (BOT I.D) as presented in the materials for, and amended at, this meeting.

On motion made by Cathy Green and seconded by Christiana Thornton, the committee voted unanimously to approve and recommend to the full Board an amendment to the policy on conflicts of interest.

VOTED, the Governance Committee approves and recommends to the Board of Trustees for adoption the proposed amendments to the Board Policy on Conflicts of Interest (BOT III.I) as presented in the materials for, and amended at, this meeting.

On motion made by Cathy Green and seconded by Christiana Thornton, the committee voted unanimously to approve and recommend to the full Board an amendment to the annual disclosure form for conflicts of interest.

VOTED, the Governance Committee approves and recommends to the Board of Trustees for adoption the proposed amendments to the annual disclosure form for conflicts of interest as presented in the materials for, and amended at, this meeting.

Planning for GY2023 Training Programs: The committee briefly reviewed the draft slides on fiduciary duty and dual interests excerpted from the training deck used in new trustee orientation programs, committee chair training programs, and the newly developed annual fiduciary duty and conflict of interest refresher presentation to the full Board of Trustees. The committee's suggestions will be incorporated into the draft slides, which will be further developed in preparation for next year's training programs.

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 work on solutions.

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.

Annual Review of Committee Charter: The committee reviewed the committee charter and concluded it remains complete and accurate. No amendments were suggested.

Review of GY2022 Work Plan and Annual Workflow Calendar: The committee reviewed the work plan and annual workflow calendar, noting the addition to the calendar of a refresher presentation on fiduciary duty and conflict of interest to be presented annually at a full Board meeting.

Annual Assessment of Committee Performance: The committee briefly reviewed the work it accomplished this year and concluded it met its goals including entertaining a successful discussion of the nature of fiduciary duties and developing amendments to the Board's policies to capture the results of those discussions.

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 1:48 pm.

-- End of Minutes of the Meeting of June 23, 2022 --