



## BOARD OF TRUSTEES STRATEGIC PLANNING RETREAT

Meeting Held at UNH-Manchester  
88 Commercial Street, Manchester, NH  
(September 16, 2022)

### Meeting Minutes

**In Attendance:** Trustees present at meeting location: Chair Alex Walker, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Donald Birx, Jamie Burnett, Zachary Christie, James Dean, Jackie Eastwood, Frank Edelblut, James Gray, Cathy Green, Shawn Jasper, Rick Ladd, Christian Mehreb, Mackenzie Murphy, Joel Nkounkou, Peter Paul, Mike Pilot, Morgan Rutman, Gregg Tewksbury, Christiana Thornton, Melinda Treadwell, and David Westover. Trustees participating by videoconference: Amy Begg and Kevin Knarr.

**Call to Order:** At 8:32 am, Chair Walker called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

**Chair's Remarks:** Chair Walker welcomed the new trustees and noted the importance of the discussions on the agenda.

**Building Teamwork/Community Among Board Members:** Interim Chancellor Dean led the Board in small group discussions. The discussions encompassed the purpose of the system and the trustees' personal experiences with higher education, motivation for service on the Board, and goals as trustees. Trustees shared out summaries of their group discussions, which highlighted the transformative potential of public higher education.

**Update on Strategic Task Force:** The Board previously charged the Presidents' Council to convene a strategic task force to examine the system's response to its long-term needs and challenges. Chief Administrative Officer Cathy Provencher and Keene State College President Melinda Treadwell updated the Committee on the Task Force's progress to date. Topics covered included the current financial forecasting models, preliminary findings on overlaps in each institution's academic offerings, and the ongoing survey of facilities usage. Trustees asked questions and discussed the assumptions underlying the budget models and academic program work. Trustees also emphasized the need for the task force's work to focus on the student experience. The Board will receive further updates on the task force at upcoming meetings.

**USNH's Role in New Hampshire/Government Relations Plan:** CAO Provencher and Executive Director for Government Relations Tom Cronin presented on a planned campaign to raise awareness of the work of the system and the value of public higher education. Trustees asked questions and provided comments regarding the scope, goals, and timeline of the campaign. Cronin and CAO

Provencher then reviewed the system's upcoming state funding request as previously vetted by the Presidents' Council.

**Governance/Consensus on Strategic Directions for 2022-23:** Former Trustee Bill Ardinger presented to the Board on the history of the system's governance structure and the various allocations of authority under which the system has operated at different times. The presentation noted that the structure of the system and its authorizing charter empowers and requires the Board to periodically consider how to order the governance of the system. Board members asked questions and engaged in a candid, wide-ranging discussion of more than two hours regarding the role of the Board, Interim Chancellor, Presidents' Council, and institutional Presidents for the coming governance year. The discussions led to a consensus reaffirming the Board's March 4, 2022 resolution that the chief institutional officers, through the Presidents' Council, should assume greater responsibility for the management of the system as a whole, with the Board providing strategic oversight and advice. The Board also accepted the Presidents' Council's recommendation that each institution be given time to present on relevant issues at each Board meeting.

**Adjourn:** At 3:35 pm, Chair Walker called for further business and, hearing none, adjourned the meeting.



**BOARD OF TRUSTEES  
Business Meeting**

**Memorial Union Building  
Strafford Room  
University of New Hampshire  
Durham, New Hampshire**

**(In-person and via Zoom)**

**Meeting Minutes  
(June 23, 2022)**

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

**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.

**Motion to Amend the Board's Bylaws Article II, re: Leaves of Absence:** On motion made by Chair Morone and seconded by Trustee Eastwood, the Board voted unanimously by roll call vote to amend the Board's Bylaws as proposed (24 votes in favor, none opposed – motion passed with more than the minimum 14 affirmative votes required to amend the Board's Bylaws).

***VOTED,** on recommendation of the Board Officers, the Board of Trustees hereby amends its Bylaws Article II by adding a new Section 3, authorizing, on the request of a Board Member, the grant of a leave of absence, as detailed in the materials distributed with the agenda for this meeting.*

**Motion to Approve Leave of Absence for Trustee George Hansel:** On motion made by Chair Morone and seconded by Trustee Eastwood, the Board voted unanimously by roll call vote to approve a leave of absence as requested by Trustee George Hansel.

***VOTED,** on recommendation of the Board Officers, the Board of Trustees, acting pursuant to Bylaws Article II, Section 3, hereby approves Trustee George Hansel's request for a leave of absence effective immediately through December 22, 2022.*

**Adjournment:** At 9:15 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.



**BOARD OF TRUSTEES  
Business Meeting**

**Memorial Union Building  
Strafford Room  
University of New Hampshire  
Durham, New Hampshire**

**(In-person and via Zoom)**

**Meeting Minutes**  
*(June 24, 2022)*

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

**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 Trustee Edelblut and seconded by Trustee Walker, the Board voted unanimously by roll call to approve the minutes of the meetings of March 3-4, 2022, as presented:

***VOTED,** that the Board of Trustees approve the minutes of the meetings held on March 3-4, 2022, be approved as presented.*

**Presentation on Research at the University of New Hampshire:** President Dean, Provost Jones, and Senior Vice Provost Marian McCord were joined by UNH faculty, research scientists, and students in a multi-media presentation of the research program at UNH, including in-depth looks at several of the leading projects. Members of the Board of Trustees asked questions, expressed appreciation for the variety and depth of the projects, and discussed the importance of publicly touting the quality of work being done at UNH. Chair Morone thanked President Dean and all involved for an interesting and informative presentation.

**Educational Excellence Committee:** Trustee Eastwood delivered the report of the Educational Excellence Committee meeting of June 23, and made the following motion, which was seconded by Trustee Green and approved unanimously by the Board in a roll call vote:

***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 supporting materials.*

Trustee Eastwood also made the following motion, which was seconded by Trustee Green and approved unanimously by the Board in a roll call vote:

***VOTED**, on recommendation of President Birx and the Educational Excellence Committee, that the Board of Trustees approve the appointment of one individual with the rank of professor with tenure at Plymouth State University, as presented in the supporting material.*

**Audit Committee:** Trustee Walker delivered the report of the Audit Committee's meeting of June 23, describing both the committee's acceptance of the FY2021 Uniform Guidance single audit report on USNH federal expenditures and the approval of the annual report on the USNH enterprise risk management program.

**Governance Committee:** Trustee Ardinger delivered the report of the Governance Committee's meeting of June 23, with particular emphasis on the results of the annual self-assessment surveys. The Committee also approved three recommendations related to the trustees' fiduciary duty and the management of dual interests, which will be presented to the Board for final approval at its next business meeting.

**Investments and Capital Planning Committee:** Trustee Rutman delivered the report of the Investments and Capital Planning Committee's meeting of June 23, including the revision of the USNH endowment portfolio asset allocation, as well as approval of the proposed utility distribution capital project at UNH.

**Financial Affairs Committee:** Trustee Pilot delivered the report of the Financial Affairs Committee meeting of June 23, and moved approval of the following three action items in a single motion, which was seconded by Trustee Black and approved unanimously by roll call vote:

***VOTED**, on recommendation of the Financial Affairs Committee, that the Board of Trustees, approve operating budgets and capital budgets, excluding strategic investments, for University System applicable to the fiscal year beginning July 1, 2022 and ending June 30, 2023 (FY23) as presented in the attachments; **AND FURTHER** requires campuses and the system office to reduce FY23 expenditure budgets in the event FY23 projected operating revenues are less than the approved budget; campus revenue updates to be provided to the Financial Affairs Committee of the Board of Trustees in October 2022 and full projections, as historically provided, in January 2023 (P1) and April 2023 (P2), **AND FURTHER** authorizes funding for COVID testing costs deemed necessary by the Presidents between July 1, 2022 and June 30, 2023.*

***VOTED**, on recommendation of both the Financial Affairs Committee and the Investment and Capital Planning Committee, that the Board of Trustees, convene a task force led by the Interim Chancellor and supported by the Presidents of PSU and KSC and USNH CAO with the purpose of addressing the following: (1) Identify the magnitude of the challenge over the next 10 years, (2) Identify how USNH can leverage each institution's strengths to have more focus and coordination as a system, (3) Recommend the vision and plan to achieve a systemwide shared academic and shared student experience, (4) Identify the systemwide infrastructure needed to support the*

*recommendations of the task force, i.e., what investments are needed and what assets and infrastructure should be divested?, (5) Identify how additional State dollars can best support the overall strategic vision/plan, and (6) Identify opportunities and recommendations for the broader public higher education system in NH.*

***VOTED***, on recommendation of the Financial Affairs Committee and the Investment and Capital Projects Committee that the Board of Trustees, approve the following strategic investments for University System applicable to the fiscal year beginning July 1, 2022 and ending June 30, 2023 (FY23):

*Strategic Investments Requested in FY23 Budget (Systemwide Infrastructure/UNH Requests Only):*

*The FY23 Budget includes \$9.1 million of select Strategic Investments (Operating Expenses) for initiatives that were already started in FY22 and will continue into FY23 and \$3M of capital expenditures for ERP, as well as a new request for UNH.*

*Systemwide Infrastructure – Continuing:*

- *ERP - Total FY23 Budget requested of \$6.6 million; \$3.5 million of operating expenses and \$3M capital*
- *Online \$2.8M operating expenses*

*UNH Request – Continuing:*

- *GSC/UNH Merger \$1.8M operating expenses*

*UNH New Request (Request for Partial Use of FY22 O/M in excess of 1%):*

- *Research, Engagement, Outreach \$1M operating expenses*

**Nomination Committee:** Trustee Black delivered the report of the Nomination Committee, which was distributed to all Board members on June 1, and made the following motion, which was seconded by Chair Morone and approved unanimously by roll call vote.

***VOTED***, the Board of Trustees hereby elects the slate of nominees for Board Officers and Nomination Committee members as recommended by the Nominations Committee in its report dated June 1, 2022.

## **NONPUBLIC SESSION**

At 10:45 am, on motion made by Chair Morone and seconded by Trustee Green, the Board voted unanimously by roll call to go into nonpublic session for the stated purpose.

***VOTED***, that the Board of Trustees go into nonpublic session for the purpose of discussing matters relating to strategy or negotiations with respect to collective bargaining as authorized by RSA 91-A:2, I(a).

## RETURN TO PUBLIC SESSION

At 11:25 am, the Board returned to public session and Chair Morone announced the following votes were taken in nonpublic session.

**Ratification of CBA with KSC Staff Unions:** On motion made by Chair Morone and seconded by Trustee Westover, the Board voted unanimously by roll call to ratify the collective bargaining agreement with the three KSC staff unions.

***VOTED**, on recommendation of the President of Keene State College, that the Board of Trustees ratify the tentative agreement between the Keene State College Staff Association, Administrative Staff Association, Directors and Supervisors Association and the Board of Trustees of the University System of NH/Keene State College as described in the attached document, **AND FURTHER**, hereby authorizes the President of Keene State College to sign and execute the three 2022-2025 collective bargaining agreements on behalf of the Board of Trustees*

**Acceptance of Factfinder's Report on AAUP-UNH Negotiations:** On motion made by Trustee Eastwood and seconded by Trustee Black, the Board voted by roll call vote to accept the factfinder's report on the AAUP-UNH negotiations. The vote was 20 in favor of the motion, 3 opposed (Trustees Birx, Jasper, and Ladd) and 1 abstained (Trustee Treadwell).

***VOTED**, on recommendation of UNH President Jim Dean, the Board of Trustees hereby accepts the factfinder's report regarding the UNH and AAUP-UNH negotiations, dated May 2, 2022.*

**Recognition of Service to the Board and USNH:** Chair Morone delivered statements of recognition and appreciation for the dedicated service given to the Board and USNH by departing Trustees Todd Black, Jose Calvo, and Alana Lehouillier and retiring General Counsel Ron Rodgers. Vice Chair Burnett recognized outgoing Board Chair Joe Morone for his ten years of service on the Board in a variety of positions including as Board Chair for the last three years. All members of the Board expressed their gratitude with enthusiastic and extended applause.

**Adjournment:** At 12:15 pm, Chair Morone thanked President Dean and his 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.