



## BOARD OF TRUSTEES EXECUTIVE COMMITTEE

Meeting Held at USNH System Office  
5 Chenell Dr., Suite 301, Concord, NH  
(December 15, 2022)

### Meeting Minutes

**In Attendance:** Executive Committee members present at meeting location (USNH System Office, 5 Chenell Dr., Concord, NH 03301): Chair Alex Walker, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Cathy Green, Mike Pilot, and Gregg Tewksbury. Executive Committee members participating by videoconference: Jackie Eastwood and Morgan Rutman. Other Trustees present at meeting location: Don Birx, Jim Dean, Shawn Jasper, and Melinda Treadwell. Other Trustees participating by videoconference: Zack Christie, James Gray, Mackenzie Murphy, Peter Paul, Christiana Thornton, and David Westover.

**Call to Order:** At 4:01 pm, Chair Walker 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 made by Trustee Ardinger and seconded by Trustee Tewksbury, the Committee unanimously approved the minutes of the Executive Committee meeting of August 18, 2022, as follows:

*VOTED, that the Executive Committee approves the minutes of the Executive Committee meeting of August 18, 2022, as presented in the materials of the agenda for this meeting.*

**Updates from Campus Presidents:** UNH President Dean updated the committee on the decision by UNH Law to withdraw from the US News rankings and the approval process for registered student organizations. PSU President Birx updated the committee on the positive return to normal operations on campus. KSC President Treadwell updated the committee on the upcoming NECHE review, KSC's partnership with local community colleges and community partners on nursing program opportunities, and the recent national ranking of the men's basketball team.

**Update from Chief Administrative Officer:** CAO Provencher reported on scheduled meetings with the Governor and incoming legislators, and Moody's recent upgrading of the System's financial outlook. Chair Walker noted with appreciation the recent opinion piece by the BIA President regarding the need for additional state funding.

**FY22 Budget Amendment:** Committee discussion of this item stressed the need for hiring discipline in the wake of the recent early retirement program; the committee received assurances that added positions were chosen with an expectation that they would generate revenue. On motion made by

Trustee Pilot and seconded by Trustee Burnett, the Committee unanimously approved a revised budget for UNH as follows:

***VOTED**, that the Executive Committee, on recommendation of the UNH President, approves a revised operating budget for the University of New Hampshire applicable to the fiscal year beginning July 1, 2022 and ending June 30, 2023 as presented in the materials for item VI.A. of the agenda for this meeting.*

**Adoption of Resolution Declaring Intent Reimburse Project Costs for Huddleston Hall Project from Bond Proceeds:** On motion made by Chair Walker and seconded by Trustee Tewksbury, the Committee unanimously voted by roll call to approve a resolution authorizing the University System to use bond proceeds to reimburse eligible expenses related to the previously approved Huddleston Hall renovation project as follows:

***VOTED**, that on recommendation of the Chief Administrative Officer and Vice Chancellor for Financial Affairs and Treasurer, that the resolution entitled 'RESOLUTION OF THE EXECUTIVE COMMITTEE ACTING ON BEHALF OF THE BOARD OF TRUSTEES OF THE UNIVERSITY SYSTEM OF NEW HAMPSHIRE REGARDING ITS INTENTION TO REIMBURSE PROJECT COSTS FROM THE PROCEEDS OF TAX-EXEMPT BONDS', as presented in the materials for item VII.B of the agenda for this meeting, is passed and adopted.*

**Revisions to BOT Policy on Capital Planning:** Following discussion regarding the need for discussion of capital planning issues before the full Board, on motion made by Trustee Pilot and seconded by Trustee Green, the Committee unanimously voted by roll call to approve revisions to BOT Policy BOT.VI.A (Capital Planning and Budgeting) as presented in the materials for item VI.C. of the agenda for this meeting as follows:

***VOTED**, on recommendation of the Presidents' Council, that BOT Policy VI.A on capital planning and budgeting be revised as proposed in the materials for this meeting.*

**Nonpublic Session:** At 4:38 pm, on motion made by Secretary Ardinger and seconded by Trustee Tewksbury, the Executive Committee unanimously voted by roll call to go into nonpublic session for the following stated reason:

***VOTED**, pursuant to RSA 91-A:3(II)(c) and (d), that the Executive Committee enter nonpublic session to consider a matter involving the acquisition of personal property which, if discussed in public, would likely adversely affect the reputation of a person or entity other than the members of the Executive Committee, and to permit discussion of confidential commercial information.*

**Executive Nonpublic Session:** At 5:22 pm, upon motion duly made and seconded, the Committee unanimously voted by roll call to enter executive nonpublic session pursuant to USNH bylaws to discuss agenda item IX.A. The CAO and CEOs were then excused from the meeting.

**Return to Public Session:** At 6:02 pm, on motion made duly made and seconded, the Committee unanimously voted to return to public session.

**Sealing of Minutes of Nonpublic Session:** On motion made by Trustee Tewksbury and seconded by Trustee Ardinger (with a 2/3 majority required to approve), the Committee unanimously voted by roll call to approve the following motion:

***VOTED**, pursuant to RSA 91-A:3(III), that the minutes of the nonpublic session be sealed because disclosure would affect adversely the reputation of a person other than a member of the Committee or render the nonpublic session ineffective; and*

***FURTHER**, that disclosure of an action taken in nonpublic session be withheld until such time as the CAO determines that disclosure would not render the action ineffective.*

**Approval of CEO and CAO Compensation Recommendations:** In nonpublic session, on motion made by Trustee Pilot and seconded by Trustee Burnett, the Committee unanimously voted by roll call to approve compensation adjustments for the system CAO and CEOs as follows:

***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*

***FUTHER**, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agrees that each CEO and CAO will receive a 4% base salary increase; and*

***FURTHER**, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agree each CEO has achieved 100% of their Pay-at-Risk target and the CAO has achieved 110% of her Pay-at-Risk target for fiscal year 2022, 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 6:09 pm, Chair Walker called for further business and, hearing none, adjourned the meeting.