



BOARD OF TRUSTEES JANUARY 19-20, 2023 REGULAR MEETING

Meeting Held at University of New Hampshire
Memorial Union Building, Stafford Room, Durham, NH

Meeting Minutes

(DRAFT for review and approval)

In Attendance 1/19: Trustees present at meeting location: Chair Alex Walker, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Amy Begg, Donald Birx, Zachary Christie, James Dean, Jackie Eastwood, Frank Edelblut, Cathy Green, Shawn Jasper, Kevin Knarr, Christian Merheb, Joel Nkounkou, Peter Paul, Mike Pilot, Gregg Tewksbury (second session), Christiana Thornton, Melinda Treadwell, and David Westover. Trustees participating by videoconference: James Gray, George Hansel, and Morgan Rutman. Others participating in the meeting: Governor's Office representative Deanna Jurius.

Call to Order: At 9:01 am on January 19, 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 new Governor's Office representative Deanna Jurius and introduced PSU President Donald Birx.

Presidential Presentation, Plymouth State University: PSU President Birx and Provost Nate Bowditch presented on PSU's cluster model, which focuses on experiential, challenge-based learning. The presentation emphasized the connection the model enables with the local and state communities. PSU Professor Anil Waghe described the new Forensic Science cluster. PSU Professor Chantal Forgues and PSU students Grace Burns and Joe Mitchell reported on an ongoing interdisciplinary project to assist in the relaunch of a North Country paper mill by identifying potential revenue-generating uses for currently fallow land adjacent to the mill. Trustees expressed excitement in the model and projects.

Recess Session 1: At 9:52 am, Chair Walker recessed the Board until 4:45 pm, after the conclusion of the day's committee meetings.

Return to Order Session 2: At 4:45 pm, Chair Walker called the meeting back to order and noted the continued presence of a quorum.

Presidential Presentation, Keene State College: KSC President Melinda Treadwell presented on the campus's strategic planning process and accountability targets. The plan focuses on financial health, student success, employee success, and equity and inclusion. Measures intended to improve metrics in these areas are underway and the campus is tracking process continuously using software developed

by the campus. Trustees thanked the campus for its commitment to accountability and praised the campus's achievement of reaching its fall enrollment target.

Recess Session 2: At 5:21 pm, Chair Walker recessed the Board until 8:00 am, Friday, January 20, 2023 at the same location.

Return to Order Session 3, 1/20: At 8:00 am on January 20, Chair Walker called the meeting back to order and noted the presence of a quorum sufficient to do business. Trustees present at meeting location: Chair Alex Walker, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Amy Begg, Donald Birx, Zachary Christie, James Dean, Jackie Eastwood, Frank Edelblut, Cathy Green, Shawn Jasper, Kevin Knarr, Christian Merheb, Peter Paul, Mike Pilot, Gregg Tewksbury, Christiana Thornton, Melinda Treadwell, and David Westover. Trustees participating by videoconference: James Gray, George Hansel, Joel Nkounkou, and Morgan Rutman. Others participating in the meeting: Governor's Office representative Deanna Jurius.

Presidential Presentation, University of New Hampshire: UNH President Jim Dean and Provost Wayne Jones presented on UNH's relationship with the state's business community and how UNH prepares students to enter the workforce. The presentation touched on partnerships with businesses and expansion to UNH's office of Career and Professional Success. Professor Marcy Doyle and recent UNH Nursing graduate Alison Breault presented on UNH's Advanced Nursing Education Workforce program. Paul College Dean Lucy Gilson presented on partnerships with data analytics companies in New Hampshire and nationwide. Representatives from Greensource Fabrication presented on its relationship with UNH and how UNH graduates contribute to its unique green chip fabrication processes. UNH Senior Vice Provost Marion McCord presented on plans for potential expansion of UNH Innovation to allow for expanded industry partnerships.

Campus Public Safety Readiness: UNH Police Chief Paul Dean and KSC Director Campus Safety and Compliance Christopher Buckley presented to the Board on campus safety processes at USNH campuses. The presentation covered the all-threat, all-hands approach used by campus safety, emergency response planning, partnership with state and federal law enforcement resources, and the importance of preventative measures including student and employee behavioral wellness.

Consent Agenda: By motion made by Trustee Green and seconded by Trustee Eastwood, the Board unanimously voted by roll call to approve the consent agenda meeting as follows:

VOTED, that the Board of Trustees approves the minutes of its meeting held on October 20-21, 2022, as presented.

CAO Update: Chief Administrative Officer Cathy Provencher updated the board on recent meetings with state elected officials, including a recent productive meeting with the Governor. Interim Chancellor Dean reported on recent engagement with the BIA and expressed thanks for the BIA president's recent supportive op-ed.

ERP Update: CAO Provencher provided an update on the ERP procurement process.

Presidents' Reports: Chair Walker noted that reports from the campus presidents were available in the meeting materials.

Educational Excellence Committee Report and Related Board Action: Committee Chair Eastwood presented the report of the committee’s January 19, 2023 meeting. By motion made by Trustee Green and seconded by Trustee Burnett, the Board voted unanimously by roll call as follows:

VOTED, on recommendation of President Treadwell and the Educational Excellence Committee, that the Board of Trustees adopts the Keene State College’s revised Mission, Vision, and Values Statements, as presented in the materials attached to the Educational Excellence Committee agenda.

Audit Committee Report: Committee Chair Tewksbury presented the report of the committee’s January 19, 2023 meeting, which included an update on the 2023 audit plan and 2022 Uniform Guidance audit report, and receipt of the annual Title IX compliance report.

Governance Committee Report and Related Board Action: Committee Chair Ardinger presented the report of the committee’s January 19, 2023 meeting, which included discussions of potential amendments to the Board Bylaw governing the USSB and/or the statute governing the number of student trustees. The committee also stated its intent to begin a review of the current Interim Chancellor structure by January 2024. By motion made by Trustee Green and seconded by Trustee Burnett, the Board voted by roll call (Trustees Ardinger, Begg, Birx, Burnett, Christie, Dean, Eastwood, Edelblut, Gray, Green, Knarr, Merheb, Murphy, Nkounkou, Paul, Pilot, Rutman, Tewksbury, Thornton, Treadwell, Walker, and Westover in favor; Trustee Jasper opposed) to approve the committee’s recommended changes to Board policies and conflict of interest forms as follows:

VOTED, on the June 20, 2022 recommendation of the Governance Committee, that the Board approves and adopts:

1. The proposed amendments to the Board Policy on Expectations of Members of the Board of Trustees (BOT I.D) as presented in the materials for this meeting;
2. The proposed amendments to the Board Policy on Conflicts of Interest (BOT III.I) as presented in the materials for this meeting; and
3. The proposed amendments to the annual trustee disclosure form for conflicts of interest as presented in the materials for this meeting.

Investments Committee Report and Related Board Action: Committee Chair Rutman presented the report of the committee’s January 19, 2023 meeting, which included the expansion of services and extension of the system’s outsourced chief investment officer, reorganization of the system’s treasury function, and the proposed Hyde Hal renovation project. By motion made by Trustee Rutman and seconded by Trustee Eastwood, the Board voted unanimously by roll call as follows to approve the Hyde Hall Project at PSU:

VOTED, on recommendation of the Investment and Capital Planning Committee, that the Board of Trustees authorize that a \$30.5 million project budget be approved for PSU to proceed with work to complete the renovation of Hyde Hall [into] “The Hyde Hall

Innovation Center” **AND FURTHER**, that the source of funds be \$6.5 million in state funding, \$10 million in USNH strategic funding, \$4 million in gift funding, and \$10 million in PSU unrestricted funds.

Financial Affairs Committee Report and Related Board Actions: Committee Chair Pilot presented the report of the committee’s January 19, 2023 meeting and expressed support for the cooperation among the campus CFOs apparent during their presentation to the committee. The Board then took action on three items of committee business as described in the materials attached to the committee’s agenda:

Approval of Debt Issuance to Support UNH Hetzel Hall Renovation: By motion made by Trustee Ardinger and seconded by Trustee Burnett, the Board voted unanimously by roll call to approve the issuance of debt for the renovation of UNH Hetzel Hall as follows:

VOTED, on recommendation of the Financial Affairs Committee that the attached resolution to authorize the issuance of tax-exempt and taxable bonds and delegate authority to USNH officials for the renovation of UNH Hetzel Hall be approved.

Approval of Debt Restructuring Delegation Resolution: By motion made by Trustee Burnett and seconded by Trustee Pilot, the Board voted unanimously by roll call to approve the issuance of debt for the renovation of UNH Hetzel Hall as follows:

VOTED, on recommendation of the Financial Affairs Committee that the attached 5-year debt restructuring delegation resolution be approved by the Board of Trustees.

Authorization of Establishment of Honors College at UNH: By motion made by Trustee Burnett and seconded by Trustee Eastwood, the Board voted unanimously by roll call to authorize the establishment of an Honors College at UNH as follows:

VOTED, on recommendation of the Financial Affairs Committee, that the Board authorize UNH to implement its proposal for establishing an Honors College as described in the memorandum from President Dean dated January 5, 2023.

Nomination Committee Report: Committee Chair Green presented the report of the committee’s January 19, 2023 meeting.

Nonpublic Session: At 11:18 am, by motion made by Trustee Ardinger and seconded by Trustee Eastwood, the Board voted unanimously by roll call to enter nonpublic session as described below:

VOTED, that the Board of Trustees go into nonpublic session for the purposes of discussing matters which, if discussed in public, would likely affect adversely the reputation of any person, other than a member of the public body itself, as authorized by RSA 91-A:3, II (c).

Return to Public Session: At 11:18 am, following a motion duly made and seconded, the Board voted unanimously to return to public session.

Sealing of Nonpublic Session Minutes: By motion made by Trustee Pilot and seconded by Trustee Burnett, with a two-thirds majority required, the Board unanimously voted by roll call to seal the minutes of the nonpublic session as follows:

VOTED, that, pursuant to RSA 91-A:3.III, the minutes of the January 20, 2023 nonpublic session be sealed and disclosure of action taken therein be withheld until such time as Interim Chancellor Dean determines that disclosure would no longer render the proposed action ineffective.

Chair's Closing Remarks: Chair Walker thanked all of the UNH staff who made the meeting possible, especially in light of today's weather.

New Business: Trustee Jasper commented on the need to ensure that the language the system uses to describe its programs is accurate and does not alienate constituents. Trustee Pilot commented on the effectiveness of the Greensource presentation and encouraged other campuses to develop similar presentations.

Adjourn: At 11:30 am Chair Walker called for further business and, hearing none, adjourned the meeting.