



BOARD OF TRUSTEES GOVERNANCE COMMITTEE

Meeting Held at University of New Hampshire
Memorial Union Building, Room 330, Durham, NH
(January 19, 2023)

Meeting Minutes *(DRAFT for review and approval)*

In Attendance: Governance Committee Members present at meeting location: Committee Chair Kass Ardinger, Committee Vice Chair Cathy Green, Jamie Burnett, Christiana Thornton, and David Westover. Other Trustees also in attendance: Zachary Christie, Jim Dean, Christian Merheb, Board Chair Alex Walker.

Call to Order: At 12:38 pm, Chair Ardinger called the meeting to order and noted the presence of a quorum sufficient to do business.

Approval of Minutes: By motion made by Trustee Thornton and seconded by Trustee Green, the committee approved the minutes of its October 20, 2022 meeting (Trustees Burnett, Green, Thornton in favor; Trustee Ardinger abstaining) as follows:

VOTED, the Governance Committee hereby approves the minutes of the meeting of October 20, 2022, as presented in the materials distributed with the agenda to this meeting.

Proposed Amendments to Board Policies and Disclosure Forms Related to Conflicts of Interest and Dual Interests: The committee reviewed the proposed amendments, which were previously approved by the committee in June 2022, in advance of their consideration by the full Board at its meeting on January 20.

Possible Changes to Board Bylaw Article VI: University System Student Board: The committee discussed potential changes to the Board Bylaw related to the USSB in light of the coming merger of Granite State College and UNH. Members of the USSB presented their proposal that the composition of the USSB be amended to provide for two members from PSU, two from KSC, and four from UNH (one Durham undergrad, one Durham grad, one UNH Law student, one UNH-Manchester/College of Professional Studies student). Committee members expressed support for the proposal so long as it retained sufficient flexibility to be implemented by UNH. Based on this direction, staff will bring proposed amended Bylaw language to the Executive Committee in February.

Student Trustee Selection: Trustee Christie presented the USSB's proposal to amend the System's implementing statute to provide for three student trustees rather than two. Committee members discussed the risks and benefits of this proposal and noted the need to determine whether additional

changes to the statute were needed. The Committee will consider this issue in more detail at its April meeting.

Diversity on the Board of Trustees: The Committee directed staff to investigate relevant trainings that could be made available to trustees. Board Chair Walker will be consulted regarding the timing of any such training.

Committee Work Plan for GY 22-23: The Committee reviewed the approved work plan. Staff will update the plan to include a review of the current Chancellor structure in January 2024.

Adjourn: At 2:06 pm, Committee Chair Ardinger called for further business and, hearing none, adjourned the meeting.