



## BOARD OF TRUSTEES GOVERNANCE COMMITTEE

Meeting Held at Keene State College  
Alumni Center, Room 208, Keene, NH

April 20, 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, Patrick Griffin, Christian Merheb, and Alex Walker. Others in attendance: Governor's Office representative Deanna Jurius, KSC Provost James Beeby, USSB members Dominic Lynch, Eric Carter, Jose Castro, Emily Coutermarsh, and Madison Hawkes, and USNH General Counsel Chad Pimentel.

**Call to Order:** At 12:24 pm, Committee 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 Green and seconded by Trustee Thornton, the Committee unanimously (with Trustee Burnett absent) approved the minutes of its January 19, 2023 meeting as follows:

**VOTED,** the Governance Committee hereby approves the minutes of the meeting of January 19, 2023, as presented in the materials distributed with the agenda to this meeting.

**Proposed Change to Board Meeting Schedule:** Each June, the Board sets its meeting schedule for the coming governance year. Interim Chancellor Dean and the General Counsel presented on a proposed change to that meeting schedule proposed by the Presidents' Council. The proposal would eliminate one of the current Board regular meetings for the coming governance year, leaving one Board retreat meeting and three regular business meetings instead of the current four. The Committee members and other trustees present debated the proposal at length. Identified advantages of the proposal included a reduction in cost, a significant reduction in the staff time required to prepare for meetings, and the possibility of setting up a meeting schedule that avoids the scheduling challenge posed by meetings that occur at the end of the academic year. Identified disadvantages included a lessening of opportunities for trustees to be on campuses and one fewer opportunity for the USSB to provide input to the Board. Identified mitigations included potentially extending the Friday session of Board meetings through mid-afternoon to allow additional discussion and possibly eliminate overlaps in committee scheduling, and/or including a half-day business meeting the day after the retreat. The Committee considered amending the Presidents' Council's proposed schedule to include three business meetings (in mid-to-late October, early March, and mid-to-late June) and a retreat in mid-to-late

January. The Committee will solicit the views of the full Board on April 21, with the goal of providing staff direction on how to prepare a proposed meeting schedule for the Board's adoption in June.

**Status of Granite State College Student Trustee Post-Merger:** At its January meeting, the Committee received a proposal from the USSB and student trustees that the System approach the Legislature to ask for an amendment that would (1) eliminate the reference to a Granite State College student trustee in the wake of merger of GSC and UNH and (2) add a third student trustee to the Board. The Committee, other attending trustees, and USSB members extensively discussed the proposal. The discussion covered whether legislative intervention was needed and, if so, what the timing and scope of the request should be. USSB members and student trustees emphasized their desire to move as quickly as possible on a decision of how to proceed. The Committee asked staff for additional information on the legislative process and the timeline for deciding whether there is a need for other related changes to the statute. The Committee will receive the requested information in June and keep this issue as a standing item on its agenda until a decision is made.

**Review of Proposed Annual Trustee Self-Evaluation Survey:** The Committee reviewed the questions to be used on the annual self-evaluation and directed the General Counsel to add a question related to the effectiveness of the orientation process for new trustees.

**Diversity on the Board of Trustees:** The Committee received a report from the General Counsel regarding potential training sessions addressing the Board's role in overseeing the System's diversity efforts. Following discussion, the Committee directed the General Counsel to investigate relevant training that could be made available to new trustees as part of the orientation process. This training could also be made available to other interested trustees.

**Update on New Conflict of Interest Process:** Due to a lack of time, the Committee deferred consideration of this item until its June meeting.

**Committee Work Plan for GY 22-23:** The Committee and Board Chair Walker discussed possible assignments and schedules for the Board's consideration of the current interim chancellor structure. Board leadership will discuss the issue with the CEOs and CAO and determine how to proceed.

**Adjourn:** At 2:09 pm, Committee Chair Ardinger called for further business and, hearing none, adjourned the meeting.