



**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
DRAFT**

Meeting Held at University of New Hampshire
Memorial Union, Room 330, Durham, NH
(June 22, 2023)

Meeting Minutes

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, James Gray, Patrick Griffin, Shawn Jasper, Rick Ladd, and Alex Walker. Others participating: Governor's Office representative Deana Jurius, USSB Board member Emily Coutermarsh, and USNH General Counsel Chad Pimentel.

Call to Order: At 12:35 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 Burnett, the Committee unanimously approved the minutes of its April 20, 2023 meeting as follows:

VOTED, the Governance Committee hereby approves the minutes of the meeting of April 20, 2023, as presented in the materials distributed with the agenda to this meeting.

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. Discussing the question extensively at its April meeting, the Committee asked to receive additional information. UNH AVP for Public Affairs Tom Cronin spoke to the timing and challenges of the legislative process. Trustees Gray and Ladd provided valuable input regarding the potential risks and benefits of approaching the legislature regarding the issue. Following an extended discussion touching on a variety of different potential approaches, the Committee concluded that there was no current consensus on the Committee about how to proceed regarding any concrete legislative proposal. The Committee determined that it must first decide whether it supports the underlying idea of a third student trustee, whether voting or non-voting, before determining whether to approach the Legislature. The Committee will reach that decision at its next meeting.

Review Results of Annual Trustee Self-Evaluation Survey: The Committee reviewed the results of its annual self-evaluation. Trustee participation was up from the previous year, and the top-line results for each category were equal to or more positive than the results from the previous year. The Committee then reviewed areas of comparative weakness, which concerns about ensuring sufficient

time for Board discussion of issues, ensuring that the Board provides adequate oversight of senior leadership, and maintaining a focus on succession planning. The Committee also noted a decrease in trustee participation in non-Board campus events and suggested that a periodic email alerting trustees to events could help improve engagement.

Updates on New Conflict of Interest Process and Diversity on the Board of Trustees: Due to a lack of time, these updates were continued to a future meeting.

Review Committee Work Plan for GY 23-24: The Committee reviewed a revised work plan reflecting a move from four to three regular Committee meetings per year. The Committee agreed that Committee consideration of regarding the future of the interim chancellor role should begin in October 2023, and ideally be preceded by opportunities for the institutional presidents and other stakeholders to provide input Board Chair Walker and Committee Chair Ardinger will consult on a process for obtaining that input.

Adjourn: At 2:10 pm, Committee Chair Ardinger called for further business and, hearing none, adjourned the meeting.