



**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
DRAFT**

Meeting Held at Plymouth State University
Merrill Place Conference Center, Multipurpose Room A, Plymouth, NH
(October 19, 2023)

Meeting Minutes

In Attendance: Governance Committee Members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Christiana Thornton, and David Westover. Committee member participating by videoconference: Cathy Green. Other Trustees also in attendance: Emily Coutermarsh, Jim Dean, George Hansel, Rick Ladd, and Alex Walker. Others in attendance: USSB member Zachary Christie, USNH General Counsel Chad Pimentel, and (by videoconference) Governor's Office representative James Gerry.

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 voted by roll call to approve the minutes of its June 22, 2023 meeting as follows:

VOTED, the Governance Committee hereby approves the minutes of the meeting of June 22, 2023, as presented in the materials distributed with the agenda to this meeting.

Adoption of New R.S.A. Procedures for Remote Meeting Attendance: A recent amendment to the Right-to-Know Law creates a new process by which statewide bodies like the Board and its Committees may permit remote attendance of members at meetings. In order to take advantage of this new process, the body in question must formally act to adopt it. By motion made by Trustee Burnett and seconded by Trustee Thornton, the Committee unanimously voted by roll call as follows to recommend that the Board take such action:

VOTED, that the Governance Committee recommends to the Board that it allow the remote participation of trustees in all Board and Board committee meetings consistent with the requirements of R.S.A. § 91-A:2.IV.

Review of Board Inventory of Experience, Skills, and Interests and Identify Gaps for Transmission to Nomination Committee: Annually, the Committee solicits information from all trustees regarding their backgrounds, skills, and interests to ensure that the Board has the diversity of background, experience and skills needed to represent all constituencies affected by higher education in New Hampshire. After reviewing this year's responses, the committee noted that, in general, gaps

in skills and experience had declined from last year to this. However, the committee noted that a gap remains regarding trustee experience in safety and security. The committee further noted that racial diversity on the Board remains low and that gender diversity has also declined over the past two years. The committee will pass these findings along to the Nomination Committee.

Options for Structure of UNH President/Chancellor Positions: At its September 2023 retreat, the Board discussed the need to review the status of the current dual UNH President/interim non-executive Chancellor role in the wake of Interim Chancellor Dean's upcoming retirement in June 2024. General Counsel Chad Pimentel presented to the Board on the details of the current dual role and options for possible changes, with the goal of achieving sufficient clarity on the reporting relationship between the UNH President, other campus presidents, and the Chancellor to allow the search for a new UNH President to proceed. There was consensus that the immediate questions to be answered in order for the search to proceed were: (1) whether the institutional presidents will report to a Chancellor or to the Board; and (2) regardless of reporting structure, whether the UNH President role should continue to be combined with the role of Chancellor. Committee members and other trustees present advocated for different answers to these questions, with some preferring that the institutional presidents report to a Chancellor in order to increase system cohesiveness and preserve the independent character of the institutions, with others advocating for the hiring of a non-executive Chancellor who would report to the Board on a co-equal basis with the three institutional presidents and a standalone UNH President in order to optimize the applicant pool for the UNH President position. Trustees also questioned whether a material change in the duties of the Chancellor made sense at this time given the larger re-examination of the structure of higher education in the state expected later this year. Consensus emerged among the committee on the importance of filling the UNH President vacancy with the strongest possible candidate pool, with the role focused solely on being the campus executive. There was also consensus that the Board should revisit the issues once there is additional clarity on the larger state review process.

By motion made by Trustee Thornton and seconded by Trustee Burnett, the Committee unanimously voted by roll call to recommend that Board adopt the following structure:

VOTED, that the Governance Committee recommends that the Board direct: (1) the System to search for a new UNH President serving solely in a campus executive role; (2) the Board to separately fill the role of Chancellor, with the Presidents and Chancellor reporting to the Board on a co-equal basis; and (3) that the Board review this structure at its June 2024 meeting.

Status of Granite State College Student Trustee Post-Merger: Currently, state law provide that two student trustee positions rotate between UNH, KSC, PSU, and Granite State College. With the recent merger of GSC into UNH, this provision is out of date.

Throughout the previous governance year, the Committee discussed 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 also heard a proposed alternative that would (1) eliminate the reference to a Granite State College student trustee, (2) provide for three student trustees, one from each of the three System institutions, and (3) provide that one of the three student trustees would serve as a nonvoting member, with the nonvoting status rotating on an annual basis. Trustees considered both options. Several trustees expressed that achieving equity among the campuses and acknowledging the importance of student voices meant that the USSB proposal was

preferable. Other trustees expressed concern that the addition of an additional voting student trustee increased the risk of institution-specific thinking or lobbying by trustees. By motion made by Trustee Burnett and seconded by Trustee Westover, the Committee voted by roll call, Trustees Burnett, Green, Thornton, and Westover in favor, Trustee Ardinger opposed, to recommend that the Board support the USSB proposal as follows:

VOTED, that the Governance Committee recommends to the Board that it direct the System to approach the Legislature to seek an amendment to R.S.A. § 187-A:13 that would: (1) eliminate the existing reference to a Granite State College student trustee; and (2) add a third student trustee to the Board so that all three USNH institutions would have a student trustee at all times.

Diversity on the Board of Trustees: As this issue was discussed during the Committee's review of the inventory of trustee experience, skills, and interests, this standing item was not separately considered.

Adjourn: At 2:12 pm, Committee Chair Ardinger called for further business and, hearing none, adjourned the meeting.