



## BOARD OF TRUSTEES EXECUTIVE COMMITTEE

Meeting Held at USNH System Office  
5 Chenell Dr., Suite 301, Concord, NH  
(December 14, 2023)

### Meeting Minutes

**In Attendance:** Executive Committee members present at meeting location (USNH System Office, 5 Chenell Dr., Concord, NH 03301): Kass Ardinger, Jamie Burnett, and Alex Walker. Executive Committee members participating by videoconference (with reason for remote attendance in parentheses): Jackie Eastwood (out-of-state travel), Cathy Green (illness), and Morgan Rutman (family matter). Other Trustees present at meeting location: Don Birx, Jim Dean, Frank Edelblut, James Gray, Shawn Jasper, and Melinda Treadwell. Other Trustees participating by videoconference: Emily Coutermarsh, Kevin Knarr, Mackenzie Murphy, Wayne Semprini, Christiana Thornton, and David Westover.

**Call to Order:** At 4:01 pm, Chair Walker called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

**Approval of Meeting Minutes:** On motion made by Trustee Burnett and seconded by Trustee Eastwood, the Committee unanimously voted by roll call to approve the minutes of the Executive Committee meeting of August 17, 2023, as follows:

**VOTED**, that the Executive Committee approves the minutes of the Executive Committee meeting of August 17, 2023, as presented in the materials of the agenda for this meeting.

**Update from CAO:** CAO Provencher noted that the Governor's Public Higher Education Task Force will have its first meeting on December 21. The CAO and CCSNH Chancellor have already met with the chair of the task force to provide background information about the Systems. CAO Provencher then introduced USNH Communications Director Lisa Thorne, who provided the Trustees with an overview of a planned grassroots campaign designed to increase public understanding of the System's mission and contribution to the state. Trustees responded favorably to the campaign's kickoff video.

**Update on ERP Project:** USNH CIO Bill Poirier provided an update on the ongoing implementation of the system's new Enterprise Resource Planning software. Since the most recent update to the Committee, the system has completed contract negotiations and moved on to the discovery, building and configuration stage of the project. It is projected that the financial and HR aspects of the system will begin live implementation on schedule in January 2025. The governance structure for the student information system aspect of the system was recently approved and will be rolled out in January. Trustees asked whether the software would be adaptable to any potential combination with the

community college system and received assurances that integration would be manageable. Trustees also asked questions about the implementation's impact on faculty and on funding streams and budgeting processes. The Committee requested quarterly status updates on the project leading up to the implementation date.

**Updates from Campus Presidents:** KSC President Melinda Treadwell updated the Trustees on expanded relationships with local hospitals, positive results for KSC's fall sports teams, and upgrades to the college's music equipment. PSU President Birx updated the Trustees on the recent issues raised by the student government and student newspaper and commented on the busy semester that was about to come to a close.

**Discussion on Campus Speech Issues:** Each president updated the Trustees on how their institutions are responding to the free speech and operational issues raised by recent events in Israel and Gaza. President Treadwell described KSC's campus efforts around free speech, respectful discourse, and protecting students. President Treadwell also noted the helpful role that the Cohen Center's history of studying and confronting issues including but not limited to antisemitism has played in the campus's response to the ongoing conflict. PSU President Birx described the statement PSU put out in response to the October 7 attack. He noted that PSU also had a more muted campus response despite an increase in reported bias incidents and intense classroom discussion. Trustee Coutermarsh noted that in her observation, students at PSU have been deeply affected by the ongoing events. UNH President Dean provided the Trustees with background on UNH's relevant policies and value statements, and the limits imposed by the law and contractual obligations. He noted that questions of speech on campus at UNH have arisen from multiple directions, including the Israel-Gaza conflict and visits by political campaigns to campus. Trustee Ladd noted the pendency of a bill that would further restrict the System's ability to respond to certain kinds of speech. Trustees also emphasized the need for the System and its institutions to respond to objectionable speech with strong statements of its own values and to respond to incidents of harassment.

**Update from UNH Presidential Search Committee:** Search Committee Chair Jamie Burnett updated the Trustees on the status of the search. The committee completed fifteen listening sessions and has developed the position description that will drive the committee's work. Interviews will begin in March and finalist interviews are planned for April.

**Nonpublic Session:** At 5:30 pm, on motion made by Trustee Burnett and seconded by Trustee Ardinger, the Executive Committee unanimously voted by roll call to go into nonpublic session for the following stated reason:

*VOTED*, that the Executive Committee enter nonpublic session for the purposes of (1) discussing personnel matters including the performance and compensation of one or more public employees; (2) the hiring of any person as a public employee; and (3) consultation with legal counsel as authorized by R.S.A. §§ 91-A:3.II.(a)-(b) and 91-A:2.1.(b).

**Executive Nonpublic Session:** At 5:56 pm, upon motion duly made and seconded, the Committee unanimously voted by roll call to enter executive nonpublic session pursuant to USNH bylaws to discuss executive compensation issues. The CAO and CEOs were then excused from the meeting.

**Return to Public Session:** At 6:09 pm, on motion made duly made and seconded, the Committee unanimously voted to return to public session.

**Sealing of Minutes of Nonpublic Discussion:** On motion made by Trustee Burnett and seconded by Trustee Ardinger (with a 2/3 majority required to approve), the Committee unanimously voted by roll call to approve the following motion:

*VOTED*, pursuant to R.S.A. 91-A:3(III), that the minutes of the nonpublic session be sealed because disclosure at this time would render the nonpublic session ineffective.

**Adjourn:** At 6:12 pm, Chair Walker called for further business and, hearing none, adjourned the meeting.

**BOARD OF TRUSTEES  
EXECUTIVE COMMITTEE**

**ADDENDUM TO MEETING MINUTES  
MEETING OF DECEMBER 14, 2023**

Addendum Dated February 20, 2024

As noted in the minutes, during the meeting the Committee voted unanimously as follows to seal the minutes of actions taken in non-public session:

***VOTED***, pursuant to RSA 91-A:3(III), that the minutes of the nonpublic session be sealed because disclosure at this time would render the nonpublic session ineffective.

Disclosure of the actions taken by the Committee in nonpublic session would no longer render the following actions ineffective. Accordingly, the Committee now reports that the following actions taken during nonpublic session:

**Approval of KSC Proposed Faculty Career Transition Incentive:** In nonpublic session, on motion made by Trustee Rutman and seconded by Trustee Eastwood, the Committee unanimously voted by roll call as follows to approve a Career Transition Incentive at Keene State College:

***VOTED***, the Executive Committee approves a Career Transition Incentive (CTI) that President Treadwell may make available to Keene State College KSCEA eligible faculty who are at an age designated by President Treadwell (no less than 55 years) and have a number of calendar years of status service designated by President Treadwell (no less than 10 years) by the Career Transition employment end date;

***AND FURTHER***, in consultation with the USNH CHRO and General Counsel, has the authority to determine (1) the otherwise eligible faculty to whom the program will be made available, (2) the timing of the window(s) in which a faculty may volunteer to participate, provided all windows close no later than March 1, 2024, (3) the dates at which faculty may and are required to terminate employment, provided no final termination date is later than June 30, 2024, unless extenuating circumstances preside and (4) caps, if any, on the number of participants or total dollars available to fund the program, or both.

**Approval of CEO and CAO Compensation Recommendations:** In nonpublic session, on motion made by Trustee Eastwood and seconded by Trustee Rutman, the Committee unanimously voted by roll call to approve compensation adjustments for the system CAO and CEOs as follows:

***VOTED***, on recommendation of the Executive Compensation and Performance Review Committee, whose recommendation is based on independent market assessment and reasonableness opinion and input from other Trustees, that the Executive Committee hereby determines (1) keeping USNH CAO and CEOs' compensation competitive with peer group benchmarks used in the independent market analysis is in the best interest of USNH and the State of New Hampshire; and (2) the recommendation is consistent with USNH's Executive Total Compensation policy, which targets total cash compensation to be aligned between the 45th and 60th percentile of peers; and

***FUTHER***, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, awards each CEO and CAO a 3% base salary increase;

***AND FURTHER***, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, finds that Presidents Birx and Dean and CAO Provencher have achieved 100% of their Pay-at-Risk targets and President Treadwell has achieved 85% of her Pay-at-Risk target for fiscal year 2023, and hereby approves the distribution of these increases and awards in January or a time amenable to each based on their campus-specific situations.