



**BOARD OF TRUSTEES
GOVERNANCE COMMITTEE
DRAFT**

Meeting Held at Keene State College
Young Student Center, Room 309, Keene, NH
(March 7, 2024)

Meeting Minutes

In Attendance: Governance Committee Members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Cathy Green, and David Westover. Committee member participating by videoconference: Christiana Thornton. Other Trustees also in attendance: Jim Dean and Mackenzie Murphy. Others in attendance: USNH General Counsel Chad Pimentel.

Call to Order: At 12:33 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 Green and seconded by Trustee Westover, the Committee unanimously voted by roll call to approve the minutes of its October 19, 2023 meeting as follows:

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

Update on Conflict of Interest Process: General Counsel Chad Pimentel updated the board on the status of the 2024 Board conflict of interest disclosure process. Nearly all trustees have returned disclosure forms and no material conflicts have been identified. The Committee discussed ways to encourage trustees to reflect on possible dual interests and to identify them on the disclosure forms in future years. To that end, the Committee directed the General Counsel to include examples of dual interests to include along with the disclosure form in future years.

Review of Proposed Board Self-Evaluation Survey Questions for GY 24: Annually, the Committee surveys trustees about their opinions on how the Board operates. The Committee reviewed the proposed questions for this year's survey and directed staff to add questions on the relative effectiveness of the Board's new meeting cycle, trustees' awareness of opportunities to participate in events on campus, and of the Board's efforts regarding diversity on the Board.

Update on the Status of the Student and Alumni Trustee Election Processes: The General Counsel updated the Board on the status of the student trustee election processes. Those processes are complicated because there is not yet clarity on whether a pending bill that would add a third student trustee will pass into law before the upcoming year's election process begins. The institutions are prepared to move forward once there is clarity. The Committee also discussed a provision that was

recently added to the pending bill that would also eliminate the Granite State College alumni trustee position. The sense of the Committee was that staff should approach legislators to ask that this provision be removed from the bill in order to permit the Board to discuss its preference for the future of the Granite State alumni trustee position.

Diversity on the Board of Trustees (Standing Item): Trustees discussed the process by which the Board suggests candidates for open Board positions with the Governor's Office and the alumni associations.

Nonpublic Session: At 1:35 pm, by motion made by Trustee Burnett and seconded by Trustee Green, the Committee voted unanimously by roll call as follows to enter nonpublic session:

VOTED, pursuant to RSA 91-A:3.II (b)-(c), that the committee enter nonpublic session to discuss the potential hiring of a person as a public employee and to discuss matters which, if discussed in public, could adversely affect the reputation of a person other than a member of the committee.

Return to Public Session: At 1:51 pm, by motion duly made and seconded, the Committee voted unanimously by roll call to return to public session.

Sealing of Minutes of Nonpublic Session: By motion made by Trustee Burnett and seconded by Chair Ardinger, the Committee voted unanimously by roll call as follows to seal the minutes of the nonpublic session:

VOTED, pursuant to RSA 91-A:3.III, that the minutes of the nonpublic session be sealed until such time as the Executive Committee determines that disclosure will no longer render the proposed action ineffective.

Adjourn: At 1:54 pm, Chair Ardinger called for further business and, hearing none, adjourned the meeting.