



BOARD OF TRUSTEES GOVERNANCE COMMITTEE

Meeting Held at University of New Hampshire
Memorial Union Building, Room 330, Durham, NH
(June 27, 2024)

Meeting Minutes

In Attendance: Governance Committee members present at meeting location: Committee Chair Kass Ardinger, Jamie Burnett, Cathy Green, Patrick Griffin, and Christiana Thornton. Committee member participating by videoconference: David Westover. Other Trustees in attendance: James Dean, Emily Coutermarsh, Alex Walker. Others participating: USNH General Counsel Chad Pimentel.

Call to Order: At 10:50 am, 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 voted by roll call as follow to approve the minutes of its March 7, 2024 meeting:

VOTED, the Governance Committee hereby approves the minutes of the meeting of March 7, 2024, as presented in the materials distributed with the agenda to this meeting.

Results of Annual Board Self-Evaluation Process: The committee reviewed the results of the annual board self-evaluation survey. The survey seeks trustees' views on four categories of Board performance and scores them on a 1-to-5 scale. Overall, the survey showed results at or slightly above last year's levels. However, the survey also identified some sub-areas where scores fell below the target of 4.0. These included a perceived lack of comparative data in presentations, an imbalance between presentation and discussion time at meetings, and the Board's engagement with other stakeholders in the System. The committee also briefly discussed possible stakeholder engagement strategies and committed to a fuller discussion on the subject in October. The committee then discussed some survey comments related to the operation of the Nomination Committee and noted that the Nomination Committee chair intends to add more formal outreach to all trustees in advance of the next nomination cycle. Finally, the committee discussed possible additional retreat agenda items.

Review of Committee Charter and GY 25 Workplan: The committee reviewed its charter and did not identify any areas for revision. The committee then reviewed its work plan for the coming year and agreed to add a report on trustee engagement and attendance and a discussion on the future structure of the USNH Chancellor role (described in more detail below).

Review of New Trustee Orientation Materials: The committee reviewed the orientation materials used for new trustees and recommended that the portions related to conflict of interest filing requirements, particularly for those trustees who must also separately file with the State, be clarified and emphasized. The General Counsel will reach out to the Secretary of State's office in an effort to better align the filing of the System and State forms for those trustees.

Structure of USNH Chancellor Role: Consistent with direction given by the Board in October, the committee briefly discussed the future structure of the USNH Chancellor role. The consensus was that the issue did not warrant extended discussion at this time given that the new Chancellor and new UNH President are only now about to take office, but that the issue should be discussed again next June and possibly become a standing annual discussion item.

Diversity on the Board of Trustees (Standing Item): Trustees discussed the usefulness of this standing item and concluded that, while the Board's ability to effect change in this area is limited, it is worth keeping the item on the agenda. Trustees also suggested expanding the pool of potential alumni trustees by alerting alumni to the opportunity to serve as a trustee. Trustees also discussed the need to ensure that the next gubernatorial administration is aware of the Board's interest in diversity on the Board.

Adjourn: At 12:21 pm, Chair Ardinger called for further business and, hearing none, adjourned the meeting.