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**The University of Rhode Island Board of Trustees
Governance Committee Meeting
Monday, October 17, 2022 · 2:00 p.m. EDT**

**The University of Rhode Island
Alumni Center – Beagle Board Room
73 Upper College Road, Kingston, RI 02881**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the October 17, 2022, meeting of the University of Rhode Island (URI) Board of Trustees Governance Committee and noted that the meeting was being held in person with board members participating remotely. Public access to the meeting was available via the YouTube video platform and is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Chair Nicolato conducted a roll call attendance and reported that a quorum of members was present. She called the meeting to order at 2:11 p.m.

The URI Board of Trustees Governance Committee members in attendance:

- Ms. Cortney Nicolato (Committee Chair) (remote)
- Ms. Jay Placencia (Committee Vice Chair) (remote)
- Honorable Charles J. Fogarty, Jr. (remote)
- Mr. Michael McNally, Board of Trustees Vice Chair (ex officio, voting) (remote)
- Dr. Bethany Jenkins (non-voting) (remote)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)

The URI Board of Trustees Governance Committee member not participating:

- Ms. Margo Cook, Board of Trustees Chair (ex officio, voting)

"The University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People. We honor and respect the enduring and continuing relationship between the Indigenous people and this land by teaching and learning more about their history and present-day communities, and by becoming stewards of the land we, too, inhabit."

URI President’s Leadership Council members in attendance:

- Ms. Abby Benson, Senior Advisor to the President and Chief of Staff (remote)
- Ms. Alyssa Boss, General Counsel (remote)
- Ms. Anne Marie Coleman, Assistant Vice President, Human Resources (remote)
- Mr. Matthew McDonald, Vice President, Marketing and Communications (remote)
- Ms. Elizabeth Breul O’Rourke, President, URI Foundation and Alumni Engagement (remote)

URI staff members in attendance:

- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management (in person)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (in person)
- Ms. Lynn Owens, Associate Secretary to the Board of Trustees (in person)

Committee Chair Nicolato acknowledged that the University of Rhode Island occupies the traditional homeland of the Narragansett Nation and the Niantic People.

Committee Chair Nicolato recognized fellow committee member Barbara Cottam for her nearly three years of service to the URI Board of Trustees and congratulated her on her new position at the U.S. Department of Commerce in Washington, DC. She also noted that Barbara has been a tremendous advocate for the advancement of quality education in Rhode Island and will be missed.

Committee Chair Nicolato asked if there were any proposed amendments to the published agenda. In order to consider the action items before losing a quorum, she called for a motion to amend the agenda to consider “3. ACTION ITEMS” before “2. DISCUSSION ITEMS”.

On a motion made by Jay Placencia and seconded by Charles Fogarty, it was

VOTED:	THAT	The URI Board of Trustees Governance Committee amend the meeting agenda to consider “3. ACTION ITEMS” before “2. DISCUSSION ITEMS”.
	VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Charles Fogarty, Cortney Nicolato, Jay Placencia, Michael McNally.
	NAYS:	0
	ABSTAINS:	0

1. APPROVAL OF THE MINUTES

a. Minutes of the June 17, 2022 Meeting. [Enclosure 1.a.](#)

Committee Chair Nicolato called for a motion that the Governance Committee of the URI Board of Trustees approve the minutes of the June 17, 2022 meeting of the Committee.

On a motion duly made by Jay Placencia and seconded by Charles Fogarty, it was

VOTED: THAT The URI Board of Trustees Governance Committee approve the minutes of the June 17, 2022 meeting of the Committee.

VOTE: 4 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Cortney Nicolato, Jay Placencia, Michael McNally.

NAYS: 0

ABSTAINS: 0

b. Minutes of the September 14, 2022 Meeting. [Enclosure 1.b.](#)

Committee Chair Nicolato called for a motion that the Governance Committee of the URI Board of Trustees approve the minutes of the September 14, 2022 meeting of the Committee.

On a motion duly made by Charles Fogarty and seconded by Michael McNally, it was

VOTED: THAT The URI Board of Trustees Governance Committee approve the minutes of the September 14, 2022 meeting of the Committee.

VOTE: 4 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Cortney Nicolato, Jay Placencia, Michael McNally.

NAYS: 0

ABSTAINS: 0

3. ACTION ITEMS

- a. **Review of the URI Board of Trustees Policy on Reporting Violations of Law, Regulations, or University Policy & Procedure and recommendation to the URI Board of Trustees** [Enclosure 3.a.](#)

Assistant Vice President Kara Larsen explained the procedural history of this policy that was reviewed by the Governance Committee at the June 17, 2022 meeting. She reported that the University has a number of policies dealing with various forms of misconduct, most prominently the nondiscrimination policy, the policy on sexual misconduct, and the policy on research misconduct. The policy before the Governance Committee today was created to provide an avenue for reporting other kinds of misconduct. The policy encourages and enables employees, students, and university affiliates who have knowledge of violations of law, regulations, university policy and procedure at URI to raise them with the University. The policy outlines how to report suspected noncompliance or violations and includes whistleblower protection. Ms. Larsen reported that the policy addresses anonymous reporting via the Ethics Hotline and identifies how URI will investigate and respond to reports of noncompliance, including maintaining confidentiality.

Committee Chair Nicolato called for a motion that the Governance Committee recommend that the Board of Trustees approve the URI Board of Trustees Policy on Reporting Violations of Law, Regulations, or University Policy & Procedure, as recommended and presented in Enclosure 3.a.

On a motion duly made by Jay Placencia and seconded by Charles Fogarty, it was

VOTED: THAT The Governance Committee recommend that the Board of Trustees approve the URI Board of Trustees Policy on Reporting Violations of Law, Regulations, or University Policy & Procedure, as recommended and presented in Enclosure 3.a.

VOTE: 4 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Cortney Nicolato, Jay Placencia, Michael McNally.

NAYS: 0

ABSTAINS: 0

- b. **Review of Amendments to the URI Board of Trustees Policy on Trademarks and Licensing, and recommendation to the URI Board of Trustees.** [Enclosure 3.b.](#)

Dr. Dan Moos reported that this action item is a scheduled review of the existing policy on trademarks and licensing. The policy is designed to promote and protect the University's brand

standards by ensuring proper usage of its name and symbols. This policy focuses on operational trademarks and insignia. It does not cover trademarks and licensing relative to intellectual property developed at the University through research and development. Dr. Moos outlined the extensive vetting process, which is standard practice for review of administrative policies. He noted that the only material change to this policy from the current version is that authorized signatories for the University can allow non-commercial use of URI marks for vendors who want to identify URI as a partner or as a collaborator.

Committee Chair Nicolato asked that, as policies come up for review and approval, they are sent to the Governance Committee and to committees where the policy is relevant, for their information.

Committee Chair Nicolato called for a motion that the Governance Committee recommend that the Board of Trustees approve amendments to the URI Board of Trustees Policy on Trademarks and Licensing, as recommended and presented in Enclosure 3.b.

On a motion duly made by Michael McNally and seconded by Charles Fogarty, it was

VOTED:	THAT	The URI Board of Trustees Governance Committee recommend that the Board of Trustees approve amendments to the URI Board of Trustees Policy on Trademarks and Licensing, as recommended and presented in Enclosure 3.b.
	VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Charles Fogarty, Cortney Nicolato, Jay Placencia, Michael McNally.
	NAYS:	0
	ABSTAINS:	0

c. Review of Amendments to the Board Bylaws, and recommendation to the URI Board of Trustees [Enclosure 3.c.](#)

General Counsel Alyssa Boss reviewed the proposed amendments to the Board Bylaws. Changes related to appointment reflect the governance structure that was approved in the statutory change signed into law by the governor. The primary change was to remove election of board members, making it so all voting board members are ultimately appointed by the Governor. Section 1.2 (d) has been changed to specifically reference degree revocation as well as granting of degrees. Added to Section 2.1 is the President as an *ex officio* member of the Board. Section 2.3 changes the term of the student member from two years to one year. Due consideration to recommendations from the chair of the Board was added to Section 2.6 with respect to removal decisions by the governor. Amendments to Section 3.2 include changing the quorum to a majority of voting members, and clarifying that remote participants are considered present. The reference to Robert's Rules for parliamentary procedure was eliminated in Section 3.11. Section 5.4 makes clear that the chair and

the vice chair are voting members of each committee. Changes to Section 5.6 clarify that a quorum consists of a majority of voting members of a committee. The amended bylaws also include clarifying language referencing the “strategic plan”, eliminating the word “academic”.

Vice Chair McNally noted that there has been discussion about deleting one of the standing committees that is listed in the bylaws. General Counsel Boss confirmed that action by the Board is called for to eliminate a standing committee; however, the Governance Committee can add a recommendation to amend the proposed bylaws being considered today to include the elimination of a particular standing committee.

Committee Chair Nicolato called for a motion that the Governance Committee recommend that the Board of Trustees approve Amendments to the Board Bylaws, as recommended and presented in Enclosure 3.c., with an additional amendment to remove the University Advancement and External Affairs Committee from the listing of standing committees in Section 5.2 of the Bylaws.

On a motion duly made by Michael McNally and seconded by Charles Fogarty, it was

VOTED: THAT The URI Board of Trustees Governance Committee recommend that the Board of Trustees approve Amendments to the Board Bylaws, as recommended and presented in Enclosure 3.c., with an additional amendment to remove the University Advancement and External Affairs Committee from the listing of standing committees in Section 5.2 of the Bylaws.

VOTE: 4 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Cortney Nicolato, Jay Placencia, Michael McNally.

NAYS: 0

ABSTAINS: 0

2. DISCUSSION ITEMS

a. Academic Affairs and Research Committee Charter [Enclosure 2.a.](#)

Committee Chair Nicolato reviewed Enclosure 2.a., noting that the items in red are suggested additions to the Academic Affairs and Research Committee charter which have been reviewed by that committee. The proposed changes are in response to the discussion the Board had at its June 24, 2022 meeting about the need to have a greater focus around sponsored research and specifically ensuring that research has a strong perspective and conversation within the Academic Affairs and Research Committee. The Governance Committee members expressed their support of the added language focusing on research at URI.

b. 2022 URI Board of Trustees Evaluation of Board and Individual Performance

Committee Chair Nicolato reviewed the results of this year's Board of Trustees self-assessment exercise and thanked the trustees for their feedback. She noted that the sixteen respondents shared their excitement in bringing on Marc Parlange as president and supporting him through his transition.

Regarding Board participation, themes included making sure that we have the right amount of people on committees and that everybody is able to actively contribute. Board members want to be great government partners, involved outside of the boardroom at events, and supporting the Foundation and Alumni Engagement work. Board members shared that URI has done a good job over the last year making sure that the trustees are engaged and involved, outside of and in the boardroom.

Regarding board meeting materials, efforts are underway to create a mechanism to hone in on essential facts rather than inundate the trustees with information. Committee Chair Nicolato noted a distinctive difference between committee meeting materials and board meeting materials, stating that the committees are charged with considering the details and may need extensive materials to conduct their review. The effectiveness and efficiency of committee review is lost when the same material is presented at both the committee meetings and the board meeting. Over the course of the next year, efforts will be made to make board meeting materials more summary based, highlighting major points but reducing the volume of materials. General Counsel Boss pointed out that occasionally there may be large documents that the Board should review prior to taking action.

Committee Chair Nicolato reported that the Board wants to be engaged and involved in the strategic planning process, thinking about key performance indicators and metrics surrounding the plan.

Board members identified the most stimulating aspects of their service to URI, including hiring the President, and supporting his transition and onboarding. Trustees loved faculty and student presentations and interactions and really want to have more strategic conversations and tap into the excellent subject matter expertise introduced at the board meetings. Board members asked that URI do a better job preparing them for detailed discussions about subject matter less familiar to them so they are more prepared for the discussions. Cybersecurity was offered as an example.

President Parlange reminded the Committee that the Board will be asked to approve the strategic plan at its next meeting. He thanked committee members for their feedback and asked that they review the final draft plan prior to November 4.

c. 2022 URI Board of Trustees Composition Matrix Survey Results

Committee Vice Chair Jay Placencia thanked Michelle Curreri for preparing the 2022 Composition Matrix Survey and for her efforts in creating a spreadsheet to compare responses from year to year. She noted that the composition matrix is a tool to track the characteristics and population of our Board. She also stated that while we have no control over who is appointed to the Board of Trustees, at least we can identify who we are and what we aspire to be as a board. The results of the survey were impacted by changes to the Board's composition from 2020 to 2022.

Committee Vice Chair Placencia reviewed Board member responses and made note of slight changes in demographics, veterans' status, gender, minority identification, disability status and skill sets. She noted that 80% of Board members identify as executive leadership material, 55% have experience in strategic planning, 55% have an interest in public relations, 44% have experience in fundraising, and 45% of the Board is expert in budgeting.

Committee Chair Nicolato suggested that some of the data from the composition survey be shared in the Board's annual report to the governor.

d. Review Succession Planning for Board Members

Committee Chair Nicolato reported that since the Board's retreat last June, efforts have been made to commit more time to key areas of focus. Changes to the Academic Affairs and Research Committee have been proposed. The creation of two special committees is being considered to address two priority areas; sponsored research and real estate. The University Advancement and External Affairs Committee will sunset. The Board will maintain a tight collaboration with the URI Foundation and Alumni Engagement. As a result of these efforts, the structure of committees may change. More information will be shared at the November 4, 2022 Board meeting.

Regarding succession planning, Committee Chair Nicolato asked that each trustee put forward the names of two people they feel would be qualified candidates for the Governor to consider for appointment to the URI Board of Trustees. She suggested that the board interest form that was prepared earlier this year be used to recommend candidates. She said the form will be shared with board members and will be added to the URI Board of Trustees webpage.

e. Preparation of 2022 URI Board of Trustees Annual Report [Enclosure 2.e.](#)

Committee Chair Nicolato recognized Linda Acciaro for supporting us in putting together the first annual report last year, including highlights and accomplishments of the Board in supporting the URI community, points of pride, and membership information. The report was provided to the Governor so that he and his team had the information when considering reappointments or potential new members. She noted that all trustees' terms will have expired February 1, 2023. Committee Chair Nicolato noted that the plan is to put this year's annual report in front of the Governor shortly before the new year. She asked that the trustees share with Vice President McDonald and Ms.

Curreri their thoughts and feedback on last year's report and what we might want to consider for this year's report.

f. Review of Succession Planning for University Officers

President Parlange reported that the searches for provost and vice president for student affairs are going well. The executive search firm Isaacson, Miller is assisting URI with both searches. He noted that URI is or will be searching for deans for the Library, the College of Business, the College of Pharmacy, the College of Education and Professional Studies, and University College for Academic Success, an AVP in finance, and a vice provost for global engagement.

g. Policies for Scheduled Review Academic Year 2022-2023 [Enclosure 2.g.](#)

Committee Chair Nicolato explained that this guiding document gives the Governance Committee an understanding of planned review of policies. Dr. Moos pointed out that the listing includes known policies and may be modified as new policies are created. He reviewed the rationale behind scheduling policy reviews and took feedback from committee members on spreading out the work.

4. ADJOURN

Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee adjourn the meeting of October 17, 2022.

On a motion duly made by Jay Placencia and seconded by Michael McNally, it was

VOTED: THAT The URI Board of Trustees Governance Committee adjourn the meeting of October 17, 2022.

VOTE: 3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Cortney Nicolato, Jay Placencia, Michael McNally.

NAYS: 0

ABSTAINS: 0

Charles Fogarty left the meeting before the vote to adjourn.

At 3:04 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee meeting is tentatively scheduled for February 2023.