

**Members**

Margo Cook '86, *Chair*

Michael D. Fascitelli '78

Charles Fogarty '80

Christine Heenan

Richard S. Humphrey

Neil Kerwin, Ph.D. '73

Matthew Lenz '11

Roby Luna '04

David Martirano '91

Michael F. McNally '81, *Vice Chair*

Cortney M. Nicolato '01

Vahid Ownjazayeri

Susan Petrovas '92

Yahaira "Jay" Placencia '01

Thomas Ryan '75

Armand E. Sabitoni '73

**Ex Officio Members**

Marc B. Parlange, Ph.D., P.Eng.  
*President*

*Chair*  
*R.I. Board of Education*

David Caprio, *Chair*  
*R.I. Council on Postsecondary  
Education*

Bethany D. Jenkins, Ph.D.  
*Faculty Representative*

Hannah Bachert '23  
*Student Representative*

**The University of Rhode Island Board of Trustees  
Governance Committee Meeting  
Tuesday, February 7, 2023 · 2:00 p.m. EST**

**The University of Rhode Island  
Room 207 – Avedisian Hall  
7 Greenhouse Road, Kingston, RI 02881**

**OFFICIAL MINUTES**

Committee Chair Cortney Nicolato welcomed everyone to the February 7, 2023, 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 2:02 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. Matthew Lenz (remote)
- Mr. David Caprio (non-voting) (remote)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)

The URI Board of Trustees Governance Committee member not participating:

- Ms. Christine Heenan

*"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."*

*The University of Rhode Island is an equal opportunity employer committed to community, equity, and diversity and to the principles of affirmative action.*

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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)
- Ms. Elizabeth Breul O'Rourke, President, URI Foundation and Alumni Engagement (remote)
- Dr. Ellen Reynolds, Interim Vice President for Student Affairs (remote)
- Ms. Abigail Rider, Vice President, Administration and Finance (in person)
- Dr. Barbara Wolfe, Provost and Executive Vice President for Academic Affairs (remote)

URI staff members in attendance:

- Ms. Robin Cawley, Legal Assistant (in person)
- Ms. Michelle Curreri, Secretary to the Board of Trustees (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 welcomed Board Chair Margo Cook and Vice Chair Mike McNally who participated as invited guests. She acknowledged that the University of Rhode Island occupies the traditional homeland of the Narragansett Nation and the Niantic People.

**1. APPROVAL OF THE MINUTES**

- a. Minutes of the October 17, 2022 Governance Committee 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 October 17, 2022 meeting of the Committee.

On a motion duly made by Charles Fogarty and seconded by Matthew Lenz, it was

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

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

YEAS:        Charles Fogarty, Matthew Lenz, Cortney Nicolato,  
Jay Placencia.

NAYS:        0

ABSTAINS: 0

## 2. DISCUSSION ITEMS

### a. **URI Board of Trustees Appointments** - Cortney Nicolato, Chair

Committee Chair Nicolato deferred to Board Chair Margo Cook to speak to this item.

Chair Cook stated that a letter was sent on behalf of the Board to the Governor asking for a meeting to discuss the process of appointing and reappointing board members. As of February 1, all original terms of appointment have expired. Chair Cook said there will be a couple of openings, as some trustees prefer to not be reappointed. She thinks that the Governor is very agreeable to reappointing board members and has some ideas about the open seats. Her understanding is that at some point she and the President will meet with the Governor to review a number of names that have been submitted for consideration. She stressed the importance of trustees having a clear understanding of the objectives of the University and that the role of trustee requires work.

Board member Fogarty inquired about the assignment of a staff liaison from the Governor's office.

Committee Chair Nicolato asserted that even though all terms have expired, the trustees will continue to focus on the growth and trajectory of the University, and sharing their time, talent, and treasure.

### b. **Student Trustee Appointment** - Marc Parlange, President

President Parlange reported that the current student trustee, Hannah Bachert, is still a student through graduation (2023). He stated that current procedure provides that the Student Senate bring forward a small number of names to be considered for appointment as student trustee. He, along with others, will interview the nominees and make a recommendation to the Board.

Committee Chair Nicolato confirmed with the President that the new student trustee would officially start in June. She noted that Hannah Bachert is looking forward to supporting the next student representative.

### c. **Annual Retreat Planning** - Cortney Nicolato, Chair

Cortney Nicolato stated that a portion of the Board's June meeting is focused on the annual retreat. She understands that the President's Executive Council has put together some ideas and concepts for the retreat.

Abby Benson stated that the President's Executive Council discussed having a higher education thought leader meet with the Board to discuss the future of higher education. The speaker may then facilitate a discussion with the provost and the deans on the future of higher education, how it's affecting their work, and especially as they look to implement URI's Strategic Plan.

Committee Chair Nicolato expressed support of the idea of a panel discussion and asked for input from committee members. Matthew Lenz stated that he is interested in learning more about student mental health, a problem across the country. Charles Fogarty suggested the Board keep an eye on recent efforts in other areas of the country to radically change governance structures at state universities.

Committee Chair Nicolato expressed interest in looking at governance trends, what the board should be doing differently, and exploring new things that can make the board more effective and supportive of URI. Chair Cook noted that small group discussions with a report out to the larger group are very effective and facilitate good relationships.

Committee Chair Nicolato asked committee liaisons Alyssa Boss and Abby Benson to draft an agenda for the retreat, look into speakers, and report back in April. She encouraged committee members to share any additional thoughts and ideas with them.

### 3. ACTION ITEMS

- a. **Review of the URI Board of Trustees Policy on Approval and Execution of Contracts and Other Binding Documents, and recommendation to the URI Board of Trustees Enclosure 3.a.**
  - Kara Larsen, Assistant Vice President for Enterprise Risk Management
  - Dan Moos, Assistant to the Vice President, Administration and Finance

Dan Moos provided background information on the policy. Currently, URI relies on two different practices to manage signature authority: 1) signature authority by name, including authorization for both internal and external transactions; and 2) board resolutions to add and remove people from the list of signature authorization. This policy updates the current policy and associated practices and will add guidance for contract review prior to its execution. The policy strengthens the review process and changes Signature Authority at the University from named individuals to position titles.

The policy was developed by Lauren Jensen, Associate General Counsel, and Dan Moos, and has been widely reviewed across the University, especially in contract-heavy areas such as facilities, information technology, and purchasing. The policy has been reviewed by the Faculty Senate Executive Committee, the President's Executive Council, and the Administrative Policy Committee, which approved it to move forward to the Board.

Dan Moos noted that the policy identifies authorized signatories by position and their levels of authority, and individuals authorized to execute contracts and other binding documents on behalf of the University and the Board of Trustees. He added that the

policy also provides a protocol for review and approval of the transactions related to the contract documents. Pending Board approval, the effective date of the policy is February 20, 2023.

General Counsel Alyssa Boss explained the need to implement the policy as soon as possible. Along with assigning authority to the new provost, there are a number of process improvements underway related to approval and execution of contracts and other binding documents.

Committee Chair Nicolato noted that the Institutional Risk and Compliance Committee (IRCC) reviewed this draft policy at its January 31, 2023 meeting. IRCC Vice Chair Matthew Lenz reported that committee members were supportive of the draft policy.

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 Approval and Execution of Contracts and other Binding Agreements, superseding the University of Rhode Island's Approved Signature Authority on Behalf of the University of Rhode Island and the URI Board of Trustees that was effective September 23, 2022, as recommended and presented in Enclosure 3.a.

On a motion duly made by Matthew Lenz and seconded by Jay Placencia, it was

VOTED: THAT The URI Board of Trustees Governance Committee recommend that the Board of Trustees approve the URI Board of Trustees Policy on Approval and Execution of Contracts and other Binding Agreements, superseding the University of Rhode Island's Approved Signature Authority on Behalf of the University of Rhode Island and the URI Board of Trustees that was effective September 23, 2022, 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, Matthew Lenz, Cortney Nicolato, Jay Placencia.

NAYS: 0

ABSTAINS: 0

**b. Review of President Parlange's appointment of Primary University Liaisons and University Liaisons to Committees pursuant to Section 5.7 of the Bylaws and recommendation to the URI Board of Trustees Enclosure 3.b.**

- Marc Parlange, President

President Parlange reviewed the names of the primary university liaisons and university liaisons for each committee. He explained that the liaisons are members of his Executive Committee team whose primary university responsibilities are directly aligned with the work of their assigned committees. The board secretary will still play a key role with these committees.

Committee Vice Chair Jay Placencia asked if it made sense to have the titles listed, instead of the names. President Parlange reported that with the upcoming retirement of the Vice President of Administration and Finance, he is reflecting on where we go in the future in terms of scope and titles and is not ready now to give definitions of all the positions.

Committee Chair Nicolato called for a motion that the Governance Committee recommend that the Board of Trustees accept the President's appointment of Primary University Liaisons and University Liaisons to committees as presented and set forth in Enclosure 3.b.

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

VOTED: THAT The URI Board of Trustees Governance Committee recommend that the Board of Trustees accept the President's appointment of Primary University Liaisons and University Liaisons to committees as presented and set forth in Enclosure 3.b.

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

YEAS: Charles Fogarty, Matthew Lenz, Cortney Nicolato, Jay Placencia.

NAYS: 0

ABSTAINS: 0

#### **4. ADJOURN**

Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee adjourn the meeting of February 7, 2023.

On a motion duly made by Jay Placencia and seconded by Matthew Lenz, it was

VOTED: THAT The URI Board of Trustees Governance Committee adjourn the meeting of February 7, 2023.

VOTE: 4 members voted in the affirmative and 0 members

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voted in the negative.

YEAS: Matthew Lenz, Charles Fogarty, Cortney Nicolato, Jay Placencia.

NAYS: 0

ABSTAINS: 0

At 2:37 p.m., this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is tentatively scheduled for April 2023.

Official