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Michael F. McNally '81, *Vice Chair*

Dr. Karina Montilla Edmonds '92

Cortney M. Nicolato '01

Vahid Ownjazayeri

Susan Petrovas '92

Yahaira "Jay" Placencia '01

Thomas Ryan '75

Armand E. Sabitoni '73

**The University of Rhode Island
Board of Trustees Annual Retreat Meeting
Thursday, June 24, 2021 • 9:00 a.m. - 2:30 p.m. EDT
Brookside Hall, 40 West Alumni Avenue, Kingston, RI 02881**

**PURSUANT TO GOVERNOR MCKEE'S EXECUTIVE ORDER,
THE BOARD HELD A HYBRID MEETING.
BOARD MEMBERS GATHERED IN PERSON AND
PARTICIPATED REMOTELY USING THE WEBEX PLATFORM.
FACEBOOK LIVESTREAM WAS USED FOR PUBLIC VIEWING.**

MINUTES

Chair Margo Cook welcomed members of the University of Rhode Island (URI) Board of Trustees to the annual retreat. A roll call was taken by Interim General Counsel Lauren Jensen, who acknowledged that a quorum was present. The meeting was called to order at 9:08 a.m.

Ex Officio Members

Tim DelGiudice, *Chair*

*R.I. Council on Postsecondary
Education*

Barbara Cottam, *Chair*
R.I. Board of Education

Mayrai Gindy
Faculty Representative

Christopher Bove '23
Student Representative

Attendees present for this hybrid meeting:

The University of Rhode Island Board of Trustees voting members:

- Ms. Margo Cook, Chair (in person)
- Mr. Michael F. McNally, Vice Chair (in person)
- Dr. Karina Montilla Edmonds (in person)
- Mr. Michael Fascitelli (in person at 1:00 p.m.)
- Honorable Charles J. Fogarty, Jr. (in person)
- Ms. Christine M. Heenan (in person)
- Mr. Richard Humphrey (joined remotely at 9:22 a.m.)
- Dr. Neil Kerwin (joined remotely at 10:00 a.m.)
- Mr. Matthew D. Lenz (in person)
- Mr. Roby Luna (in person)
- Mr. David J. Martirano (in person)
- Ms. Cortney Nicolato (in person)
- Mr. Vahid Ownjazayeri (in person)
- Ms. Jay Placencia (in person)
- Mr. Thomas M. Ryan (in person)
- Mr. Armand E. Sabitoni (remote 9:00 a.m.-12:07 p.m.,
in person 1:00 p.m.-2:42 p.m.)

Absent: Ms. Susan Petrovas

The University of Rhode Island Board of Trustees ex officio members:

- Mr. Christopher Bove, Student Representative (in person)
- Ms. Barbara Cottam, Chair, Board of Education (in person at 9:23 a.m.)
- Dr. Mayrai Gindy, Faculty Representative (in person)

Absent: Mr. Tim DelGiudice, Chair, Council on Postsecondary Education

The University of Rhode Island Senior Leadership members:

- Dr. David M. Dooley, President (in person)
- Dr. Mary Grace Almandrez, Associate Vice President and Chief Diversity Officer (in person)
- Ms. Anne Marie Coleman, Assistant Vice President for Human Resources (in person)
- Ms. Michelle Curreri, Chief of Staff and Board Secretary (in person)
- Ms. Lauren Jensen, Interim General Counsel (in person)

The University of Rhode Island staff members attending:

- Ms. Robin Cawley, Executive Assistant II (in person)
- Ms. Lynn Owens, Associate Secretary (in person)

Invited Guests:

- Dr. Marc Parlange, URI President-elect (in person)
- Dr. Carlton Brown, Senior Fellow, AGB Consulting (remote)
- Dr. Amelia Moore, Associate Professor, URI (in person)
- Dr. Vinka Oyanedel-Craver, Professor, URI (in person)
- Carlee Kerr '21, URI (in person)
- Markeem Rodrigues '23, URI (in person)
- Elaine Shen, PhD Candidate, URI (in person)

1. ACCEPTANCE OF THE AGENDA

Chair Cook called for a motion that the University of Rhode Island Board of Trustees accept the agenda for the retreat meeting of June 24, 2021.

On a motion duly made by Cortney Nicolato and seconded by Jay Placencia, it was

VOTED: THAT The University of Rhode Island Board of Trustees accept
the agenda for the meeting of June 24, 2021.

VOTE: 13 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Margo Cook, Karina Montilla Edmonds, Charles Fogarty, Christine Heenan, Matthew Lenz, Roby Luna, David Martirano, Michael McNally, Cortney Nicolato, Vahid Ownjazayeri, Jay Placencia, Thomas Ryan, and Armand Sabitoni.

NAYS: 0

ABSTAINS: 0

Michael Fascitelli, Richard Humphrey, and Neil Kerwin not present for the vote.

2. WELCOME AND OPENING REMARKS

Chair Cook welcomed the Board members to the retreat, noting that the retreat begins with a discussion around the topic of diversity, equity and inclusion, a very important topic for the University and society at large. She asked that board members talk to one another and question, “what are we doing right, what are we not doing right, how do we make this board a better board?” She noted the importance of self-reflection, getting to know one another, in order to advance the work the trustees are doing on behalf of the University, and coalesce around what’s important to URI.

Chair Cook recognized the important work led by President Dooley around diversity, equity, inclusion, and social justice. She noted that early on in his career at URI, he identified the need to build a community at the University that values and embraces equity and diversity. She stated that the work will continue to evolve under Dr. Marc Parlange’s leadership. She welcomed Dr. Parlange to his first meeting of the Board of Trustees at URI. She noted that when the Board was interviewing candidates for the next president, it was very important that the next president be natural and articulate on these topics, and to see all the issues of the University through that lens.

3. DIVERSITY, EQUITY, INCLUSION, AND SOCIAL JUSTICE

a. Guest Speaker: Dr. Carlton Brown, AGB Senior Consultant [Enclosure 3a](#)

Chair Cook introduced Dr. Carlton Brown and asked that he talk us through some of the issues that are on the minds of university leaders today and some of the ways that other universities are thinking about the issue of diversity, equity, inclusion, and social justice.

Dr. Brown stated that his presentation will outline what the concerns and issues ought to be and how boards are expected to address these issues. He noted that efforts to address issues of diversity, equity, and inclusion have been ongoing for over 75 years. It is a growing and developing issue, how to maximize capacity of all American citizens to participate in society. Efforts over the years include accessing programs for African American studies and programs for Hispanic students. Its manifested itself in ethnic studies, versions of affirmative action access programs, and even at the federal government level with the Pell grant and National Science Foundation grants. We are dealing with the issue of how to maximize the capacity of all American citizens to participate in higher education, and therefore play a larger role in society. In addition to higher education, business and industry have found great value in a new view of their own structures of work and values through the lens of

diversity, equity, and inclusion. Not just equity of access, but equity of opportunity and equity of experience. Dr. Brown noted that all our regional accrediting bodies have begun to include new criteria associated with justice, equity, inclusion, and social justice in their accrediting processes.

Dr. Brown emphasized the importance of diversity of your board, your administration, your faculty, and your student body, including the diversity of experience of your alumni. Universities are beginning to understand the environment in which the institution lives and works. We are talking about diversity at the board level, brought by diversity of thought, the lived experience. It's not just the color, race, and culture of the individual. It's also the impact of that diversity of lived experience and what they bring to all the work that they do. Dr. Brown remarked that he thinks it's important that boards and administrations reflect as much as possible on the populations that they serve and the experience issues there, but also the issue of leadership. He noted that diversity also is a network expansion and that when you diversify your operations, you're also tapping into new networks and intensifying relationships to networks that you may already be involved in, also increasing your credibility in new communities. This often leads to additional sources of funding and partnership and is a signal of a shared power structure.

Dr. Brown noted that every one of a university's major issues, such as better board engagement, fundraising issues, strategic planning, and reputational risk, is wrapped up in the issues of diversity, equity, and inclusion. These are unavoidable aspects of the forward movement of any institution and ought to be viewed that way. He emphasized the necessity of dealing with that within the university's population and also with the population in the areas where you work and serve.

Dr. Brown referred the Board members to the AGB website and its statement on this subject. He stressed the importance of being more responsive to the issues of equity and diversity, putting the issue of justice at the very front. He stated that when we say justice, we're primarily talking about racial justice, but we're also looking for broader issues of social justice and we define that as working to effectuate or eliminate racial disparities resulting from injustices, whether they be individual injustices, institutional and structural, or racial injustices. He added that when we say diversity, we're talking social personal diversity, the wide range of identities, and we also include in that discussion all of our community and their capacities to self-identify. Dr. Brown stated that when we say equity we're talking about fair treatment, access, opportunity, and advancement to all people; strive to identify and eliminate barriers that have prevented full participation of some groups. He said that when we say inclusion, we're talking about the act of creating environments in which any individual or group can be and feel welcome, respected, supported, and valued as a full participating member.

The AGB Board of Directors' Statement on Justice Equity, and Inclusion and Guidance for Implementation suggests three basic strategy categories:

1. Developing and applying the equity lens in the Board's governance structures and processes. The Board should begin to examine itself from the standpoint, the lens of diversity, equity, and inclusion, as well as its policies and practices and a strategic priority.
2. Developing and applying a justice, equity, and inclusion lens throughout the institution. The board needs to develop the kinds of metrics and ways of looking at the institution to measure

its progress toward greater justice, greater equity, and greater inclusion, that should be part of the strategic planning.

3. Contributing to social justice and equity in the community in which the institution is located.

Dr. Brown encouraged board members to use the AGB's Knowledge Center and resource materials, and suggested that elements of the full university's justice, diversity, and inclusion plan be an ongoing board agenda item. He called attention to the discrepancy between board values, stated expectations, and what the board actually does. He suggested looking for board policies to be consistent with board content, economic development, board investments, green investments, and external contracting; hold administrators responsible. Dr. Brown encouraged the board members to look at the full history of the institution on race and segregation and put the broader issues on the table for discussion.

Chair Cook recognized the importance of understanding the data around student retention, what's driving the numbers, and the economic impact and implications.

Dr. Brown provided several examples of successful university programs at Georgia State University and The University of Maryland at Baltimore County. He discussed elements of success including assigning mentors, monitoring, finding pressure points and building systems of success. He cautioned about not hearing all the student voices that should be heard and encouraged the creation of opportunities to build support for all students. He said that this will result in increasing student engagement and success. He encouraged the Board to apply the same for faculty to bring the whole community into the diverse community group.

Responding to a question about measuring diversity, Dr. Brown said you need to see the numbers to change the environment and recommended asking qualitative and quantitative questions when collecting data.

Dr. Brown concluded his presentation by saying that a university should examine whether the structure and quality of programs meets the needs of the students it is attracting, in order to serve their needs. A university should strive to build an inclusionary environment, increase trust in the environment, provide support and have the students' best interests at heart, and not discount their aspirations. He encouraged all to not commit to a structure or process until you know it's working; constantly fix as you go, re-examine, re-build.

Chair Cook thanked Dr. Brown for his insightful presentation.

The Board took a short break before resuming the retreat.

b. Legislative Report [Enclosure 3b](#)

- Mary Grace Almandrez, Associate Vice President and Chief Diversity Officer

Dr. Almandrez shared with the Board the University of Rhode Island's Annual Report on Diversity, pursuant to R.I.G.L. §16-32-2.1. The Board received a copy of the report in May 2021. She presented a PowerPoint entitled "Social Justice Initiatives at URI" ([linked here](#)) which

highlighted advancements and investments made over the past year and provided valuable insight into community priorities.

Dr. Almandrez thanked Chair Cook for the opportunity to share updates on University initiatives addressing diversity, equity, inclusion, and justice. She noted that while progress has been made and several milestones achieved, there is a lot of work to do. She introduced the context of her presentation, to situate some of the strategies employed to address the concerns. She then identified the key priorities that the community has put forward and some of the interventions that URI has done, including recent investments, and concluded with a few additional priorities for consideration.

Dr. Almandrez presented slides illustrating changes in student enrollment by race and ethnicity. She shared information about URI's historically underrepresented students, noting growth from 12% in 2008 to 21% now. While recognizing growth of over 130% in our Latinx community, she noted a 60% decrease in Indigenous students (since 2008). She called attention to URI's efforts to partner with the Native American Advisory Council to address this issue. Statistics of underrepresented faculty and staff were shared, showing growth from 15% of faculty identified as faculty of color to closer to 22% now. Less growth has been seen amongst staff.

Noting the importance of providing a snapshot of the complexity and precarity of our time, Dr. Almandrez identified issues associated with the syndemic (pandemic and racism), including availability of mental health resources for students, faculty and staff, accessibility to resources, and violence within our communities. She made note of leadership transitions, both on campus and at the state and federal levels, recognizing moments of precarity and cautious optimism that new members are coming into the community with innovative and creative ideas around diversity and inclusion.

She shared the comments of an exhausted community whose voices call for action and continued momentum to weather transition. She said the community supports accountability structures and shared responsibility to cultivate and note social justice initiatives.

Dr. Almandrez itemized three strengths of the University community which can be leveraged to move social justice initiatives forward, including its deep commitment and long legacy of activism and advocacy on campus around racial justice, its genuine friendship and care for the community (relational), and the value placed on shared governance, the transparency of information, and the opportunity to participate in decision making processes.

Dr. Almandrez shared community priorities, such as the University's search procedures in recruiting Black, Indigenous, and Latinx faculty and staff. She shared inclusive and proactive efforts and interventions to recruit and retain underrepresented faculty and staff. She noted that the University purchased an institutional membership to the National Center for Faculty Development and Diversity which includes coaching, mentorship, and productivity support.

Dr. Almandrez advised the Board on the kinds of conversations that have happened within the Faculty Senate regarding the promotion and tenure process, and the ways in which the community values different kinds of scholarship, different approaches to teaching and pedagogy as well as

service. She noted the importance of looking at the organization and departmental culture. She spoke of the Engaged Department Initiative where an internal consultant assists departments that want to implement a specific change intervention related to a social justice issue, to help advance priorities identified in the department. She noted that the Faculty Senate has identified as a critical priority the need to enhance and expand URI's curriculum and pedagogy; the Faculty Senate has taken a lead role in this as a visible, vocal, and consistent advocate for diversity initiatives.

Dr. Almandrez noted that the Provost's Office has allocated additional resources to the Office for the Advancement of Teaching and Learning to hire a third specialist who will focus on inclusive pedagogy. The Honors Program has been doing its due diligence to diversify its students in the honors program.

Noting professional development as a third area of concern amongst the University community, Dr. Almandrez reported on initiatives including the Diversity, Equity, and Inclusion (DE & I) 365 Symposium, the Social Justice and Inclusion (SJ&I) Micro-credential, the Diversity and Inclusion Badge Program (coordinated by the Graduate School), and the Diversity Dialogues program (focused on undergraduates).

Dr. Almandrez itemized recent investments at URI including:

- Distinguished Multicultural Postdoctoral Fellows (launch of cohort model – three positions)
- College Diversity Coordinators (four additional coordinators being hired)
- Diversity Professionals being hired including a new Africana Studies Chairperson
- Indigenous Initiatives (including the URI Narragansett Scholarship, a pilot Native Youth College Prep Program, and revitalizing the Native American Student Organization)
- Campus Climate Assessment and Strategic Planning (comprehensive report/content analysis being prepared)
- Trans Inclusion Programming (committee being formed)

Areas in need of additional resources and enhancements include:

- Community building initiatives that allow affinity groups to come together
- Gender equity, particularly among women and women of color, in terms of salary concerns, barriers in advancement, and work/life balance concerns
- Accessibility
- Staff development and advancement
- Organizational development

Following inquiry about reporting cases of racism, Dr. Almandrez noted three mechanisms in place for reporting issues of concern, and recognized the need to increase education and awareness of these resources within the URI community:

- Bias Resource Team that includes a multi-disciplinary team of faculty and staff
- Affirmative Action
- Title IX

c. Panelist Discussion

Dr. Almandrez introduced the five panelists, members of the URI community, who participated in the discussion.

Dr. Amelia Moore, Associate Professor [Enclosure 3c\(i\)](#)

Dr. Amelia Moore is an Associate Professor of Marine Affairs in the College of Environment and Life Sciences (CELS) at the University of Rhode Island. Dr. Moore is the co-chair of the CELS Diversity Committee.

Dr. Vinka Oyanedel-Craver, Professor [Enclosure 3c\(ii\)](#)

Dr. Vinka Oyanedel-Craver is a Professor in the Department of Civil and Environmental Engineering at the University of Rhode Island. Dr. Craver was appointed as Chair of the College of Engineering's Diversity, Equity, and Inclusion Committee and is the College of Engineering's representative to the University Academic Affairs Diversity Task Force.

Carlee Kerr '21 [Enclosure 3c\(iii\)](#)

Carlee Kerr recently graduated from URI as a double major in History, and Gender and Women's Studies with a minor in Leadership Studies. She was one of the founding members of the Diversity Dialogues program.

Markeem Rodrigues '23 [Enclosure 3c\(iv\)](#)

Markeem Rodrigues is a URI triple major in Textiles, Fashion Merchandising, and Design (TMD), Film/Media, and Computer Science with concentrations in Audio Engineering, Public Relations, Design, and Art. He is the incoming president of Brothers on a New Direction (BOND) at URI.

Elaine Shen, PhD. Candidate '24 [Enclosure 3c\(v\)](#)

Elaine Shen is a third-year PhD candidate in Biological and Environmental Sciences at URI. She is a member of the CELS Diversity Committee and was awarded the Diversity and Inclusive Awards' Graduate Student Excellence Award for her work with Seeds of Success, an undergraduate organization focused on academic, personal, and professional success of underrepresented students in the sciences.

Panelists shared the reasons that brought them to the University of Rhode Island and provided candid commentary on social justice challenges they have experienced at the University. Dr. Moore encouraged all to continue to build a network of people who want to actively work on increasing diversity amongst faculty members and grow a supportive and connected community. Dr. Craver commented on the need for self-reflection, offered suggestions on recruiting practices to apply a more holistic review process, the need to increase the number of women of color on campus, and shared her ideas about the societal impacts of increasing diversity. Elaine Shen noted the efforts made to resolve issues amongst members of the community, looking to one another through mentorship, but recognized that efforts are not resolving the problem. She encouraged all by saying that we hope that when we raise issues, future students can benefit from the outcome. Markeem Rodrigues commented that more outlets and opportunities for discussion are needed to advance justice, equity, and inclusion at URI. He suggested more tutoring opportunities be made

available and would like to see an increase in the number of Black faculty and staff. Carlee Kerr spoke of the need for continued diversity dialogues, training, and action. She noted pushback on diversity training in some areas within the URI community and encouraged more student representation and greater faculty participation to advance racial justice, equity, and inclusion.

Chair Cook thanked Dr. Almandrez and the panelists for participating in a very engaging and thought-provoking retreat discussion. She noted that the Board of Trustees recognizes the importance of engaging all members of its community on this critical work. She encouraged the Board to consider its responsibilities and values through the lens of diversity, equity, and inclusion, for the advancement and capability of URI to meet its students' needs.

At 12:08 p.m. the Board of Trustees recessed for lunch. Public access was paused.

At 1:08 p.m. the Board returned to its retreat activities. Public access resumed.

4. DISCUSSION ITEMS

Chair Cook stated that the Board will now dive into the governance portion of the retreat. She remarked that the Governance Committee, led by Chair Tom Ryan, has done an excellent job laying out for the first time the types of procedures, policies, and ways of thinking that will allow us as a board to get better and better. She encouraged open and honest dialogue.

Governance Committee Chair Tom Ryan noted the importance of gathering together in person. He credited Chair Cook, Vice Chair McNally and President Dooley for the leadership they provided in bringing the Board of Trustees together during an abnormal time.

He thanked the members of the Governance Committee for the great work they've done organizing today's diversity discussion. He introduced documents provided to the trustees, including The Board of Trustees Orientation Manual, a draft Statement of Expectations, and a Board Member Assessment form. Committee Chair Ryan asked committee members to speak to their work.

a. Board of Trustees Orientation Manual

Governance Committee Vice Chair Courtney Nicolato introduced The Board of Trustees Orientation Manual, a compilation of resources for new trustees. She thanked Michelle Curreri for providing research, templates, and insights into what information to include in the manual. She noted that there is room for more information in the binder, and information will be updated as it changes. All information is included in the BoardEffect library and on the flash drive included with the manual.

Committee Vice Chair Nicolato reviewed the Table of Contents which lists available resources and includes links to all materials. She said that the Committee made sure the manual included insights around everything a new board member will need, including orientation and onboarding. A mentor program has been established to connect existing board members with new board members to help new trustees feel connected. She said it is a thoughtful, intentional, and dynamic piece of work with many resources for new board members.

b. Draft Statement of Expectations

Committee Chair Ryan stated that the Statement of Expectations lists what is expected of members of the URI Board of Trustees. He noted that current members of the Board did not receive a statement of expectations itemizing what is expected of them when they were originally confirmed as trustees. He said the final edition of the document will be used on a go-forward basis. He added that what is in front of the board members is a draft document for discussion.

Committee member Jay Placencia introduced the Statement of Expectations and thanked those that worked on the draft document. Much research and thought went into the document. Committee member Placencia noted that the Statement of Expectations describes the trustees' job and what is expected of the board members. She reviewed the document with the board members.

Committee Vice Chair Nicolato noted that the Statement is a recognition of one's personal commitment to the URI Board of Trustees and to the University of Rhode Island.

The board members discussed the Statement, and made the following modifications under "Expectations of Individual Board Members: Each individual board member is expected to:"

Add: "consistently advocate for Justice, Equity, and Inclusion for all members of the University."

Edit: "include the University as one of their top personal philanthropic priorities."

Edit: "prepare for and conscientiously participate in board meetings."

Edit: "attend board meetings to ensure a quorum at all board meetings."

c. Board Member Assessment

Committee Chair Ryan introduced the self-assessment survey. He asked that each member consider the assessment form which is focused on the board's effectiveness.

Board members discussed opportunities for growth, education, and greater connection to the University, including:

- Getting to know members of Senior Leadership better
- Learning sessions to provide deeper understanding of key issues
- Plenary Sessions with continued conversation during lunch breaks
- Exposure to various programs at the University
- More personal interaction with students and faculty
- Campus tours
- Regular time slots for committee meetings
- Possible consideration of term limits for committee leadership and membership
- Increased communication to board members on key issues at URI

Committee Chair Ryan and President Dooley noted their high assessment of the Board's Performance over the past year.

- d. Establishment of a new standing committee and its charter; modification of an existing standing committee and its charter; and corresponding amendments to Section 5.2 of the Board’s Bylaws together with a one-time suspension of the 3-week notice requirement of Section 11.1 of the Board’s Bylaws pursuant to Section 11.2 of the Board’s Bylaws**
[Enclosure 4d](#)

Committee Chair Ryan noted that at the April meetings each committee reviewed its workload. He said that the Academic Affairs, Research, and Student Life Committee had the biggest workload. Based on the review and in an effort to spread out the workload, it was determined that the committee’s focus be refined to Academic Affairs and Research, and an additional committee entitled “Student Life and Athletics” be created. Additionally, committee memberships were reassigned so all trustees will serve on two committees. The new committee assignments allow for three committee meetings to take place at the same time, with no overlap on membership. Draft documents of the revised committee charters and committee rosters were provided to the trustees.

Responding to inquiry about the new committee’s mission, Chair Cook stated that the mission of the Student Life and Athletics Committee was pulled from the Academic Affairs, Research, and Student Life Committee charter, and expanded upon, maintaining focus on the quality of experience for the student, with added language recognizing the level of importance of athletics to the University.

Committee Chair Ryan stated that the Student Life and Athletics Committee will meet with Senior Leadership members Thor Bjorn and Kathy Collins to create the committee calendar of events similar to those of the other standing committees.

President Dooley called attention to the following passage of the proposed new committee charter: “In consultation with the President, recommending to the Board standards of accountability and benchmarks against which to measure the success of the intercollegiate athletics programs.” He cautioned that NCAA regulations say that the board should not have anything to do with hiring and firing of coaches and a number of other collegiate athletics activities.

Interim General Counsel Jensen confirmed that following Board approval of the creation of the new committee and its charter, the committee can meet and amend the language of the charter.

Referring to making changes to the Bylaws, Interim General Counsel Jensen noted that Section 5.2 of the Bylaws simply sets out the names of the established standing committees, so the changes to this section of the Bylaws will be to add the name of the new committee and modify the name of the existing committee. She added that Section 11.1 of the Bylaws says the Bylaws may be amended by a 2/3 vote of the members present “provided that written notice of the substance of the proposed change has been emailed to the members of the Board at least 3 weeks prior to such meeting.” Section 11.2 of the Bylaws provides that any part of the Bylaws that is a rule of order may be suspended by a 2/3 vote of the members present. The Board will need to rely on this provision to finalize actions relating to the new committee as the Board members were not provided notice 3 weeks prior to Friday’s meeting, as would otherwise be required by Section 11.1.

e. Annual Review of Bylaws [Enclosure 4e](#)

Committee Chair Ryan stated that the Board just discussed one change to the Bylaws prompted by a specific action, but separate from that is the routine annual review of the Board's Bylaws in accordance with the Governance Committee calendar. Board members were provided the opportunity to discuss key provisions of the Bylaws and whether they believe any other amendments to the Bylaws would be appropriate.

Committee Chair Ryan addressed the newly enacted law allowing URI Board members to participate in meetings remotely. The law directs the Board to adopt rules defining the requirements for remote participation and the conditions by which a member is authorized to participate remotely. The Board will consider adopting rules at an upcoming meeting.

At 2:20 p.m., this meeting was paused as internet service became unavailable. At 2:42 p.m., internet service became available, and the meeting resumed.

5. ADJOURN

Chair Cook called for a motion to adjourn.

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

VOTED: THAT The University of Rhode Island Board of Trustees adjourn the meeting.

VOTE: 15 members voted in the affirmative and 0 members
voted in the negative.

YEAS: Margo Cook, Karina Montilla Edmonds, Michael Fascitelli,
Charles Fogarty, Christine Heenan, Neil Kerwin,
Matthew Lenz, Roby Luna, David Martirano, Michael McNally,
Cortney Nicolato, Vahid Ownjazayeri, Jay Placencia, Thomas Ryan,
and Armand Sabitoni.

NAYS: 0

ABSTAINS: 0

Richard Humphrey was not present for the vote.

At 2:42 p.m., this meeting ended.

The next URI Board of Trustees meeting is scheduled for June 25, 2021.