

Members

Margo Cook '86, *Chair*

Michael D. Fascitelli '78

Charles Fogarty '80

Christine Heenan

Richard S. Humphrey

Matthew Lenz '11

Roby Luna '04

David Martirano '91

Michael F. McNally '81, *Vice Chair*

Dr. Karina Montilla Edmonds '92

Cortney M. Nicolato '01

Vahid Ownjazayeri

Susan Petrovas '92

Yahaira "Jay" Placencia '01

Cecilia Rouse

Thomas Ryan '75

Armand E. Sabitoni '73

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

**The University of Rhode Island
Board of Trustees Governance Committee Meeting
Thursday, January 14, 2021, 8:00 a.m.**

PURSUANT TO GOVERNOR RAIMONDO'S EXECUTIVE ORDER, THIS MEETING WAS HELD VIRTUALLY USING THE WEBEX PLATFORM (COMMITTEE ONLY) AND FACEBOOK LIVESTREAM (PUBLIC VIEWING).

MINUTES

Committee Chair Thomas Ryan invited Chief of Staff, Board Secretary, and University Liaison, Michelle Curreri, to conduct a roll call of those members in attendance. Chair Ryan acknowledged that a quorum was present and called the meeting to order at 8:01 a.m.

The URI Board of Trustees Governance Committee voting members in attendance:

- Mr. Thomas M. Ryan (Committee Chair)
- Ms. Cortney Nicolato (Committee Vice Chair)
- Honorable Charles J. Fogarty, Jr. (arrived at 8:07 a.m.)
- Mr. Vahid Ownjazayeri
- Ms. Jay Placencia

The URI Board of Trustees ex-officio Committee members in attendance:

- Ms. Margo Cook, Chair, Board of Trustees
- Ms. Barbara Cottam, Chair, Board of Education
- Dr. David Dooley, President
- Mr. Michael McNally, Vice Chair, Board of Trustees

The URI staff members in attendance:

- Ms. Michelle Curreri, Chief of Staff, Board Secretary, and University Liaison
- Mr. Peter Harrington, Interim General Counsel
- Ms. Lauren Jensen, Assistant Legal Counsel
- Ms. Kelly K. Mahoney, Executive Director for External Relations and Communications, and University Liaison

1. ACCEPTANCE OF THE AGENDA

Chair Ryan called for a motion to accept the agenda for the January 14, 2021 meeting.

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

VOTED:	THAT	The University of Rhode Island Board of Trustees Governance Committee accept the January 14, 2021 meeting agenda.
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VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
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YEAS:	Cortney Nicolato, Vahid Ownjazayeri, Jay Placencia, and Thomas Ryan
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NAYS:	0
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ABSTAINS:	0
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Charles Fogarty was not present for the vote.

2. APPROVAL OF THE MINUTES

a. Minutes of the September 10, 2020 Meeting

Chair Ryan called for a motion to approve the minutes of the September 10, 2020 meeting.

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

VOTED:	THAT	The University of Rhode Island Board of Trustees Governance Committee approve the September 10, 2020 meeting minutes.
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VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
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YEAS:	Cortney Nicolato, Vahid Ownjazayeri, Jay Placencia, and Thomas Ryan
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NAYS:	0
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ABSTAINS:	0
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Charles Fogarty was not present for the vote.

Chair Ryan informed the Committee that no action would be required relating to any of the discussion topics.

3. DISCUSSION ITEMS

a. Update Committee on Presidential Search

Chair Ryan provided an update on the Presidential search, including the search firm's identification of qualified candidates and the timeline for interviews by the search committee. He noted that the search firm is very pleased with the cadre of candidates being considered.

b. Cecilia Rouse Pending Resignation

Chair Ryan stated that Cecilia Rouse's appointment to President-elect Biden's administration will create a vacancy on the Board. He remarked that the Board is losing a key board member and contributor and encouraged committee members to bring forward the names of any qualified candidates. He stressed the importance of maintaining a diverse representation on the Board.

Responding to inquiry about board member term limits, Kelly Mahoney stated that the expiration of some members' terms coincides with the Governor's transition and noted that those members can continue to serve until either they are reconfirmed, or their replacement is seated.

c. Board Composition Matrix Survey Results

Vice Chair Cortney Nicolato reviewed the results of the Board Composition Matrix Survey. She noted that the purpose of the survey was to fully understand how the Board is best representing the URI community, its faculty, and students. She thanked the Board members for taking the time to complete the voluntary survey.

Results included a breakdown of data by age, residency, alumni status, area of expertise, gender, race, ethnicity, protected veteran status and disability status. Vice Chair Nicolato noted that an additional self-identification question may be added to future surveys, to align with what URI is asking its faculty and students.

Vice Chair Nicolato remarked that the survey results point to areas of opportunity, including race, ethnicity, protected veteran status, and disability status. She suggested that the Board use the area of expertise information as new board members are considered for appointment, so that the needs of the university are represented in the expertise of the Board of Trustees.

Chair Ryan thanked Vice Chair Nicolato for her work on the survey.

d. Update Annual Retreat

Chair Ryan reminded the Committee that the annual retreat is planned for June 2021. He noted that the Governance Committee is responsible for board education and development. Suggested education and development discussion items included:

- deeper understanding of overall university finances, including capital expenditures, purchasing, and hiring practices at URI
- understanding what a research university is, and its impact on students, faculty, and the community it serves
- faculty diversity
- identifying student success
- key trends and issues in education at both the state and national levels
- external affairs and branding of the University

Board Chair Margo Cook noted that while educational development is part of each board meeting, the retreat will allow the Board to expand on that, and to set goals and priorities. Two areas she would hope to accomplish at the retreat include setting priorities for the University and the Board, including identifying the process to accomplish those goals, and creating a statement of commitment and responsibility of the board members.

e. Board Member Orientation – Implementation of Standard Board Operating Principles and Criteria

Chair Ryan discussed formalizing a board member orientation book. He suggested including information on the Board's mission, its charter, by-laws, acronyms, information on the time commitment, philanthropic participation, outside events, and the finances of the University. He proposed that the book be given to prospective board members, and that current board members mentor new board members.

Board member Jay Placencia suggested the following items be included in the orientation book:

- Welcome letter
- Written statement of responsibilities
- Term limits, time commitments
- General overview of the University
- Charter
- By-laws
- Meeting schedule
- Committee descriptions
- Contact information for board members and staff
- Policies, including conflict of interest and diversity and inclusion
- Board composition matrix results
- Miscellaneous items of importance to incoming board members

4. ADJOURN

Chair Ryan called for a motion to adjourn the meeting of January 14, 2021.

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

VOTED: THAT The University of Rhode Island Board of Trustees Governance

URI Board of Trustees Governance Committee meeting
January 14, 2021

Committee Adjourn the meeting of January 14, 2021.

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

YEAS: Charles Fogarty, Vahid Ownjazayeri, Jay Placencia, and Thomas Ryan

NAYS: 0

ABSTAIN: 0

Vice Chair Nicolato was not present for the vote.

The meeting adjourned at 9:05 a.m.

UPCOMING MEETING

The next URI Board of Trustees Governance Committee meeting is scheduled for April 22, 2021.