



Members

Margo Cook '86, *Chair*

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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

Thomas Ryan '75

Armand E. Sabitoni '73

**The University of Rhode Island Board of Trustees
Governance Committee Meeting
Thursday, January 20, 2022 • 12:15 p.m. EST**

**The University of Rhode Island
Robert J. Higgins Welcome Center, Hope Room
45 Upper College Road, Kingston, RI 02881**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the January 20, 2022, meeting of the Governance Committee of the University of Rhode Island Board of Trustees. She conducted a roll call attendance and determined that a quorum was present. At 12:16 p.m., this meeting was called to order.

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 Committee held a hybrid meeting in accordance with Governor McKee's Executive Order 22-01. Some Committee members gathered in person and some members participated remotely. Public access to the meeting was made available via the YouTube video platform.

The URI Board of Trustees Governance Committee members participating:

- Ms. Cortney Nicolato (Committee Chair) (in person)
- Ms. Jay Placencia (Committee Vice Chair) (in person)
- Ms. Margo Cook, Board of Trustees Chair (ex officio, voting) (in person)
- Ms. Barbara Cottam (non-voting) (joined remotely at 12:19 p.m.)
- Dr. Mayrai Gindy (non-voting) (in person)
- Mr. Michael McNally, Board of Trustees Vice Chair (ex officio, voting) (in person)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (in person)

URI Board of Trustees Governance Committee member not present:

- Honorable Charles J. Fogarty, Jr.

URI President’s Leadership Council members in attendance:

- Dr. Laura Beauvais, Interim Provost and Vice President for Academic Affairs (in person)
- Ms. Abby Benson, President’s Senior Advisor and Chief of Staff (in person)
- Ms. Alyssa Boss, General Counsel (in person)
- Ms. Anne Marie Coleman, Assistant Vice President for Human Resources (in person)
- Ms. Elizabeth Breul O’Rourke, President, URI Foundation and Alumni Engagement (in person)

URI staff members in attendance:

- Ms. Lauren Burgess, Director, Legislative and Government Relations (in person)
- Ms. Audrey Cardany, President, URI Faculty Senate (in person)
- Ms. Robin Cawley, Executive Assistant II (in person)
- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Mr. Carlos Lopez Estrada, Director, Legislative and Government Relations (in person)
- Ms. Lynn Owens, Associate Secretary (in person)
- Dr. Michael Rice, Vice President, URI Faculty Senate (in person)

1. ACCEPTANCE OF THE AGENDA

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee accept the Agenda for the meeting of January 20, 2022.

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

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee accept the agenda for the meeting of January 20, 2022.

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

YEAS: Margo Cook, Michael McNally, Courtney Nicolato and Jay Placencia.

NAYS: 0

2. APPROVAL OF THE MINUTES

a. Minutes of the November 4, 2021 Governance Committee meeting [Enclosure 2.a.](#)

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee approve the Minutes of the November 4, 2021 meeting of the Committee.

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

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee approve the minutes of the November 4, 2021, meeting of the Committee.

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

YEAS: Margo Cook, Michael McNally, Cortney Nicolato and Jay Placencia.

NAYS: 0

ABSTAINS: 0

3. DISCUSSION ITEMS

a. 2022 Proposed Legislative Changes

Committee Chair Nicolato asked Carlos Lopez Estrada, Director of Legislative and Government Relations, to speak to this item. Director Lopez Estrada introduced Director Lauren Burgess, who works with Rhode Island's federal delegation on legislative and government relations. He reported that he and Lauren, along with the Office of the General Counsel and the team at Pannone, Lopes, Devereaux and O'Gara, LLC, are working on proposed legislative changes to modify quorum and remote meeting requirements. He noted that the proposed changes will allow URI and its Board of Trustees to have a global impact; he reported that the proposed changes are being well received.

Committee Chair Nicolato noted that many of the folks on our Board are executives across the globe and making sure that we can still conduct meetings in a fashion that is representative of the University is important. Next steps were discussed.

The University of Rhode Island Board of Trustees Annual Report April 2020-December 2021 was distributed to those in attendance. The report was mailed to remote participants.

In response to an inquiry about board member terms and the selection and appointment process, Director Lopez Estrada reported that the Governor will be meeting with the Chair very soon to discuss the URI Board of Trustees appointment process.

b. URI Board of Trustees Nomination Process

Committee Chair Nicolato reported that the Committee has been focused on the board member nomination process. Understanding that the Governor appoints the trustees, the Board would like to be ready to provide suggestions. The Governor, the Speaker of the House, and the Senate President were provided with the Board of Trustees' annual report of activities, which shared some of the incredible highlights and accomplishments, not just of the Board of Trustees but of the University as well. The report contains recommendations for the 2022 renewal and appointment process. While 12 of 17 members are up for renewal, the rule of thumb legislatively is trustees remain in their seats until either renewed or someone else is selected. Chair Cook reported that nearly everyone is being considered for renewal so there's some continuity to the Board. She also reported that the Board is a very collegial group still in its early days and working very well. Committee Chair Nicolato noted that she and Chair Cook spoke with many of the trustees who are up for renewal, to learn from them and hear their interest in potentially being renewed, discussed their participation on the Board and what they would like to do moving forward if they are renewed.

Committee Chair Nicolato reported that a draft version of the nomination form is up for review by committee members. This form will be used by people to share their interest in potentially serving on the Board. She said the plan is to open the nomination process to the public through an online form. Vice Chair McNally stressed the importance of increasing diversity on the Board, both for broader diversity and inclusion goals and also in terms of skills and expertise.

c. Faculty Trustee and Student Trustee Appointments

Committee Chair Nicolato referred to RIGL 16-32-2.2 and Section 2.3 of the Board's Bylaws entitled "Appointments of the President.": "The President of the University of Rhode Island will appoint one (1) faculty member and one (1) student member who shall be a full-time student in good standing at the University, and who shall both serve in a non-voting, *ex officio* capacity for a single two (2) year term."

Committee Chair Nicolato celebrated outgoing student representative Christopher Bove and outgoing faculty representative Mayrai Gindy for their service and commitment to the University of Rhode Island, stating that it has been an honor and a privilege to have worked with them over the past two years. She asked President Parlange to provide an update on the selection of a new student representative and a new faculty representative to the Board.

President Parlange expressed his thanks to Dr. Gindy for her leadership on the Board in representing the entire faculty and the URI community at large. He thanked Trustee Bove for being a strong advocate on behalf of the Student Senate and all URI students.

The President called on Audrey Cardany, Faculty Senate President, to provide input on the selection process. President Parlange announced that Dr. Bethany Jenkins, Professor in the College of Environment and Life Sciences, has been selected to serve as the faculty representative on the URI Board of Trustees. Junior Hannah Bachert has been selected to serve as the student representative. President Parlange provided background information on the new trustees.

d. Board Engagement and Pipeline Development

- Lil Breul O'Rourke, President, URI Foundation and Alumni Engagement (URIFAE)

Committee Chair Nicolato reported that URIFAE President Lil O'Rourke, Chair Cook, and others are looking into ways to engage potential trustees, making sure all the various advisory groups and committees throughout the University see an opportunity to serve on the Board of Trustees.

President O'Rourke reported on how the URIFAE can be supportive of this pipeline development effort and Board engagement. She noted that the Foundation is responsible for advancing the University and works in close proximity and partnership with URI to engage great talent, ensuring that candidates are absolutely the right people for the University. She emphasized the importance of a transparent, coordinated effort to always be in conversation about how the University creates engagement opportunities for potential Board members from around the world.

e. Annual Retreat Planning

- Cortney Nicolato
- President Marc Parlange

President Parlange reported that the University has started the strategic planning process to develop a new University-wide, 10-year strategic plan (2022-2032) designed to create a vision for the future and what the University aspires to achieve. He suggested that during the upcoming Board retreat the University could conduct breakout sessions to get the perspective of Board members on the structure of the strategic plan and its key themes.

Chair Cook encouraged the continued use of the self-assessment tools used at last year's retreat, with a high-level focus on the goals of the Board and their alignment with the goals of the University. She encouraged the use of breakout sessions focused on self-assessment topics.

Jay Placencia suggested that during the retreat the Board and the University look at what

they've done this past year in terms of diversity, equity and inclusion and how they have improved.

Committee Chair Nicolato confirmed that the Committee will focus on high-level agenda topics for the retreat, which is planned for June 23-24, 2022.

4. ADJOURN

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee adjourn the meeting of January 20, 2022.

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

VOTED: THAT The University of Rhode Island Board of Trustees
Governance Committee adjourn the meeting of January 20, 2022.

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

YEAS: Margo Cook, Michael McNally, Cortney Nicolato and Jay
Placencia.

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 12:57 p.m.

The next URI Board of Trustees Governance Committee meeting is scheduled for April 21, 2022.