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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
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Ex Officio Members

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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, November 4, 2021 • 1:15 p.m., EDT
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 November 4, 2021, meeting of the Governance Committee of the University of Rhode Island Board of Trustees. Chair Nicolato conducted a roll call attendance and confirmed that a quorum of members was present in person. At 1:16 p.m., the meeting was called to order.

The URI Board of Trustees Governance Committee members participating in person:

- Ms. Cortney Nicolato (Committee Chair)
- Ms. Jay Placencia (Committee Vice Chair)
- Honorable Charles J. Fogarty, Jr. (arrived at 1:19 p.m.)
- Ms. Margo Cook, Board of Trustees Chair
- Mr. Michael McNally, Board of Trustees Vice Chair
- Ms. Barbara Cottam (non-voting)
- Dr. Mayrai Gindy (non-voting)
- Dr. Marc B. Parlange, President (non-voting)

URI Board of Trustees member attending in person:

- Mr. Neil Kerwin

URI Senior Leadership members participating in person:

- Dr. Laura Beauvais, Interim Provost and Vice President for Academic Affairs
- Ms. Alyssa Boss, General Counsel
- Ms. Anne Marie Coleman, Assistant Vice President, Human Resources

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- Ms. Michelle Curreri, Chief of Staff and Secretary, Board of Trustees
- Ms. Lil Breul O'Rourke, President, URI Foundation and Alumni Engagement
- Ms. Abigail Rider, Vice President for Administration and Finance

URI staff members in attendance:

- Ms. Lauren Burgess, Director, Legislative and Government Relations (remote)
- Ms. Robin Cawley, Executive Assistant II (in person)
- Mr. Carlos Lopez Estrada, Director, Legislative and Government Relations (remote)
- Mr. Michael Katz, Associate Vice President, Intellectual Property Management & Economic Development and Executive Director, URI Research Foundation (remote)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management (in person)
- Dr. Dan Moos, Assistant to the Vice President for Administration and Finance (in person)
- Mr. Brian Nath, Director, Intellectual Property Legal (in person)
- Ms. Lynn Owens, Associate Secretary (in person)

1. ACCEPTANCE OF THE AGENDA

Committee Chair Nicolato called for a motion to accept the Agenda for the November 4, 2021 meeting.

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 November 4, 2021 meeting agenda.

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

YEAS: Michael McNally, Cortney Nicolato and Jay Placencia.

NAYS: 0

ABSTAINS: 0

Margo Cook and Charles Fogarty were not present for the vote.

2. APPROVAL OF THE MINUTES

- a. Minutes of the October 18, 2021 Governance Committee meeting [Enclosure 2.a.](#)

Committee Chair Nicolato called for a motion to approve the Minutes of the October 18, 2021 meeting.

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

VOTED: THAT The University of Rhode Island Board of Trustees
Governance Committee approve the October 18, 2021 meeting
minutes.

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

YEAS: Michael McNally, Cortney Nicolato and Jay Placencia.

NAYS: 0

ABSTAINS: 0

Margo Cook and Charles Fogarty were not present for the vote.

3. DISCUSSION ITEMS

a. URI Board of Trustees Nomination Process

Committee Chair Nicolato outlined a draft structure and timeline for the URI Board Member Nomination, Selection and Renewal Process. She noted that 11 of 17 board members' terms will have expired by February 2022. She reported that more information will be shared with the Board on the structure and process following conversations with our colleagues in government.

b. Faculty Trustee and Student Trustee Appointments

Committee Chair Nicolato noted that R.I.G.L. §16-32-2.2 and Section 2.3 of the Board's Bylaws state that 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-year term. She remarked that the Board is abundantly grateful to have faculty representative Mayrai Gindy and student representative Christopher Bove serve on the Board of Trustees.

President Parlange acknowledged faculty trustee Mayrai Gindy and student trustee Christopher Bove, stating that they have been wonderful representatives of the faculty and student body. Both board members' terms expire on February 1, 2022. He noted that he will be looking to appoint a new member from the Student Senate leadership and an engaged faculty member.

c. Board Composition Matrix – Update annual survey

Committee Vice Chair Jay Placencia discussed the Board’s annual survey and resulting Board composition matrix that was completed by all board members last year. The composition matrix includes facts that identify the current makeup of the Board. When new board members are added to the Board of Trustees, the survey will be distributed again for completion, and may include added categories such as skills, attributes and areas of interest and expertise. Trustee McNally stated that the current composition matrix will be helpful to refer to when looking for new board members who will bring needed skills to the Board.

4. ACTION ITEMS

a. Review of an Amendment to the URI Board of Trustees’ May 8, 2020, Resolution Designating The University of Rhode Island Research Foundation as the Sole and Exclusive Agent of the URI Board of Trustees for Intellectual Property, and recommendation for approval to the URI Board of Trustees. [Enclosure 4.a.](#)

General Counsel Alyssa Boss provided background on this matter. In 2007, the state legislature enacted the “University of Rhode Island Research Act” establishing the URI Research Foundation. Among the powers of the URI Research Foundation is to pursue, obtain and protect the intellectual property rights including patents, trademarks, tangible materials and copyrights in and to all valuable intellectual property flowing from or belonging to URI and to administer such intellectual property in conformity with applicable state and federal law. When the Board of Trustees was organized, the general counsel at the time determined that the Board of Trustees should additionally delegate that power to the Research Foundation in order to be consistent. The resolution that was passed in May of 2020 designated the URI Research Foundation as the sole and exclusive agent of the URI Board of Trustees for intellectual property.

General Counsel Boss noted that it has been the practice that a subset of trademarks, specifically what are known and referred to as “University referencing and identifying trademarks” has been managed exclusively by the University on behalf of its governing board, and not managed or administered by the URI Research Foundation. She reported that the working group that is reviewing policies realized that there was an inconsistency between actual practices and stated delegations. This amendment intends to revise the 2020 delegation, indicating that these university marks don’t fall within the exclusive delegation of the URI Research Foundation. This is consistent with the URI Research Foundation’s understanding as well.

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve an Amendment to the URI Board of Trustees May 8, 2020, Resolution Designating the University of Rhode Island Research Foundation as the Sole and Exclusive Agent of the

URI Board of Trustees for Intellectual Property, as recommended and presented in Enclosure 4.a.

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

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee recommend that the Board of Trustees approve an Amendment to the URI Board of Trustees May 8, 2020, Resolution Designating the University of Rhode Island Research Foundation as the Sole and Exclusive Agent of the URI Board of Trustees for Intellectual Property, as recommended and presented in Enclosure 4.a.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

b. URI Board of Trustees Policy Review and Recommendation to the URI Board of Trustees

Chair Nicolato pointed out that the Governance Committee is responsible for reviewing a wide range of diverse policies. Noting that policies presented to the Governance Committee are subject specific, she suggested that committees that have a corresponding level of subject matter expertise review the policies as well. To that end, during the first round of policy review, policies will be sent to the appropriate subject matter committee. The Governance Committee's review of the policy will include a review of the expert committee's comments and recommendation, prior to making a recommendation to the Board of Trustees.

(i) URI Board of Trustees Policy on the Awarding of Honorary Degrees
[Enclosure 4.b.\(i\)](#)

Committee Chair Nicolato noted that this draft policy was reviewed by the Governance Committee at its October 18, 2021 meeting. Certain changes to the draft policy were recommended and have been incorporated into Enclosure 4.b.(i).

Committee Chair Nicolato called for a motion that the Governance Committee of the URI Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Awarding of Honorary Degrees, as recommended and presented in Enclosure 4.b.(i).

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

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee recommend that the Board of Trustees approve the URI Board of Trustees Policy on Awarding of Honorary Degrees, as recommended and presented in Enclosure 4.b.(i).

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

(ii) Policy on Ethics and Conflict of Interest [Enclosure 4.b.\(ii\)](#)

Ms. Kara Larsen reported that the Policy on Ethics and Conflict of Interest, the Policy on Conflict of Interest in Research, and the Policy on Public-Private Partnerships in Research and Development were all reviewed by the Committee on September 23, 2021, and no substantive changes were made to the policy language.

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Ethics and Conflict of Interest, as recommended and presented in Enclosure 4.b.(ii).

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

VOTED: THAT The Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Ethics and Conflict of Interest, as recommended and presented in Enclosure 4.b.(ii).

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

(iii) Policy on Conflict of Interest in Research [Enclosure 4.b.\(iii\)](#)

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Conflict of Interest in Research, as recommended and presented in Enclosure 4.b.(iii).

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

VOTED: THAT The Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Conflict of Interest in Research, as recommended and presented in Enclosure 4.b.(iii).

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

(iv) Policy on Public-Private Partnerships in Research and Development [Enclosure 4.b.\(iv\)](#)

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Public-Private Partnerships in Research and Development, as recommended and presented in Enclosure 4.b.(iv).

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

VOTED: THAT The Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Public-Private Partnerships in Research and Development, as recommended and presented in Enclosure 4.b.(iv).

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

(v) Policy on Intellectual Property [Enclosure 4.b.\(v\)](#)

As reported at the September 23, 2021 meeting, this policy manages the control of Intellectual Property (IP) at the University, primarily IP that is developed through research and development. This is a revision of the 2013 Board of Education policy, and includes updates to the entity names, clarity regarding ownership determinations, and updates in line with federally mandated provisions.

Director Brian Nath provided a detailed review of the policy, noting that one of the primary changes simplifies the distribution tier system and another relates to certain Bayh-Dole (Act) obligations regarding federally sponsored research.

Dr. Dan Moos reported on substantive changes, including the removal of certain procedures from the Board of Education policy, the addition of language regarding student IP, and the strengthening of language regarding assignment of ownership of the patent IP.

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Intellectual Property, as recommended and presented in Enclosure 4.b.(v).

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

VOTED: THAT The Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Intellectual Property, as recommended and presented in Enclosure 4.b.(v).

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

(vi) **Policy on University Trademarks and Licensing** [Enclosure 4.b.\(vi\)](#)

Dr. Moos reported that a few changes have been made to the draft policy reviewed by the Committee at its September 23, 2021 meeting. Specifically, language regarding delegation of management of operational university marks has been changed, in line with the amendment to the resolution that General Counsel Boss presented in Agenda Item 4.a. He noted that this policy change delegates the authority for management of the marks to the Vice President for Student Affairs (who is also the Chair of the Licensing Committee).

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on University Trademarks and Licensing, as recommended and presented in Enclosure 4.b.(vi).

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

VOTED:	THAT	The Governance Committee of the University of Rhode Island Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on University Trademarks and Licensing, as recommended and presented in Enclosure 4.b.(vi).
VOTE:		5 members voted in the affirmative and 0 members voted in the negative.
YEAS:		Margo Cook, Charles Fogarty, Michael McNally, Cortney Nicolato and Jay Placencia.
NAYS:		0
ABSTAINS:		0

5. ADJOURN

Committee Chair Nicolato called for a motion to adjourn the meeting of November 4, 2021.

On a motion duly made by Jay Placencia and seconded by Margo Cook, it was

VOTED:	THAT	The University of Rhode Island Board of Trustees Governance Committee adjourn the meeting of November 4, 2021.
VOTE:		5 members voted in the affirmative and 0 members voted in the negative.
YEAS:		Margo Cook, Charles Fogarty, Michael McNally, Cortney Nicolato and Jay Placencia.

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NAYS: 0

ABSTAINS: 0

The meeting adjourned at 1:45 p.m.

The next URI Board of Trustees Governance Committee meeting is scheduled for January 20, 2022.