



**Members**

Margo Cook '86, *Chair*

Michael D. Fascitelli '78

Charles Fogarty '80

Christine Heenan

Richard S. Humphrey

Neil Kerwin '73

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

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, April 22, 2021 • 9:00 a.m. EDT**

**MINUTES**

Committee Chair Thomas Ryan invited Michelle Curreri, Chief of Staff and Board Secretary, 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 9:01 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 9:04 a.m.)
- Mr. Vahid Ownjazayeri
- Ms. Jay Placencia

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

- Ms. Margo Cook, Chair, Board of Trustees
- Ms. Barbara Cottam, Chair, Board of Education (joined at 9:36 a.m.)
- Mr. Michael McNally, Vice Chair, Board of Trustees

The URI Senior Leadership members in attendance:

- Ms. Anne Marie Coleman, Assistant Vice President for Human Resources
- Ms. Michelle Curreri, Chief of Staff and Board Secretary
- Mr. Peter Harrington, Interim General Counsel (joined at 9:50 a.m.)
- Ms. Kelly Mahoney, Executive Director for External Relations and Communications
- Ms. Abigail Rider, Vice President, Division of Administration and Finance

The URI staff members in attendance:

- Ms. Robin Cawley, Executive Assistant II
- Ms. Lauren Jensen, Assistant Legal Counsel
- Ms. Kara Larsen, Assistant Vice President Enterprise Risk Management
- Mr. Dan Moos, Assistant to the Vice President, Div. of Administration and Finance
- Ms. Lynn Owens, Associate Secretary

## 1. ACCEPTANCE OF THE AGENDA

Chair Ryan called for a motion to accept the agenda for the April 22, 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 April 22, 2021 meeting agenda.

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

YEAS: Cortney Nicolato, Vahid Ownjazayeri, Jay Placencia, and Thomas Ryan.

NAYS: 0

ABSTAINS: 0

Charles Fogarty was not present for the vote.

## 2. APPROVAL OF THE MINUTES

### a. Minutes of the January 14, 2021 Meeting [Enclosure 2a](#)

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

On a motion duly made by Vahid Ownjazayeri and seconded by Jay Placencia, it was

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee approve the January 14, 2021 meeting minutes.

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

YEAS: Cortney Nicolato, Vahid Ownjazayeri, Jay Placencia, and Thomas Ryan.

NAYS: 0

ABSTAINS: 0

Charles Fogarty was not present for the vote.

### 3. DISCUSSION ITEMS

#### a. Board of Trustees Policy Review

##### i. Policy on Policies [Enclosure 3a\(i\)](#)

As Ms. Rider worked through some technical difficulties, Mr. Dan Moos introduced the fundamental idea behind this policy, to distinguish between the following policies:

- Board policies: compliance with applicable laws, monitoring and managing risk, fiduciary responsibilities, statements of principals shaping the institution’s direction and mission, institution-wide governing policies, and operation and management of the Board.
- Administrative/university policies: involving the operation of the University, including Academic policies involving the Faculty Senate, the President, and the administrative team.

Committee members discussed the Board’s duty to formulate broad policy and the policy review process. Ms. Rider confirmed that her office plans to present policies to the Board for review in a prioritized manner. Ms. Rider noted that the policy review period is often determined by how likely it is that there is a change in environment that warrants review of the policy. Committee Chair Ryan recommended that policies be reviewed annually. He asked that the administration present to the Board a one to two-page overview of all policies. Committee Vice Chair Nicolato asked that the listing include recommendations on the review period for each policy. She noted that the timing of the policy reviews will be added to the Governance Committee calendar to make sure routine review is established.

Committee Chair Ryan asked for clarification on authority over new academic policies and material changes to existing academic policies. Ms. Rider reviewed the State of Rhode Island’s shared governance guidelines that dictate joint decision making between the Faculty and the President, with notification to the Board of Trustees. Board Chair Cook noted that this was discussed at a previous Academic Affairs, Research, and Student Life Committee meeting, and is worth bringing back to the table. Board of Trustees Vice Chair McNally noted that the bylaws speak to the President’s role, in consultation with faculty and academic leadership, in recommending the creation or termination of academic majors and the creation, consolidation or termination of academic departments, schools, and colleges.

##### ii. Policy on Consensual Relationships [Enclosure 3a\(ii\)](#)

- Abigail Rider, Vice President for Administration and Finance

Ms. Rider noted that this policy is set up to protect undergraduate and graduate students from an uneven influence of power in certain relationships. She stated that URI has created a set of rules which address the uneven power dynamic and the appearance of a conflict of interest; this policy prohibits two particular types of consensual relationships:

- Between faculty/staff in positions of power and undergraduates
- Between faculty/staff and graduate students in the same program

Ms. Rider noted that there is a broad set of exceptions to the policy. The policy includes a reporting matrix.

Committee members suggested that consensual relationships involving Board members be addressed in the policy.

**b. Board of Trustees Retreat – June 24-25, 2021**

Committee Chair Ryan recommended two topics for the upcoming retreat:

- Discussion of the committees, their charters, roles and responsibilities, and the possible need for realignment of responsibilities.
- Justice, Equity, Diversity, and Inclusion at URI.

Committee Vice Chair Nicolato suggested bringing in a professional to speak to the Board about justice, equity, diversity, and inclusion. She thought an interactive panel discussion with in-house diversity officers would provide trustees and leadership some sensitivity and understanding of what's really happening at URI. She added that the retreat session should include facts and numbers on diversity of students, faculty, and leadership at the University.

A thoughtful discussion was had about what the trustees want to hold themselves to around diversity, equity, and inclusion, and how that transfers to the new president. Vice Chair Nicolato suggested that the retreat provide the trustees an opportunity for reflection on their lived experiences, understanding, and education, before discussing the priorities of the University as it relates to justice, equity, diversity, and inclusion.

Board of Trustees Chair Cook noted the importance of the content and the goals of such a discussion and pointed out the value of showing the URI community that the Board takes justice, equity, diversity, and inclusion very seriously.

Dr. Parlange will participate in the retreat virtually; he has been invited to attend in person.

A working group will meet to prepare for the retreat. A special meeting of the Governance Committee may be called to finalize plans for the two-day event.

**c. Board of Trustees Orientation Manual**

Committee Chair Ryan announced that a Board of Trustees Orientation Manual has been drafted and includes numerous resources for new Board members. He noted that Neil Kerwin has reviewed the manual and his feedback was positive. He said that the manual will be introduced to new members by a mentor, who will be assigned to the new member by the Board Chair, Vice Chair, and Governance Committee Chair.

Committee Vice Chair Nicolato noted that the orientation manual will be reviewed on a regular basis to make sure the information is up to date. Committee Chair Ryan noted that the manual contains a “Statement of Expectations” section which will be used during the annual Board and peer review process. The plan is to share the orientation manual at the June retreat.

**d. Annual Review of the Governance Committee Charter [Enclosure 3d](#)**

- Thomas Ryan, Chair, URI Board of Trustees Governance Committee

Committee Chair Ryan noted that all committees are reviewing their charters today. He stated that he thinks the Governance Committee can take on more responsibilities. One of the areas he suggested was research and partnership, currently a responsibility of the Academic Affairs, Research, and Student Life Committee. Committee members agreed that research and business development growth might be an area of opportunity for the Governance Committee. Committee Vice Chair Nicolato noted that a review of the committees may identify where the trustees should be more engaged in the University, recognizing the importance of spending time with the students and attending events in support of the University. She noted that each college has an advisory group, which may be a place for engagement and participation, and a pipeline for development of future trustees and leaders. Board Chair Cook recommended that Governance Committee and University Advancement and External Affairs Committee members discuss this further to define pathways.

Committee Chair Ryan stated that the Governance Committee needs to formalize a process on how trustee candidates are identified and selected. Kelly Mahoney noted that the Governor has the sole authority to appoint the board members and get the advice and consent of the Senate. She said that an important step in the process will be how to engage with the Governor and the Governor’s team to ensure communication, cooperation, and a positive outcome.

In terms of vetting candidates, Ms. Mahoney noted that the Senate Committee on Judiciary and the Senate Committee on Education requires that candidates fill out a very detailed questionnaire and provide information in regard to the Code of Ethics disclosure statement.

Committee members discussed ways to identify potential candidates and agreed to take a proactive approach to build a slate of candidates to recommend to the Governor when new members are needed.

Ms. Mahoney spoke of the important legislation being considered this session regarding improvements to the original URI Board of Trustees enabling legislation. All members nominated by the Governor will go through the Senate advice and consent process. Two types of recommendations are considered by the Governor, those from the President of the University, and recommendations from the Speaker of the House and the Senate President. Ms. Mahoney spoke of the great opportunity to work with the Governor and his team on how best the Board can provide those recommendations, helping the Governor and the Senate President put the University forward in a positive way.

Committee Chair Ryan noted that this will be a discussion item for the June meeting

#### **4. ADJOURN**

Chair Ryan called for a motion to adjourn the meeting of April 22, 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 Committee adjourn the meeting of April 22, 2021.

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

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

NAYS:        0

ABSTAIN: 0

The meeting adjourned at 10:41 a.m.

**The next regular meeting of the URI Board of Trustees Governance Committee is scheduled for June 24, 2021.**