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Bethany D. Jenkins
Faculty Representative

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Student Representative

**The University of Rhode Island Board of Trustees
Governance Committee Meeting
Thursday, April 21, 2022 • 3:15 p.m. EDT**

**The University of Rhode Island
The Coastal Institute, Large Conference Room
Narragansett Bay Campus
215 South Ferry Road, Narragansett, RI 02882**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the April 21, 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 3:22 p.m., this meeting was called to order.

The Committee held a hybrid meeting. Public access to the meeting was available via the YouTube video platform.

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.
- Mr. Michael McNally, Board of Trustees Vice Chair (ex officio, voting)
- Ms. Barbara Cottam (non-voting)
- Dr. Bethany Jenkins (non-voting)
- Dr. Marc B. Parlange, President (ex officio, non-voting)

The URI Board of Trustees Governance Committee member not participating:

- Ms. Margo Cook, Board of Trustees Chair (ex officio, voting)

URI President's Leadership Council members in attendance:

- Ms. Linda Acciaro, Interim Director, External Relations and Communications (in person)
- Ms. Abby Benson, Senior Advisor to the President and Chief of Staff (in person)
- Ms. Alyssa Boss, General Counsel (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. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Mr. Carlos Lopez Estrada, Director, Legislative and Government Relations (in person)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (in person)
- Ms. Ann Morrissey, Special Assistant to the Provost, Academic Planning (in person)
- Ms. Lynn Owens, Associate Secretary (in person)

Chair Nicolato welcomed Dr. Bethany Jenkins to the Committee. Dr. Jenkins was appointed by President Parlange to serve on the Board of Trustees as the Faculty Representative. She is a URI Professor of Cell and Molecular Biology and Professor of Oceanography. She is the current Director of the Biological and Environmental Sciences Graduate Program. Her research program focuses on marine microorganisms in environments around the world, including Narragansett Bay and Antarctica. Dr. Jenkins teaches undergraduate and graduate courses in microbiology and bioinformatics. She is a member of the Graduate Council, past member of the Faculty Senate and past member of the Research Advisory Committee to the URI Division of Research and Economic Development.

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 April 21, 2022.

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 accept the agenda for the meeting of April 21, 2022.

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

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

NAYS: 0

ABSTAIN: 0

2. APPROVAL OF THE MINUTES

a. Minutes of the January 20, 2022 Governance Committee meeting [Enclosure 2.a.](#)

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee approves the Minutes of the January 20, 2022 meeting of the Committee as presented in Enclosure 2.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 approve the minutes of the January 20, 2022, meeting of the Committee, as presented in 2.a.

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

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

NAYS: 0

ABSTAINS: 0

3. DISCUSSION ITEMS

a. Board of Trustees Policy Review

(i) FY22-23 URI Board of Trustees Policy List and Anticipated Review Schedule [Enclosure 3.a.\(i\)](#)

Committee Chair Nicolato welcomed Dr. Dan Moos to the meeting to discuss the list of Board policies the Governance Committee will use as a guide for policy review.

Dr. Moos referred committee members to Enclosure 3.a.(i), a list of anticipated Board policies with a schedule for their review. He noted that while most of the policies have been approved by the Committee and the Board, and are scheduled for review, there is one new policy on the list to come before the Committee for review and approval at the June 2022 meeting. Dr. Moos added that there could be new Board policies over the course of the year that should be added to the list.

b. Board of Trustees Retreat – June 23-24, 2022

Committee Chair Nicolato stated that the annual Board of Trustees retreat, scheduled for June 23-23, 2022, will include administrative business and board retreat activities, such as board self-assessments as well as a social activity. She noted that the lion's share of the time will be spent hearing about the University's Strategic Plan, with opportunities for the Board to provide feedback. Chair Nicolato introduced Ann Morrissey, Special Assistant to the Provost, who is

working with President Parlange on the Strategic Plan (along with Audrey Cardany, Vice Chair of the Strategic Planning Steering Committee).

Ms. Morrissey provided a summary of the Strategic Planning process. A University Steering Committee has been created to oversee and develop a planning process that will culminate in a university-wide, 10-year strategic plan (2022-2032). Ms. Morrissey stated that the Committee has been working on the foundational underpinning planning process, which emphasizes shared governance and community engagement in shaping the Strategic Plan. They began their work looking at the synthesis summaries that came out of the Council of Deans and the Stewardship Council retreats attended by President Parlange last year. They then engaged the larger University community and generated a discussion template focusing on key themes. At the same time, the University's Mission Statement is being reviewed by the Joint Committee on Academic Planning, and the University Cornerstones are under review. Both are key foundational documents related to the Strategic Plan. A URI Strategic Planning webpage is available as a resource for stakeholders.

Ms. Morrissey remarked that the Strategic Planning Committee has collected widespread community feedback and has identified four themes, which will be introduced during thirteen community-wide forums over the months of April and May to engage undergraduate students, graduate students, faculty, staff, community members, alumni and Foundation board members.

The four themes that the Committee is exploring include:

- Vibrant and valued work and learning environment
- Advancing URI scholarship prominence in the world
- Developing students through learning and experiences
- Advancing societal and economic impact

She reported that by the end of May the Committee plans to have consolidated main themes to begin to shape the framework for the Plan, identifying key strategic goals, areas of impact and focus. Ms. Morrissey said that the Committee looks forward to reviewing these items with the Board and engaging in a discussion at the June retreat and eliciting feedback. She stated that at this point the Committee is on target with the President's proposed timeline to have a draft Plan by late August, early fall.

The Governance Committee members discussed with Ms. Morrissey and President Parlange the plans to present at the retreat. Board members may receive advance information for review prior to the retreat. Committee member Barbara Cottam asked that the board members receive information on other peer universities and aspirational institutions, to add to the discussion.

President Parlange thanked Ms. Morrissey and Vice Chair Audrey Cardany for their work on Strategic Planning.

c. Board of Trustees Manual

Committee Vice Chair Jay Placencia asked committee members to review the URI Board of Trustees Orientation Manual, which was created in June 2021, to see if there is anything to change, add, or remove. An up-to-date electronic edition can be found in the BoardEffect resource library. Vice Chair Placencia highlighted the New Trustee Mentor Program, which has begun for the three new members. She asked Board Secretary Michelle Curreri to speak to the program. Ms. Curreri outlined the checklist of steps followed to help new board members understand the makeup of the board, its committees, board responsibilities, goals, and accomplishments. She noted that board member Karina Edmonds will mentor Bethany Jenkins.

Committee Chair Nicolato noted that a new section will be added to the Orientation Manual for the Strategic Plan.

d. Board of Trustees Interest Form

Committee Vice Chair Placencia asked that committee members review the draft Board of Trustees Interest Form, linked to the meeting agenda in the BoardEffect portal, to confirm that all information that the committee wants to collect is on that form. She noted that the word “nomination” was changed to “interest”, as the Board does not nominate. The final edition of the form will soon be publicly available online.

Vice Chair Placencia noted that the board composition matrix will be updated for use by our members, to collect information on our professional affiliations, industry, representation, and population, to ensure that we have enough diversity and representation within the board. The survey will be an online form.

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

Committee Vice Chair Placencia asked committee members to review the charter and bring forward any suggested changes for consideration and approval by the Board at the June meeting. Ms. Curreri noted that General Counsel Alyssa Boss is a committee liaison; this will be noted in the charter. Committee charters will be separated into individual documents and available on the URI Board of Trustees website.

f. Annual Review of Committee Calendar [Enclosure 3.f.](#)

Committee Chair Nicolato reviewed the calendar with committee members. She noted that items will be added to the calendar for the November meetings. She suggested that review of the committee charter and calendar, and the launch of the board self-assessment be added to the April meeting list.

Committee members discussed the January task of recommending candidates to fill vacancies. Committee Chair Nicolato noted that in January, the Board provided to the Governor a URI Board of Trustees Annual Report, outlining Board activities and listing trustees up for renewal.

Carlos Lopez Estrada, Director of Legislative and Government Relations, stated that he is working with the Governor's chief of staff on the URI Board of Trustees' appointment and reappointment process. He reported that, as the process is new for both the University and the Governor's office, protocols are being established and a timeline will be defined.

Trustee Cottam asked if the Committee should consider adjusting the timeline so a list of candidates could be available to the Governor prior to the end of board member terms and the start of the legislative session. Trustee Fogarty asked if the Governor's Office has assigned a general liaison to work with the Board on legislative matters.

g. URI Board of Trustees Governance Related Legislative Update

Director Lopez Estrada stated that he and General Counsel Alyssa Boss have been working with the Governor's office on legislation to establish protocols and procedures for trustee reappointment and the ongoing operation of the Board of Trustees. He noted that this legislation will ensure that there is good governance policy and oversight in the transition of the board from a new board to an ongoing board. Director Lopez Estrada reported that this legislation also defines a quorum as a simple majority.

Senate Bill 2747 was introduced by Senator Sosnowski; a preliminary hearing was held where President Parlange and Trustee Ownjazyeri testified. Director Lopez Estrada noted that while feedback was very positive, there is opposition concerning technical separation of powers issues relative to the Senate and House appointments. He noted that conversations are ongoing. House Bill 8124 was introduced by Representative Fogarty and mirrors the senate bill.

Director Carlos Lopez Estrada celebrated the success of efforts to allow the URI Board of Trustees to meet remotely. Committee Chair Nicolato reported that she provided testimony in support of the remote participation legislation, which was signed into law by the Governor at the end of March. She noted that URI is the only public board in the state that has this capability, adding that the model that URI uses is very open and transparent, allowing the public to see that the board is operating in good faith to provide public access. She relayed feedback received from representatives in the General Assembly, who want to ensure that board members are physically on campus, meeting with students and faculty, and having that presence.

h. Review of Potential Amendments to the Bylaws [Enclosure 3.h.](#)

General Counsel Alyssa Boss described the revisions outlined in Enclosure 3.h., which reflect the language of Senate Bill 2747 and House Bill 8124, as well as other changes. Action to amend the bylaws is pending enactment of those bills. She noted that the bylaws require three weeks' notice to the Board prior to a vote to amend the bylaws. This matter will be acted upon at the June meeting. Revisions to the attachment will be made based on any amendments to the bills prior to passage.

Committee Chair Nicolato noted that General Counsel Boss has done a great job improving the language of the bylaws to reflect the ongoing operation of the board.

i. Draft URI Board of Trustees Policy on URI Presidential Performance Review

Committee Chair Nicolato reported that committee members received a copy of the draft policy on URI Presidential Performance Review. She stated that this morning the Executive Committee began the annual review process with President Parlange. She noted that the full board will be actively engaged and involved in the process.

Committee Chair Nicolato stated that the draft URI Board of Trustees Policy on URI Presidential Performance Review outlines the timing of annual reviews and comprehensive reviews, which are aligned with the president’s contract review and potential renewal. She stated that in drafting the policy, staff and committee members looked at public universities of similar size and stature and referenced resources from the Association of Governing Boards. She remarked that as part of the process, President Parlange will identify goals, both short-term and long-term, explaining how they align with the Strategic Plan, and will conduct his own self-assessment, among other steps in the review process.

Action on the draft URI Board of Trustees Policy on URI Presidential Performance Review is scheduled for the June meeting.

4. ACTION ITEMS

a. Review of Revisions to the Sexual Misconduct Policy and recommendation for approval to the URI Board of Trustees. [Enclosure 4.a.](#)

Dr. Dan Moos noted that this policy was approved by the URI Board of Trustees in September 2020 following major changes to Title IX and is before the committee today for a scheduled review. He provided an overview of scheduled policy reviews and noted changes to this policy being considered today, including a clarification of applicability of this policy to university affiliates, contractors and vendors, the addition of language explaining potential requirements for reporting outcomes of investigations undertaken under the terms of this policy to state and federal agencies that support the University research grants and sponsored awards, and removal of certain powers of the deputy Title IX coordinators. He reported that the draft policy in front of the committee today has been approved by the Administrative Policy Committee on March 8, 2022.

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee recommend that the Board of Trustees approve revisions to the Sexual Misconduct Policy, as presented in [Enclosure 4.a.](#)

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 University of Rhode Island Board of Trustees approve revisions to the Sexual Misconduct Policy, as presented in Enclosure 4.a.

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

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

NAYS: 0

ABSTAINS: 0

b. Review of Revisions to the URI Policy on Board of Trustees Remote Meeting Participation, and recommendation for approval to the URI Board of Trustees. [Enclosure 4.b.](#)

General Counsel Alyssa Boss reported that the Board’s current policy on Remote Meeting Participation has been updated to reflect the legislation that passed in March 2022. These changes bring the board policy in line with the legislation, removing the in-person quorum requirement.

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee recommend that the URI Board of Trustees approve revisions to the URI Policy on Board of Trustees Remote Meeting Participation, as recommended in Enclosure 4.b.

Dr. Moos stated that he reviewed the changes earlier in the week.

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 recommend that the URI Board of Trustees approve revisions to the URI Policy on Board of Trustees Remote Meeting Participation, as recommended in Enclosure 4.b.

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

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

NAYS: 0

ABSTAINS: 0

5. ADJOURN

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee adjourn the meeting of April 21, 2022.

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

