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Yahaira "Jay" Placencia '01

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*R.I. Council on Postsecondary  
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*R.I. Board of Education*

Bethany D. Jenkins  
*Faculty Representative*

Hannah Bachert '23  
*Student Representative*

**The University of Rhode Island Board of Trustees  
Governance Committee Meeting  
Friday, June 17, 2022 • 3:15 p.m. EDT**

**The University of Rhode Island  
The Alumni Center – Beagle Board Room  
73 Upper College Road, Kingston, RI 02881**

**OFFICIAL MINUTES**

Committee Chair Cortney Nicolato welcomed everyone to the June 17, 2022, meeting of the Governance Committee of the University of Rhode Island Board of Trustees. The meeting was held in person, with some committee members participating remotely. Committee Chair Nicolato conducted a roll call attendance and determined that a quorum was present. At 3:16 p.m., this meeting was called to order.

A recording of the meeting is available at: <https://web.uri.edu/trustees/meetings/>

The URI Board of Trustees Governance Committee members participating:

- Ms. Cortney Nicolato (Committee Chair) (in person)
- Ms. Jay Placencia (Committee Vice Chair) (remote)
- Honorable Charles J. Fogarty, Jr. (remote)
- Mr. Michael McNally, Board of Trustees Vice Chair (ex officio, voting) (remote)
- Ms. Barbara Cottam (non-voting) (remote) arrived at 3:22 p.m.
- Dr. Bethany Jenkins (non-voting) (remote)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)

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 (remote)
- Dr. Laura L. Beauvais, Interim Provost and Vice President for Academic Affairs (remote)
- Ms. Alyssa Boss, General Counsel (remote)
- Ms. Elizabeth Breul O’Rourke, President, URI Foundation and Alumni Engagement (remote)
- Ms. Ellen Reynolds, Interim Vice President for Student Affairs (remote)

URI staff members in attendance:

- Ms. Lauren Burgess, Director, Legislative and Government Relations (in person)
- Ms. Robin Cawley, Legal Assistant (in person)
- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management (in person)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (in person)
- Ms. Lynn Owens, Associate Secretary to the Board of Trustees (in person)

Committee Chair Nicolato read into the record the University of Rhode Island Land Acknowledgement Statement:

“The University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People. We honor and respect the enduring and continuing relationship between the Indigenous people and this land by teaching and learning more about their history and present-day communities, and by becoming stewards of the land we, too, inhabit.”

**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 June 17, 2022.

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 accept the agenda for the meeting of June 17, 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 April 21, 2022 Meeting. [Enclosure 2.a.](#)**

Committee Chair Nicolato called for a motion that the Governance Committee of the University of Rhode Island Board of Trustees approve the Minutes of the April 21, 2022 meeting of the Committee as presented in Enclosure 2.a.

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 approve the minutes of the April 21, 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: Policy on Reporting Violations of Law, Regulations, or University Policy and Procedure [Enclosure 3.a.](#)**

- Kara Larsen, Assistant Vice President, Enterprise Risk Management
- Dr. Dan Moos, Assistant to the Vice President, Administration & Finance

Dr. Dan Moos noted that this draft policy was entitled “Employee Misconduct Policy” on the policy listing distributed to the Board members at the April meeting but has been changed to the broader title “Policy on Reporting Violations of Law, Regulations, or University Policy and Procedure”. He referred to Kara Larsen for an explanation of the policy.

Assistant Vice President Kara Larsen explained that the University has a number of policies dealing with various forms of misconduct, most prominently the nondiscrimination policy, the policy on sexual misconduct and the policy on research misconduct. The draft policy before the Committee today was created to provide an avenue for reporting other kinds of misconduct. The policy encourages and enables employees, students, and University affiliates who have knowledge of violations of law, regulations, University policy and procedure at URI to raise them with the University. The policy outlines how to report suspected noncompliance or violations and includes whistleblower protection. Ms. Larsen reported that the policy addresses anonymous

reporting via the Ethics Hotline and identifies how URI will investigate and respond to reports of noncompliance, including maintaining confidentiality and prohibiting retaliation.

This draft policy will be presented for action at the September Governance Committee meeting.

**b. URI Board of Trustees Governance Legislative Update**

- Carlos Lopez Estrada, Director of Legislative and Government Relations
- Lauren Broccoli Burgess, Director of Legislative and Government Relations

Lauren Burgess, Director of Legislative and Government Relations, reported that the House Committee on State Government and Elections is considering the URI Board composition legislation, previously reviewed and approved by the Senate. The legislation is focused on institutionalizing good governance and best practices for the Board of Trustees. Provisions of the bill include a reduction in the quorum from thirteen to a majority of voting members, a recommendation from the Chair on appointments, and changes to student representatives' terms. Director Burgess noted that this is the end of the 2022 legislative session. Ms. Boss noted that the original bills have been modified. Information on the legislation will be shared with the Committee as the bills progress.

Committee members discussed the board member appointment process; twelve trustees' terms have expired. Director Burgess noted that there has been no movement to date on board member nominations or reappointments. Trustee Fogarty reported that it is his understanding that there will be no URI trustee nominations in this current session ending in June.

**c. Remote Meeting Participation Protocols**

- Courtney Nicolato, Committee Chair

Committee Chair Nicolato introduced the following remote meeting participation protocols, drafted to maintain compliance with the Open Meetings Act and to ensure transparency and openness. The protocols will be shared with all Trustees in advance of the June 24 Board meeting.

*Remote Meeting Participation Protocols*

*Amendments to the Open Meetings Act (R.I.G.L. § 42-46-1 et seq.) addressing remote participation by URI Board members went into effect in March 2022 and revisions to the Policy on Board of Trustees Remote Meeting Participation were approved by the Board on April 22, 2022.*

<https://web.uri.edu/policies/files/Remote-Meeting-Participation-20220415a-APPROVED-01.005.2.pdf>

*To ensure compliance with both the State law and Board policy, as well as ease of operations, please adhere to the following protocols when joining URI Board of Trustees meetings remotely:*

- *Please have your camera on at all times. Keep in mind that everything in your camera's view is public. [RI Open Meetings Act](http://webserver.rilin.state.ri.us/Statutes/TITLE42/42-46/42-46-5.htm) (<http://webserver.rilin.state.ri.us/Statutes/TITLE42/42-46/42-46-5.htm>)*
- *[URI Board of Trustees Remote Meeting Participation Policy # 01.005.2](#)*
- *During roll call, please state "present via Webex." This will assist the Chair when announcing the remote participant(s) and the means of remote participation at the beginning of the meeting, as required in the URI Board of Trustees Remote Meeting Participation Policy # 01.005.2.*
- *After joining the meeting, please keep your device's microphone on mute to reduce the amount of background noise during the broadcast. (Best practice for Webex meetings.)*
- *When you would like to speak, please wave or raise your hand inside your camera frame, and the Chair will cue you to begin speaking. Unmute your microphone when speaking and place it back on mute when you're done speaking. (Best practice for Webex meetings.)*
- *Introduce yourself any time you speak, make a motion, or second a motion during the meeting to ensure that all participants know who has the virtual floor and to ensure clarity for the minutes. (Best practice for Webex meetings.)*
- *If there is an Executive Session, you may participate only if no other person is present and/or able to hear the discussion at your location. You will be asked to confirm that fact for the record at the start of the executive session. [URI Board of Trustees Remote Meeting Participation Policy # 01.005.2](#)*
- *If you need to leave the meeting at any time after the meeting is called to order, please notify the Chair of the meeting before leaving and announce yourself if you subsequently rejoin the meeting. [URI Board of Trustees Remote Meeting Participation Policy # 01.005.2](#)*

Committee members discussed the return to in-person and hybrid meetings and livestreaming meetings to maintain transparency and access to the public. General Counsel Boss noted that the Open Meetings Act does not require livestreaming public meetings held at publicly accessible physical locations. She stressed the importance of demonstrating that the Board is complying with requirements for remote participation.

**d. Board of Trustees Retreat Planning**

- University Strategic Plan
  - Board of Trustees Self-Assessment
  - Board of Trustees Composition Matrix Survey
- Cortney Nicolato, Committee Chair

Committee Chair Nicolato reviewed plans for the Board of Trustees Retreat on June 24, 2022, including an optional interactive campus competition where board members will be teamed up with student ambassadors to explore URI's campus, followed by dinner at the President's house. Friday activities include a board meeting and retreat encompassing a review of results from the Board's self-assessment with a focus on areas to celebrate and areas to set goals for the coming year. Committee Chair Nicolato has received seven responses and reminded Board members to complete their self-assessment.

President Parlange reviewed his plans to discuss the University’s Strategic Plan, Mission, and Foundational Values during the Board retreat on June 24. Following his presentation at the retreat, small group breakout sessions will be held to discuss the four themes of the Strategic Plan, including:

1. Achieving Bold Impacts – Local to Global (solving world and regional problems through scholarly work and learning)
2. URI: Engine and Catalyst (creating broad and sustaining societal and economic impacts)
3. A Vibrant Integrated University (fostering a strong connected community energized by its work and learning)
4. A Thriving Institution (developing a high performing, fiscally sound, and agile organization)

Following the small group discussions, a spokesperson from each group will provide feedback on the topic discussed. President Parlange added that during the Board meeting he plans to highlight where the University is with the budget.

- e. **Annual Review of the Governance Committee Calendar** [Enclosure 3.e.](#)  
- Committee Chair Cortney Nicolato

The Committee reviewed improvements to the committee calendar to better forecast items to address at certain times during the year. No action required.

**4. ACTION ITEM**

- a. **Review of the URI Board of Trustees Policy on Presidential Performance Review, and recommendation to the URI Board of Trustees.**  
[Enclosure 4.a.\(i\)](#), [Enclosure 4.a.\(ii\)](#)

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 Presidential Performance Review, as recommended and presented in Enclosure 4.a.(i).

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

VOTED:	THAT	The Governance Committee of the URI Board of Trustees recommend that the Board of Trustees approve the URI Board of Trustees Policy on Presidential Performance Review, as recommended and presented in Enclosure 4.a.(i).
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VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
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YEAS: Charles Fogarty, Michael McNally, Cortney Nicolato, Jay Placencia.

NAYS: 0

ABSTAINS: 0

Committee members were encouraged to complete the President's assessment survey.

**5. ADJOURN**

Committee Chair Nicolato called for a motion that the University of Rhode Island Board of Trustees Governance Committee adjourn the meeting of June 17, 2022.

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

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee adjourn the meeting of June 17, 2022.

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

The meeting adjourned at 3:55 p.m.

**The next URI Board of Trustees Governance Committee Meeting is scheduled for September 22, 2022.**