



Members

Margo Cook '86, *Chair*

Michael D. Fascitelli '78

Charles Fogarty '80

Christine Heenan

Richard S. Humphrey

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

Cecilia Rouse

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, September 10, 2020, 9:00 a.m.**

PURSUANT TO GOVERNOR RAIMONDO'S EXECUTIVE ORDER, THIS MEETING WAS HELD VIRTUALLY USING THE WEBEX PLATFORM (COMMITTEE ONLY) AND FACEBOOK LIVESTREAM (PUBLIC VIEWING).

MINUTES

Chair Ryan invited Chief of Staff, and University Liaison, Michelle Curreri, 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 9:02 a.m.

The URI Board of Trustees Governance Committee voting members in attendance:

- Honorable Charles J. Fogarty, Jr.
- Ms. Cortney Nicolato
- Mr. Vahid Ownjazayeri
- Ms. Jay Placencia
- Mr. Thomas M. Ryan

The URI Board of Trustees ex officio member in attendance:

- Ms. Barbara Cottam, Chair, Board of Education

The URI staff members in attendance:

- President David M. Dooley
- Mr. Louis J. Saccoccio, General Counsel
- Ms. Michelle Curreri, Chief of Staff and University Liaison
- Ms. Kelly K. Mahoney, Executive Director for External Relations and Communications and University Liaison
- Ms. Cheryl Trudel, Executive Assistant, External Relations and Communications

1. ACCEPTANCE OF THE AGENDA

Chair Ryan called for a motion to accept the agenda for the September 10, 2020 meeting.

On a motion duly made by Ms. Jay Placencia and seconded by Ms. Courtney Nicolato, it was

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee approved the September 10, 2020 meeting agenda.

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

YEAS: Charles J. Fogarty, Jr., Courtney Nicolato, Vahid Ownjazayeri, Jay Placencia, and Thomas M. Ryan

NAYS: 0

ABSTAINS: 0

2. APPROVAL OF THE MINUTES [Enclosure 2a](#)

Chair Ryan called for a motion to approve the minutes for the August 3, 2020 meeting.

On a motion duly made by Ms. Jay Placencia and seconded by Ms. Courtney Nicolato, it was

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee approve the August 3, 2020 meeting minutes.

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

YEAS: Charles J. Fogarty, Jr., Courtney Nicolato, Vahid Ownjazayeri, Jay Placencia, and Thomas M. Ryan

NAYS: 0

ABSTAINS: 0

Chair Ryan welcomed the Committee and informed them that no actions would be required relating to any of the discussion topics. He also announced that Ms. Nicolato would be serving as the Committee's Vice-Chair.

Chair Ryan provided an overview related to the current environment facing the University, stating that URI is both at an exciting and opportunistic time, but not without challenges. Additionally, Chair Ryan commended the leadership of President Dooley and the University's Senior Leadership Team as having done a fantastic job of preparing for the start of classes, while noting that the work of the Committee will be instrumental as the University faces both the opportunities and challenges that lie ahead including: the changing needs and demographics; expectations of the University's future students; the expansion of academic programs and how those programs are delivered to the students; attracting the best and brightest faculty and what their expectations will be; and, with rising costs and only ten percent of the University's funding coming from the state's budget.

Chair Ryan continued to express that with new and existing competitors, employing new and creative ways of attracting students, opportunities and challenges will have a direct impact on the

Governance Committee and its mission in supporting URI's Board of Trustees. Chair Ryan further expressed the critical need for the Committee to bring the right type of trustees with the necessary skill set, education, and training that will be essential to support the Board of Trustees. The number one role of the Committee is to educate and train the existing members of the Board of Trustees, ensuring best practices of governance, as well as to recommend candidates of trustees to the Chair and the entire Board, going forward.

Chair Ryan closed his opening comments by explaining his role as the Chair of the Governance Committee as being straightforward and collaborative whereby every Committee member serve in an active role, with assigned areas of responsibilities, and allowing the ability for Committee members to work outside of the meetings as they prepare for future Committee meetings.

3. DISCUSSION ITEMS

a. Update Committee on Presidential Search

Chair Ryan informed the Committee that the Request for Proposal (RFP) was complete and that the search firm, Isaacson Miller, was selected. He provided the Committee with an overview of the firm's history, credentials, and their affiliation to URI, including the recruitment of President Dooley.

Chair Ryan further informed the Committee that the Presidential Search Committee has been selected and will be comprised of sixteen (16) individuals representing a diverse population of URI Board of Trustee members, deans, students, and faculty whose role will be to review candidates; and ultimately, to make a recommendation to the Board of Trustees, a candidate to be the next URI President. There will also be an Advisory Committee that will be comprised of twenty (20) individuals of various ethnicity, race, and gender that will serve as the liaison to the Presidential Search Committee and the community. The role of the Advisory Committee is to go into the URI community and the community-at-large to inquire as to the expectations, including goals, challenges and opportunities they view as critical to URI the type of profile they envision for the next president. The committees will have a broad constituency of stakeholders in order to find the best candidate to serve as president.

Invitation letters will be sent out next week to people asking them to serve on the respective committees.

Chair Ryan provided a general overview of the timeline as follows:

In the month of September, Ms. Curreri will gather information, while interviews with President Dooley and various URI leadership members will be conducted.

In October, the kick-off for the Presidential Search Committee and the Advisory Committee will begin with a virtual meeting in early October. There will be a Chair and Co-Chair of the Advisory Committee, and the Chair of the Advisory Committee will also be on the Presidential Search Committee. The Advisory Committee will hold town hall meetings and one-on-one meetings. In addition, a web page will be developed where community members can inquire about the search and provide recommendations for candidates in an open, inclusive process in order to vet and find the best possible candidate.

During November and December, the search firm will begin to vet candidates, conduct interviews, and complete background and reference checks. Interviews will most likely continue into January due to the holiday season.

Approximately four to six candidates will be recommended to the full Board of Trustees by the end of February or beginning of March.

In concluding his update to the Committee on the presidential search, Chair Ryan asked Committee members if they had any questions. Hearing none, he reiterated his confidence in the search firm's ability to conduct a search that will lead to the best candidate, while reminding the Committee that COVID may be a factor to keep in mind.

b. Review and Discuss Revised Calendar

Chair Ryan asked the Committee if there was a need to review or discuss the revised calendar. The Committee responded that was not necessary, and Chair Ryan moved onto the timeline for future meetings referenced in [Enclosure 3b](#). He stated that the Committee will meet four (4) times per year with a fifth meeting added if necessary. He also stated that the Annual Retreat discussion has been moved up to January (as per the Committee's last meeting discussion). Additionally, Chair Ryan informed the Committee that their substantive work will take place starting with the January 2021 meeting and the succession planning and Board performance discussion would take place in September 2021. Chair Ryan noted that some areas do not require any attention at this time, whereas other areas such as the URI policies do require consideration at this time. There are approximately fifteen to twenty policies that the University oversees for staff, faculty, and students.

Chair Ryan asked Mr. Fogarty and Ms. Placencia to review the policies prior to the full Committee review in order to gain insight and understanding. This will allow them to make informed recommendations to the Board to either approve or modify the policies. This topic will be discussed further at the January 2021 meeting.

Chair Ryan asked Committee members if they had any questions related to the calendar. Hearing none, he asked Ms. Cook if the URI's Board of Trustees' retreat was planned for June and recommended bringing in constituencies from noncompetitive colleges and universities to provide consultation. Ms. Cook confirmed that the retreat is scheduled for June and concurred stating that retreats are a good time to review a board, consider best practices, and also provide time for organizations to self-reflect. The URI Board of Trustees could review their strategy for the University—to fully understand the vision for the University, and possibly have a new URI president on board. Ms. Cook also mentioned the need to reserve time for the Board to tend to business items as well, with the bulk of the retreat dedicated to the Governance Committee.

President Dooley emphasized that while Committee members would be reviewing the various policies, URI is still responsible for enforcing some of the policies and will be required to do so throughout the review process. He further commented that most recently, under the direction of the Department of Education, the University was instructed to revise all of the policies related to Title IX relevant to the new directives for sexual misconduct by the end of August so as not to jeopardize federal funding. Other policies, such as research misconduct and animal care must also be enforced to avoid loss of federal funding from grants and contracts. Although policies may be awaiting new review, with potential questions and possible modifications needed, they must be in place for implementation from the time that they were initially put in place (even for those that date back a decade or more). Other policies were recently formalized to reflect best practices and the practices of URI. President Dooley concluded his comments stating that the Committee may also find that they are reviewing some that were only recently formally adopted as policy by the Senior Leadership Team.

Chair Ryan thanked President Dooley for his concern and feedback, while assuring the President that the Committee's plan is only to review and become familiar with the policies and not to withhold implementation—as more of an opportunity to understand the policies without impeding or jeopardizing any issues with regulatory agencies. The Committee will strategically

review the policies on an ongoing basis so that the Committee will be current, and up to date, when modifications may be needed.

c. Board Composition Matrix

Chair Ryan started the discussion by asking Vice Chair Nicolato to walk the Committee through the Board Composition Matrix outlined in [Enclosure 3c](#).

Ms. Nicolato explained that the Matrix is a self-reporting assessment tool that will be used on a routine basis to survey Board members on their self-reporting data in order to gain an understanding of where they fall within the various categories outlined in the document. She asked Committee members if they had considerations or thoughts on the Matrix while Chair Ryan pointed out that the age, race, and ethnicity portion of the Matrix was optional and not a requirement for Committee member's self-reporting.

Mr. Fogarty asked if the Matrix could include a category for URI alum. Ms. Nicolato agreed, and suggested the addition of a geographic category to provide the geographic makeup of the Board. Ms. Nicolato asked the Committee if they agreed to add both categories to the Matrix. All members were in full agreement to add both categories.

Ms. Placencia suggested that subset categories specific to ethnicity reporting be added to the Matrix along with a disability category. Ms. Nicolato agreed with these suggestions and also suggested that "other" be added. The additional categories/subcategories will assist when doing an analysis of the data collected in the Matrix.

Ms. Nicolato reviewed the Matrix's "Area of Experience/Professional Skills" and stated that the list, although general, is a starting point that will be adapted and asked Committee members for feedback on this area of the Matrix.

Mr. Ownjazayeri recommended that engineering be added, noting that at least three other Board members are experts in engineering construction. Mr. Fogarty suggested a category of science and medicine.

President Dooley concurred that adding science and medicine is a very good idea. Chair Ryan asked for President Dooley's feedback relating to the area of research. President Dooley replied that it presented a dilemma of sorts, as research falls under everything from economics to sociology, to political science, to public health. Ms. Nicolato mentioned that some of the members may be involved in research within any of the categories listed. Ms. Nicolato noted that the collection of analyzed data will be helpful in order for the Committee to set goals.

Chair Ryan commented that after the data is analyzed, it will be broken down and at some point be able to obtain some of the same demographic information from the URI student population to see if the Board is representative of what the student population looks like.

Mr. Saccoccio reminded the Committee when looking at gender statistics, that it is necessary to consider the LGBTQ community on campus. Nationwide, some states have directly enacted laws that in addition to the traditional male/female classifications, accept an "X" if someone does not identify within the traditional gender roles. Ms. Nicolato thanked Mr. Saccoccio for his comments and will ensure they are using the proper pronouns correctly.

Chair Ryan concluded the discussion on the Matrix by confirming that once the data is received, it will be distributed to the full Board. Ms. Nicolato confirmed that process and noted that the Matrix will need to be updated to reflect some type of survey so that checkboxes be used instead of self-reporting. She reported that she and Ms. Curreri would work to have the Matrix distributed to Board members.

Ms. Cottam suggested the Matrix be completed before the next set of appointments to the Board are scheduled to determine what areas are lacking. Chair Ryan concurred and also pointed out that the next set of appointments is in February 2021.

Chair Ryan stated that four (4) Board member's terms would be affected, but, suspects that they would be reappointed. Ultimately, the discussion of whether the term will be for two (2) or three (3) years will be determined which will give the Board some time because the next round of appointees will be the following year.

Ms. Cook stated that she would like clarification of the term limits created by the legislature, as the language is not clear. She reiterated Chair Ryan's point regarding the current, one-year terms and that perhaps serving for longer periods of time (such as a six-year term, or a three-year renewable term, while abiding by the rules that the University has in place), would possibly yield the results of what the Board's intention is for term limits.

Chair Ryan agreed, and also mentioned that there must be clarification about the term limit for serving on a committee. Ms. Cook agreed stating there is no language in the bylaws or in the charters in this regard. Chair Ryan stated that these issues around best practices will be explored by the Governance Committee.

Chair Ryan asked for a general discussion to see if directionally they are in favor of term limits for the Board, while also making sure that the terms are staggered. Although staggered boards are not popular in the public arena, he feels they are important for URI and the continuity of membership of the Board to avoid turnover all at once. All members were in agreement with Chair Ryan.

President Dooley provided some history as to why the legislation was written. During a previous gubernatorial administration, the entire Board of Governors was replaced all at once. This created many challenges for public higher education governance. President Dooley concluded his remarks stating that this was in the minds of the legislature and in the mind of the governor at the time when they considered the URI Board of Trustees legislation, and that legislation was passed to protect the institution from this repeating again.

Mr. Ownjazayeri agreed with President Dooley's comments and noted that some of the Board members with one-year terms were just confirmed and was concerned they would all be replaced before serving a full term. He further stated that if a member wishes to continue to serve and other Board members agree, that member should be allowed to continue to serve for an additional length of time (perhaps six months to a year), and that their reappointment be considered.

Chair Ryan summed up what he understood Mr. Ownjazayeri was proposing: that for Board members whose terms are slated to expire in 2021, an extension of their term limits would be granted to 2022; and for Board members whose term limits expire in 2022, they would be extended to 2023; and likewise, for those Board members whose terms expire in 2023, their terms would be extended to 2024. Chair Ryan also stated that it be decided if all term limits would be for three years. He reminded the Committee that legislation is involved and deferred to Mr. Saccoccio for his expertise. Mr. Saccoccio stated that the statute would regulate the terms and that he would review the statute and provide some guidance to the Committee. Chair Ryan stated that it would be a worthwhile discussion to connect with the Governor, and her team to gain additional insight and deferred to the Committee to inquire about the possibilities of extending the one-year appointments whose terms will end in February 2021 to June 2021. Ms. Nicolato believed that this would require Senate confirmation. With the Senate and the General Assembly's schedule around that same time, it might be a challenge to have the Senate address this issue.

Ms. Placencia asked if there was a different procedure for appointments depending on what governing body appointed the Board members. Chair Ryan responded that this was another area that needed to be addressed and discussed; while further stating that currently, both the governor and the URI Board appoints members, and the process of how the waterfall of appointees is managed is not clear.

Ms. Cottam asked if all appointees need Senate confirmation or those just appointed. Chair Ryan stated that it was his understanding that all Board members had Senate confirmation and believes this would hold true for those going forward, as well.

Ms. Cook referenced the terms that she was looking at as being nine (9) members that are appointed by the Governor with Advice and Consent of the Senate, subject to a few of those appointed by the House and Senate; and eight (8) in perpetuity, appointed by the Board. Chair Ryan agreed with Ms. Cook. Ms. Nicolato stated she would like to see the length of time that other universities and organizations use as a tool for URI's Board to determine if two, three, or a six-year term would be best for URI's Board.

Chair Ryan concurred, referencing the difference between "term" and "term limits" and also stated that four (4) appointee's terms will end in 2021; with eight (8) ending in 2022; and five (5) ending in 2023.

Chair Ryan concluded the discussion stating that it presents an opportunity to find out answers related to the Board composition.

d. Key Roles and Responsibilities of the Governance Committee

Chair Ryan provided an overview of the key areas of responsibility that the Governance Committee are responsible for including looking at other governance committees and looking at best practices utilizing a book, the *AGB Effective Committee Series, The Governance Committee Public Institutions*, by Carol Cartwright (that all Committee members will receive), and published by the Association of Governing Boards for Universities.

Additionally, Chair Ryan expressed the need to develop a formal statement of the Committee's roles and responsibilities for each Board member that should include values, standards, and commitments including participating and engaging in meetings and committee meetings; attending special events; no conflict of interest; philanthropy participation for the University, etc.).

Chair Ryan asked the Committee for any comments or suggestions. Mr. Fogarty stated that this was exactly what was needed, relating to his own experience when speaking to the Governor about his interest in serving as a Board member. That discussion was related to time, financial commitments, etc.

Chair Ryan concurred with Mr. Fogarty, stating that just as for any business, a lack of clarity can lead to problems (of politics, cost overruns, cultural issues, etc.), and while there are basic understandings such as ethics and honesty, there is a need to have specific details for the purpose of full disclosure and clarity of purpose.

Ms. Nicolato concurred with Chair Ryan on the importance of having a comprehensive statement outlining every detail as a vehicle for communicating exactly what the expectations are in order to serve as a Board member.

Chair Ryan noted that it is important to keep in mind the difference between a Board of Trustees and/or an individual Board member as separate entities from that of management. In doing so, the lines are clear and it is fully understood that the President of the University is running the

University as the CEO of the University while the Board has fiscal and strategic planning oversight, but are not involved in the day-to-day operations and management of the University.

Ms. Nicolato concurred, referencing Ms. Mahoney's role as a spokesperson for the University as it relates to public communications with the media and other public affairs issues; in addition to messaging, which is a critical component of external relations and affairs.

Chair Ryan thanked Ms. Nicolato for taking on the responsibility of determining the key areas that she sees as important to include in the comprehensive statement such as "best practices" around what other institutions of higher education might be using that the Committee did not cover.

Another key area to be developed is a plan for orientation when onboarding Board members. This includes education about the University, a comprehensive understanding of their role as a Board member, and responsibilities and expectations.

Chair Ryan expressed that it is the Governance Committee's responsibility for ensuring that Board members are properly educated during their time serving. He and Michelle Curreri will be responsible for making sure the Board receives proper ongoing education of what is happening at the University.

The third area of responsibility for the Committee is to vet and recruit potential Board members. Chair Ryan stated that he does not have any assignment for that as of right now, however, it is one of the major responsibilities of the Board and the Governance Committee. Chair Ryan summed up the need to eventually have a source of potential Board member candidates and that once the Matrix is developed, discussions will be necessary to determine potential candidates.

Ms. Placencia pointed out that it equally makes sense to also consider what the Board might not be looking for, which can be harder to identify. Chair Ryan concurred.

Chair Ryan stated that another key area that is the responsibility of the Committee is to determine the best way to assess the Board's performance, as well as individual Board member's performance. He provided an overview of the ways in which the Board might implement performance assessments such as written assessments and discussions. However, with the open meetings law which guides the discussion, and with culture considerations, it can be difficult to have an open discussion. Chair Ryan stated that he along with Board of Trustees Chair, Margo Cook, would take responsibility for developing a self-assessment tool for the Board. Chair Ryan stated that the June 2021 meeting would be a good starting point to further the discussion as a Board, noting that it is an agenda item for the September 2021 Committee meeting. Ms. Cook stated that she would like to have a survey for the June 2021 meeting that serves as a baseline for Board members' expectations of each other and of the University. Chair Ryan agreed that a survey would be a good idea and would be put together for the June 2021 meeting.

Ms. Cook also said that she likes the idea of a cultural statement that addresses the culture and integrity that is representative of honesty, behavioral interactions, and interpersonal. Chair Ryan agreed with the idea of creating a cultural statement in addition to (and as part of the overall roles, responsibilities, and expectations for the Board), while also pointing out that the University will at the time of the June meeting, have a new president whose expectations for the Board will be important as part of that process.

Committee member Ms. Placencia stated that she has access to self-assessment tools that she is able to share from her experience with serving on other boards. Chair Ryan thanked Ms. Placencia and reiterated that the overarching theme of creating a self-assessment mechanism is for the purpose of extrapolating and facilitating Board member's thoughts, ideas, questions, outlook, and expectations, with the end result of a culturally fluid and engaging Board that

operates in the most effective way, working towards the goal of improvement as a body charged with strategic planning for the University.

Lastly, Chair Ryan reiterated that the role and the major responsibility of the Board and that of the Governance Committee is to take a full, complex, and aggressively intricate role in assuring that the Board and the Governance Committee, along with the President, are concurrently and keenly aware of best practices, and what other institutions are using as best practices related to board governance.

Chair Ryan prompted Committee members for their input, asking if members had any other ideas related to the roles and responsibilities that the Committee should consider in order to ensure that the Board has the necessary and comprehensive structure needed.

Ms. Cottam suggested that a “period piece” used as a quick reference for current and upcoming talking points that Board members use to have conversations with others as ambassadors of the University, would be ideal. Chair Ryan agreed and stated that the creation of a “periodic piece” would be an external communications function. Ms. Nicolato suggested the use of a portal that serves as a repository for all pertinent information such as key messages and resources that would be easily and quickly accessed. Ms. Cook asked Michelle Curreri to comment on this topic. Ms. Curreri stated that she and her team are currently working on a repository platform with Board Effect (the nonprofit version of Diligent), populating the committees and a lot of other important information with the goal of the platform to be ready for access within the next month.

Ms. Nicolato asked Kelly Mahoney if she planned to utilize Board Effect for messaging and resources for Board members to access. Ms. Mahoney stated that she would plan to do so, if that was the preference of the Board.

Chair Ryan thanked Ms. Curreri and referenced the University’s publication, *Points of Pride 2020* brochure saying it was a fantastic piece that gives a “gamut” of information on the University. He asked Ms. Curreri to provide the Board members with a copy, referencing the brochure as “incredible” and a “handy piece.” Ms. Mahoney informed the Committee that the brochure is updated every year.

Ms. Curreri took the opportunity to let the Committee know that there is a 3-D version of the *Points of Pride 2020* on display in Green Hall in the President’s reception area. It is seen by many visitors on a daily basis and has become a popular place for people to view the brochure in its 3-D format.

Chair Ryan thanked Ms. Curreri, while stating that the last key area of responsibilities for the Committee is URI policies (clarifying that this key area is actually the sixth item that was discussed earlier in the meeting but was not listed on the agenda). Chair Ryan reiterated that this is also an area that the Committee is responsible for oversight.

As part of Chair Ryan’s closing comments, he stressed the unique and critical role of the Governance Committee as a dynamic, self-driven Committee tasked with shaping the governing structure of the University with its primary focus and objective of making certain that nothing is left out of their purview of responsibilities while encouraging Committee members, that upon their review of the *Points of Pride 2020* brochure, to give further thought to his inquiry, ensuring that nothing is overlooked as it relates to the roles and responsibilities of the Committee.

Committee member Ms. Placencia stated that she did not feel that anything had been missed, but expressed her pleasure with the Matrix as being a very helpful document while also stating that it would be helpful for the current Board members to also receive the orientation package once it is developed. Additionally, she volunteered to help with the development of the orientation package.

Chair Ryan told the Committee that any new business would be discussed at the next scheduled meeting on January 14, 2021 and those items would be taken under advisement prior to.

4. ADJOURN

Chair Ryan called for a motion to adjourn the meeting of September 10, 2020.

On a motion duly made by Ms. Placencia and seconded by Ms. Cortney Nicolato, it was

VOTED: THAT The University of Rhode Island Board of Trustees Governance Committee Adjourn the meeting of September 10, 2020.

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

YEAS: Mr. Charles J. Fogarty, Jr., Ms. Cortney Nicolato, Mr. Vahid Ownjazayeri, Ms. Jay Placencia, and Mr. Thomas M. Ryan

NAYS: 0

ABSTAIN: 0

The meeting adjourned at 10:24 a.m.

UPCOMING MEETING

The next URI Board of Trustees Governance Committee meeting is scheduled for January 14, 2021.