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Mayrai Gindy  
*Faculty Representative*

Christopher Bove '23  
*Student Representative*

**The University of Rhode Island Board of Trustees  
Governance Committee Meeting  
Thursday, September 23, 2021 • 10:30 a.m. Room 316  
Rhode Island Nursing Education Center  
350 Eddy Street, Providence, RI 02903**

**MINUTES**

Committee Chair Cortney Nicolato welcomed everyone to the September 23, 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 10:33 a.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.
- Mr. Michael McNally, Board of Trustees Vice Chair
- Ms. Barbara Cottam (non-voting)
- Dr. Mayrai Gindy (non-voting)

The URI Board of Trustees Governance Committee members not present:

- Ms. Margo Cook, Board of Trustees Chair (ex officio, voting)
- Dr. Marc B. Parlange, President (ex officio, non-voting)

URI Senior Leadership member in attendance:

- Ms. Michelle Curreri, Chief of Staff and Board Secretary

URI staff members in attendance:

- Ms. Lauren Jensen, Assistant Legal Counsel (remote)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management
- Dr. Dan Moos, Assistant to the Vice President for Administration and Finance
- Ms. Lynn Owens, Associate Secretary

## 1. ACCEPTANCE OF THE AGENDA

Committee Chair Nicolato called for a motion to accept the Agenda for the September 23, 2021 meeting.

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 September 23, 2021 meeting agenda.

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

## 2. APPROVAL OF THE MINUTES

- a. Minutes of the June 24, 2021 Governance Committee meeting Enclosure 2.a.

Committee Chair Nicolato called for a motion to approve the Minutes of the June 24, 2021 meeting.

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 approve the June 24, 2021 meeting minutes.

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. Ratification of the Agenda and Approval of the Minutes of the September 9, 2021 Governance Committee meeting Enclosure 2.b.

Committee Chair Nicolato called for a motion to ratify the Agenda and approve the Minutes of the September 9, 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 ratify the Agenda and approve the Minutes of the September 9, 2021 meeting.

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

### 3. DISCUSSION ITEMS

#### a. Review of succession planning for Board Members

Committee Chair Nicolato stated that much of the guiding legislation that created the URI Board of Trustees does not address the ongoing management of the Board of Trustees. She noted that some of that is in consultation and conversation with the General Assembly. Some of that will be in the development of policies and procedures as part of the work of the Governance Committee.

Chair Nicolato stated that a nomination form will be created for those people interested in becoming a member of the URI Board of Trustees. Committee members discussed the content of the form and suggested it include a preamble of expectations, possibly a condensed version of the Statement of Expectations, anticipated time commitment including in-person participation, an inquiry on their URI activity and any conflicts of interest, and information on the appointment process. It was suggested that the Committee consider Leadership RI's nomination form as a model. Chair Nicolato reminded the group that appointments are ultimately made by the Governor, the Speaker of the House, and the Senate President.

Chair Nicolato noted that 11 of 17 board members are up for reappointment by February 2022. She added that at the November meeting, members whose terms have or will expire may be considered for an additional term of service. Following the meeting, the Board leadership will finalize a list of members to be presented to the State for reappointment and Senate confirmation.

Committee members discussed the 2020 legislation that did not advance at the General Assembly and plans for the 2021 legislative session. Chair Nicolato stated that renewal of appointments and the quorum issue are priority items to advance in the coming months.

**b. Review evaluation of Board and individual performance**

Chair Nicolato thanked the Committee members for their important input on the self-assessment forms. She noted that the responses will be shared with all board members. She said that an electronic edition of the self-assessment form will be completed annually.

Chair Nicolato reviewed the common themes found in the self-assessment forms, which asked the board members to address their effectiveness, where they see opportunities, how they think board processes are working, and if there is any interest in leadership. She noted that the trustees view the Board as extremely effective in supporting URI's mission, values, and strategic direction, in providing effective oversight, in respecting governance boundaries, in ensuring sound financial management, and in participating in meetings. Philanthropy is an area for opportunity. The Board is most proud of what it has done under the constraints and obstacles presented over the past year.

- Board member participation has contributed to the Board's work in several ways, including formation of the Board and its governance structure; participation in the presidential selection process; creation of board resources; development of an on-boarding process; building relationships and trust amongst the board members.
- Board members commented on ways they can enhance their effectiveness as a board member including learning more about URI, its vision, and priorities; sharing experiences; assisting with marketing and external outreach efforts including political outreach.
- Most board members felt that board materials have gotten better, are more organized, are well-prepared and timely. Members commented on challenges accessing the BoardEffect portal during meetings.
- The Board's effectiveness was rated high amongst all board members. Suggestions on improving the Board's performance included spending more time on big picture/strategy discussions, less time on details (leave details in committee meetings); continuing to improve/enhance communication between the Board and the administration; increasing interaction and participation amongst board members.
- Specific suggestions for policies and practices that would improve the governance performance of the Board included clarity on terms, appointments, and the nomination process (board succession), and increasing diversity on the Board.
- Trustees were asked to identify the most and least stimulating activities of the Board. Most stimulating activities included selecting URI's next president, enhancing the growth and reputation of URI, interacting with students, and meeting new trustees. Least

stimulating activities included remote participation, the speed to which we must work due to laws and Open Meetings Act requirements, parking, and IT issues.

- The survey asked how trustees would like to participate in URI community events.
- Regarding areas in which the Board could enhance its role in institutional governance, trustees suggested the Board provide more oversight to URI; more discussion on the strategic mission; learn about areas of interest by students and employees; support the President and provide him the resources he needs; streamline the meetings; spend more time on long-range plans.

**c. Board Composition Matrix – update annual survey**

Committee Chair Nicolato reported that the Board composition matrix will be distributed after the November meeting, with plans to review the results at the January meeting. The survey asks about age, residency, gender, race, ethnicity, alumni status, areas of expertise, veteran, and disability status, and may be improved to include fields to identify areas of interest, personal affiliations, and attributes. It was noted that on the self-assessment forms, board members identified the need to diversify the Board. Committee member Placencia will oversee the annual survey process and will review AGB guidance and surveys from other boards and commissions for possible additions to the survey.

**d. URI Board of Trustees Policy and Procedure: Honorary Degrees**

Committee Chair Nicolato stated that this policy discussion item considers the Board's role in honorary degrees. While many people at the University are involved in the honorary degrees process, the Board does not have a process or policy. Most of the process lies with the faculty, the provost, and the president. The Board reviews and approves honorary degrees, both the conferring of degrees and the rescinding of degrees. Committee member Fogarty agreed to oversee efforts to research and develop a draft board policy on granting and revoking honorary degrees. Research on other university policies was shared with the Committee. The URI Honorary Degree nomination procedure was reviewed. Dr. Moos offered to assist with the development of the policy. Chair Nicolato noted that a draft policy will be presented to this Committee, to advance to the full Board for action at the November meeting. She encouraged Trustee Fogarty to have a conversation with the Faculty Senate and the President to understand the process.

**e. URI Board of Trustees Policy Review**

Chair Nicolato highlighted the Governance Committee's standard policy review process whereby draft policies are presented to the Committee for review and discussion at one meeting, followed by edits (if needed), final review and approval, and a recommendation for action by the Board of Trustees at the next meeting. She noted that Vice President Abbi Rider is overseeing the schedule of policies to be presented to the committee for review and approval.

Dr. Dan Moos and Ms. Kara Larsen presented three new and two revised policies for discussion noting that, in general, no substantive changes to existing policies were made.

Changes involve updating policies to the current format, updating language including a transfer of authority from the Council on Postsecondary Education to the URI Board of Trustees. Ms. Larsen noted that all policies have been reviewed by the Office of the General Counsel and by the applicable University and state departments.

The policies will come before the Committee on November 4<sup>th</sup> for final review and recommendation for action by the Board of Trustees.

**(i) Policy on Ethics and Conflict of Interest Enclosure 3.e.(i)**

Ms. Larsen provided basic information on this new policy. She noted that this is the policy of broad general applicability to the University's employees, faculty, and staff, and is based on the State of Rhode Island Ethics Code and the regulations of the Ethics Commission.

**(ii) Policy on Conflict of Interest in Research Enclosure 3.e.(ii)**

Ms. Larsen explained that this new policy is governed by federal regulations and complies with the federal government's public health service that provides a lot of funding to the University. She pointed out that there is a disclosure process in the policy. The policy codifies the University's current disclosure process specific to research.

**(iii) Policy on Intellectual Property Enclosure 3.e.(iii)**

Dr. Moos noted that this policy was developed by the Division of Research and Economic Development and the University of Rhode Island Research Foundation. This policy manages the control of Intellectual Property (IP) at the University, primarily IP that is developed through research and development. Dr. Moos stated that the primary purpose of this policy is to provide clear guidelines for all parties involved in the creation and commercialization of IP, to provide an efficient process relative to IP management, and to provide guidance for IP protection and commercial development. He noted that 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. He added that this policy has been properly vetted.

**(iv) Policy on University Trademarks and Licensing Enclosure 3.e.(iii)**

Dr. Moos reported that this is a new policy. This policy is meant to promote and protect the University's brand standards by ensuring proper usage of its name and symbols. He noted that upon approval of the policy, the Board would authorize the Licensing Committee to have management duties over trademarks and delegate to the President authority to approve new trademarks and decide which marks to protect.

(v) **Policy on Public-Private Partnerships in Research and Development Enclosure 3.e.(v)**

Ms. Larsen reported that this policy complies with Rhode Island’s Public-Private Partnership Act. This policy must be approved by the State Ethics Commission. This policy updates a prior written policy and includes minor changes for clarification, style, and format, and complies with governing public-private partnerships in research and development, with no substantive changes from the prior Board of Governor’s policy.

**4. ACTION ITEMS**

**a. URI Board of Trustees Policy Review and Recommendation to the URI Board of Trustees**

(i) Policy on Nondiscrimination Enclosure 4.a.(i)

This policy was discussed at the June meeting. Ms. Larsen noted that the Policy on Nondiscrimination is in response to the federal government’s changes to Title IX regulations last summer, which led to the Board’s creation of a sexual misconduct policy separate from then-existing policies governing discrimination and harassment and prompting the creation of this companion policy addressing all other forms of discrimination.

Board members noted that the “Policy Review and Revisions” section is missing on the policy document. Dr. Moos will add that information to the policy and confirmed that all future policies presented to the Board will include that section.

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee recommend that the Board of Trustees approve the Policy on Nondiscrimination, as recommended and presented.

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 Policy on Nondiscrimination, as recommended and presented.

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

(ii) Board of Trustees Remote Meeting Participation Enclosure 4.a.(ii)

Committee Chair Nicolato noted that this policy was discussed at the Committee's September 9, 2021 meeting and is tied to legislation passed this year allowing remote meeting participation for members of the University of Rhode Island Board of Trustees. She confirmed that the focus of the remote meeting participation policy is how the Board chooses who participates remotely, and how the Board ensures that it has 13 of 17 voting members physically present for the meetings.

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee recommend that the Board of Trustees approve the URI Board of Trustees Remote Meeting Participation Policy, as recommended and presented.

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 Board of Trustees approve the URI Board of Trustees Remote Meeting Participation Policy, as recommended and presented.

                  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 to adjourn the meeting of September 23, 2021.

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 adjourn the meeting of September 23, 2021.

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



URI Board of Trustees  
Governance Committee Meeting  
September 23, 2021

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

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 11:48 a.m.

**The next URI Board of Trustees Governance Committee meeting is scheduled for November 4, 2021.**