



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
Monday, August 3, 2020, 10:00 a.m.**

PURSUANT TO GOVERNOR RAIMONDO'S EXECUTIVE ORDER 20-53, THIS MEETING WAS HELD VIRTUALLY USING THE WEBEX PLATFORM (BOARD ONLY) AND FACEBOOK LIVESTREAM (PUBLIC VIEWING).

MINUTES

Chair Ryan welcomed the members of the University of Rhode Island (URI) Board of Trustees Governance Committee and acknowledged that a quorum was present. Chair Ryan called the meeting to order at 10:04 a.m.

The URI Board of Trustees Governance Committee voting members:

- 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:

- Ms. Barbara Cottam, Chair, Board of Education

The University of Rhode Island staff:

- 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 August 3, 2020 meeting.

On a motion duly made by Ms. Jay Placencia and seconded by Mr. Charles J. Fogarty, Jr., it was

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

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

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

NAYS: 0

ABSTAINS: 0

2. DISCUSSION OF THE GOVERNANCE COMMITTEE CHARTER AND OVERALL ROLE OF THE COMMITTEE

Chair Ryan stated that this inaugural meeting of the Governance Committee will serve as a good opportunity to have members get to know each other virtually.

Chair Ryan explained that the purpose of the meeting was to review the Charter and the roles and responsibilities of the Governance Committee and that no action would be needed or permitted. He further stated that upon review of the Charter, a discussion period would be available for Committee members to comment and/or ask any related questions that they may have.

In reviewing the Charter, Mr. Ryan stated that one of the key responsibilities of the Committee is to make candidate recommendations to the URI Board of Trustees as positions open. He also explained that in order to do that, the Governance Committee (over the next few months), will need to develop criteria on what the Committee determines the skill set for the next candidate(s) should be (i.e. experience, demographics, etc.). Chair Ryan further explained that changes will be forthcoming in student demographics and student expectations, along with the expansion of academic programs and cost-pressures. These criteria will weigh on the type of candidates they will be looking for on a go-forward basis.

Chair Ryan also explained that the Committee has the responsibility to review the effectiveness of the Board of Trustees and the Committee structure. Periodically, there will be a review of the Board's effectiveness including how they are work together; if they are asking the right strategic questions; does the Committee have access to the President and his staff; and if they have the appropriate committee structures.

Other responsibilities of the Committee include accreditation and standards of governance. The New England Commission of Higher Education (NECHE) is the governing body on higher education that

accredits the University, and they may have some guidance requirements and governance requirements that the University may need to adhere to.

The Committee is also charged with making sure that the Board members have access to and receive professional education, ensuring the University is on top of the latest and best practices for the University's governance.

Lastly, the Committee will be working with the Chairwoman, Vice Chair, and the President to develop agendas for Board retreats; these will be two-day retreats scheduled in June and July.

Chair Ryan concluded the review of the Charter and asked if anyone had any comments or questions. There were no comments or questions for Chair Ryan.

3. **GOVERNANCE COMMITTEE CALENDAR**

Chair Ryan provided the Committee with an overview of the Committee calendar agenda item [Enclosure 3a](#), pointing out that the Board will meet five (5) times per year. The Nominating and Governance Committees are scheduled to meet four (4) times per year, with no meetings in October in order to have the meetings spread out throughout the year. September's meeting will most likely focus on updates and discussion around the Presidential search. The Committee's substantive work will take place starting with the January 2021 meeting. Chair Ryan asked Committee members if they had any questions.

Mr. Fogarty asked when the Committee might obtain materials related to candidates that they will be responsible for nominating at the January 2021 meeting. Chair Ryan explained that three (3) of the Trustee member's terms will expire on February 2021, with an additional eight (8) set to expire in February 2022; another five (5) are set to expire February 2023. Materials will be shared on an ongoing basis once the criteria are setup for the skills and experiences that the Committee determines to be necessary attributes for candidate recommendations. Chair Ryan stated that they would have something in September, and then again at the end of November, or possibly at the beginning of December. Chair Ryan also mentioned that a recommendation to extend appointments would be beneficial seeing as how the Board has only recently been formed.

Ms. Nicolato expressed her appreciation to Chair Ryan regarding the possibilities of term extensions given that she is newly appointed, and her term expires February 2021. Additionally, she stated that she would like to see the Governance Committee have a continuous agenda item based on what information the Committee has; what are the gaps that are missing; what skill sets might be missing, as she referenced a "mindset" that would be carried out throughout the Committee meetings when nominating candidates that will collate the nomination process.

Chair Ryan concurred stating that it is expected that the strategic retreats will reveal what challenges the University will be facing over the next three to five years; what type of leader the University will need, given the changing environment; how academics will be changing over the next three, five to ten years; and that this will also dictate the type of trustees that will be needed.

Ms. Placencia echoed Ms. Nicolato's comments regarding recommending candidate vacancies for January and those comments of Mr. Fogarty and asked if that same criteria be provided when filling the President's role.

Chair Ryan concurred with Ms. Placencia's comment with the assumption that there will be a need to replace trustees in February. He also stated that in all likelihood, it may not be necessary, as personal or family issues could dictate a Trustees term as well.

Ms. Nicolato asked if time will be placed on the calendar to evaluate Board operations to 1) ensure that the Governance Committee can provide recommendations; 2) make recommendations on how the Board can efficiently and effectively run their meetings from an operational perspective related to setting agendas; 3) review how meetings are managed and how emails are sent, etc., and, in turn, be able to provide those recommendations to the team.

Chair Ryan responded that during the April meeting, these items will be reviewed. He also shared that there will be time at the September meeting time to further develop and flush out the agenda.

Ms. Cottam, mentioned that looking towards December, she asked if a list of Board members with their terms be provided, and that it would be beneficial to take a look at those terms once the skill set criteria is set for the first three (3) trustees (slated to expire in February 2021), so that it will beget the nomination recommendations going forward for the other two groups of trustees slated to expire in February 2022 and again in February 2023.

Chair Ryan stated that Michelle Curreri is in the process of sending out a list of the Board of Trustee members with their expiration dates to the Governance Committee.

Ms. Cottam also asked if in addition to the staggering rotation of trustee members commitment of one, two, or three years, if the three-year total commitment was standard going forward?

Chair Ryan stated, that yes, this was his understanding; with a mix between board appointees and the Governor's appointees.

Ms. Cottam mentioned that additionally, appointees would be recommended by members of the legislature as well. Chair Ryan concurred again, stating that this was also an agenda item for September.

Ms. Placencia asked if the Board of Trustee members would be surveyed regarding their intentions to serve out their entire appointment length given that some members who might be appointed for three years in full, might not want to serve out their entire term.

Chair Ryan responded that this item should be brought up at the September meeting.

Kelly Mahoney, University liaison to the Governance Committee, asked to make a clarifying comment, stating that in the statutes for the Board membership, there are nine (9) members that remain appointees

of the Governor, and not that of the Board of Trustees. Ms. Mahoney further recommended that this will be something that the Governance Committee may want to work through and discuss as they prepare for the January term. Ms. Mahoney also stated that the terms after these initial appointments, are still staggered.

Chair Ryan concurred, reiterating that it is possible that those whose terms that expire in 2021 may be extended to 2024; and for those whose terms expire in 2022, may be extended to 2025; while for those trustee members whose terms expire in 2023, may be extended to 2026. Ms. Mahoney reminded Chair Ryan that while that is correct, not all members from the Governor's appointees serve for a three-year term as some of those members serve for two years only. Chair Ryan agreed and stated that further clarification is needed on how trustee members roll off--is it the first nine or is it split? Chair Ryan stated that he would seek out clarification between the Board of Trustees Chairwoman, the Governor, and himself.

Ms. Placencia recommended that in addition to the current terms, that it also contain information should they renew and a review of what the Trustees' next terms might look like.

Chair Ryan stated that this would be addressed at the next meeting in September and that clarity around the terms of either two or three years need to be addressed first. Ms. Curreri added that the spreadsheet containing the Trustee members' term limits was completed earlier in the day and would be provided shortly.

Chair Ryan asked if there was any other discussion on the calendar, or any additional questions. He also took the opportunity to welcome newly-appointed Committee member Cortney Nicolato to the Committee and thanked everyone for agreeing to serve on the Governance Committee while expressing that it is an important role and that he is confident they will make a difference.

4. **ADJOURN**

Chair Ryan called for a motion to adjourn the meeting of August 3, 2020.

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

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

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

YEAS: Charles J. Fogarty, Jr., Cortney Nicolato, Vahid Ownjazayeri, and Jay Placencia.

NAYS: 0

ABSTAIN: 0

The meeting adjourned at 10:24 a.m.

UPCOMING MEETING

The next meeting of the URI Board of Trustees Governance Committee is scheduled for September 10th, at 9:00 a.m.