



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

**The University of Rhode Island Board of Trustees
Executive Committee Meeting
Thursday, September 10, 2020 • 5:45 p.m.**

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

MINUTES

Chair Cook took a formal roll call attendance and acknowledged that a quorum was present and called the meeting to order at 5:50 p.m.

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

Attendees present for this virtual meeting:

The URI Board of Trustees Executive Committee voting members:

- Ms. Margo Cook, Chair (remote)
- Mr. Michael McNally, Vice Chair (remote)
- Mr. Michael Fascitelli (remote)
- Ms. Christine Heenan (remote)
- Mr. Roby Luna (remote)
- Ms. Cecilia Rouse (remote)
- Mr. Thomas Ryan (remote)

The University of Rhode Island Staff:

- Anne Marie Coleman, AVP, Human Resources Administration
- Michelle Curreri, Chief of Staff and Board Liaison (remote)
- Louis Saccoccio, General Counsel

1. ACCEPTANCE OF THE AGENDA

Chair Cook called for a motion that the URI Board of Trustees Executive Committee accept the agenda for the meeting of September 10, 2020.

On a motion duly made by Thomas Ryan and seconded by Roby Luna it was

VOTED: THAT The URI Board of Trustees Executive Committee accept the Agenda for the meeting of September 10, 2020

VOTE: 7 members voted in the affirmative and 0 members voted in the negative

YEAS: Margo Cook, Michael Fascitelli, Christine Heenan, Roby Luna, Michael McNally, Cecilia Rouse, Thomas Ryan

NAYS: 0

ABSTAINS: 0

2. DISCUSSION ITEMS

a. Presidential search update

Chair Cook welcomed everyone to the meeting and noted that the committee meetings held throughout the day went very well. The first item of discussion regarding the presidential search was briefly discussed by Mr. Ryan.

Mr. Ryan informed the committee that the presidential search is in the process; a search firm has been hired; the RFP is in place with the State's purchasing department with the help of AVP, Anne Marie Coleman. He stated that he is hopeful that there will be a final candidate at the end of February or the beginning of March. He noted that more details regarding the search will be given at the full board meeting on September 11.

Ms. Rouse asked Mr. Ryan who was hired as the search firm. Mr. Ryan replied that it is Isaccson Miller, the same firm that hired President Dooley.

Mr. Ryan noted that both the search and advisory committees have been formed and that those people will be contacted by Mr. Ryan and Chair Cook in the next few days. Sixteen people will serve on the search committee and 20 on the advisory committee. The search committee is comprised of board members, faculty, and a student, while the advisory committee will have deans, students and a good mix of individuals.

b. Board committee meetings and process

Chair Cook reviewed the roles and responsibilities of the Executive Committee. She explained that emergency issues that cannot be deferred due to expense, materiality, or disruption to the university are handled by this committee on behalf of the university and would be reported to the full Board at the next meeting.

The Executive Committee will also determine if there are any gaps or overlaps within the six committees. Chair Cook gave an example of this citing today's Institutional Risk and Compliance Committee meeting. A question was raised regarding that committee and the Governance Committee in that it was the Institutional Risk and Compliance Committee's role to understand and oversee what the policy process is and the Governance Committee's role to pass the policy.

Chair Cook asked Mr. Luna to comment. Mr. Luna concurred that the Institutional Risk and Compliance Committee oversees the policies ensuring mitigation and resolution of the risks and controls the university is being audited against.

Mr. Ryan added that the committee's need to take an inventory of the current policies, and going forward, the Governance Committee work with university leadership to develop new policies developed, with the Institutional Risk and Compliance Committee handling the oversight.

Mr. Luna added that another important role of the Institutional Risk and Compliance Committee would be to develop a risk register to understand what risks the university has either accepted or has to mitigate and what our exposure to the risk is.

Mr. Ryan suggested that the Executive Committee receive the agendas for all committees prior to the next meeting. Mr. Luna agreed with Mr. Ryan, especially after attending other meetings, and found that the committees are all interconnected with many moving parts.

Vice Chair McNally addressed Mr. Luna in regard to the subject of an internal audit function and that one does not currently exist. Chair Cook noted that based on the committee calendar, it was assumed that the university had an internal audit function, when indeed, the State of Rhode Island took over that role. She further added that one could be created even though there would be an overlap.

Mr. Ryan asked if the State was still performing internal audits. Chair Cook and Vice Chair McNally replied that audits are periodically performed and very infrequent.

Chair Cook spoke about the university's Academic Strategic Plan. That responsibility is currently part of the University Advancement and External Affairs Committee calendar but should fall under the Academic Affairs, Research, and Student Life Committee calendar. Chair Cook recommended that the charters be changed to reflect this either at the full board meeting on September 11 or at the October meeting.

Ms. Rouse asked why the Academic Strategic Plan was included in the University Advancement and External Affairs calendar. Chair Cook responded that it was believed to be an oversight and once all of the charters were reviewed, it was determined that it didn't belong there.

Chair Cook recommended that the Committee/Board move labor contract discussion responsibilities to the Executive Committee due to the need for Anne Marie Coleman to respond to certain issues in a timely manner. Mr. Saccoccio concurred with this recommendation.

Mr. Ryan reiterated the topic of sharing committee agendas amongst the board to allow members to weigh in on certain issues and believes that to be good governance to do so.

Chair Cook moved to the topic of the president's performance review. She stated that the Executive Committee and Compensation Subcommittee is responsible not only for the president's compensation but also for the president's performance. Chair Cook will be looking to Ms. Rouse and other member's views as to how that process should be handled. Chair Cook will be sharing President Dooley's most recent review. The review is done every three years and consists of a 360-peer review from many different stakeholders. The data is aggregated and will show the stakeholder's views of the president's performance. She further stated that it will be the committee's responsibility to establish the process of how the information is received and reviewed by the committee and how it will be reported to the full board. Chair Cook noted that she would like that to be included in the October meeting. The recent review will also assist the president's search committee in terms of what they are looking for in a president.

Mr. Ryan asked who sees the president's review. Anne Marie Coleman replied that the Personnel Committee for the Postsecondary Council (PSC) did an annual review with a management letter, and a three-year comprehensive review was done prior to the annual contract renewal. The Faculty Senate also did their own review under the University Manual and shared that information with the Personnel Committee of the PSC. Ms. Coleman also noted that the three-year review was tied to the president's annual contract.

Mr. Ryan suggested that with the new president, there be an annual review just for Board purposes because it seems that three years is a long time to do a review.

Ms. Coleman stated that, annually, the president presented a management letter to the PSC, met with the PSC to review that letter, and the PSC would provide the president with feedback as to how the university was doing and what the focus/expectations should be for the upcoming academic year.

Mr. Ryan asked if the same process is in place for the college deans. Ms. Coleman replied that the deans have a comprehensive review at the end of their individual appointments (normally three years) and that the president does an informal review annually.

Mr. Ryan asked if the president's reviews are public information. Ms. Coleman replied that they are not public and are considered personnel information. When the PSC met with the president, it was done during executive session.

Chair Cook asked if the committee could review the management letters from the last few years. Ms. Coleman replied that the management letters are available and published in book form. Ms. Curreri added that the book is comprised of information provided by senior leadership highlighting each division's/department's accomplishments. Chair Cook asked that the published book be shared with the committee via email.

Ms. Rouse inquired about email encryption, as there is concern about emailing confidential information.

Chair Cook and Mr. Ryan concurred with Ms. Rouse, and it was agreed that this information be shared once the BoardEffect portal is launched. It was also mentioned that BoardEffect would be used to view the confidential, sealed executive session minutes.

Chair Cook asked Ms. Curreri when the Board Effect portal would be launched. Ms. Curreri replied that the goal to launch the portal is at the end of October. Mr. Ryan stated that it would be beneficial to have use of the portal for the president's search.

Chair Cook recommended that the committee discuss a timeline for the process around the president's performance review prior to the October Meeting.

Chair Cook asked the committee members for feedback on their respective meetings that took place on September 10. In a conversation between Chair Cook and Mr. Fascitelli, it was suggested that any documents being presented at a meeting be shared with the committee at least one week prior to said meeting.

Ms. Rouse asked if the board members would be getting "books" for the meeting or if that would happen once the portal is available. She suggested that committee/board members have access to all materials prior to the meetings regardless of the committee they are on. It was also questioned as to why during the Academic Affairs, Research, and Student Life Committee Meeting Chair Cook did not vote on a particular action item. Chair Cook explained that the charters state that the committee members are stated members and they are the voting members. She also mentioned that technically she and Vice Chair McNally are members of all committees and that she probably could have voted.

Mr. Fascitelli emphasized that meeting preparation needs improvement in regard to the dissemination of materials in order to participate effectively.

Mr. Fascitelli asked Mr. Ryan if the president's search committee had a sense of what is needed to attract the type of talent they want in a candidate in terms of salary. Mr. Ryan replied that they were in the process of obtaining that information and are gathering comp analysis from peer

institutions. Mr. Ryan also stated that they are at the lower end of President Dooley's salary and are looking at the median fifty percent, seventy percent, and what is based on bonus. These discussions will take place within this committee, the search committee, and the Governor.

Ms. Rouse asked if the search committee gets involved with salary. Mr. Ryan responded that the search firm will be involved with the salary, not the search committee.

Ms. Rouse asked about the process for developing future topics that are presented at meetings. Chair Cook responded that the September 11 meeting will address that question and provide an understanding of the roles and responsibilities of the Board, what the University is about, what it is doing, and what the Board will try to accomplish.

Vice Chair McNally suggested that the committee calendars be shared so that all members are informed about what each committee's responsibilities are. Chair Cook suggested that the committee calendars be projected on a screen during the full Board meeting while each Committee Chair is giving their report. She also suggested that going forward committee meetings be condensed so as to allow for other information sessions that would provide members with educational opportunities about the university.

Ms. Rouse suggested, based on her experience at Princeton University, that perhaps each Dean present a synopsis/update of their college to the Board as part of a Board orientation.

Mr. Ryan asked for clarification in regard to adding an item to an agenda. Both Ms. Curreri and Mr. Saccoccio replied that items can be added to the agenda so long as it is outside of the 48 hours of the meeting. Once it is within 48 hours, that item cannot be discussed and would need to be deferred to the next meeting. Mr. Saccoccio further clarified that items that are up for recommendation and approval on the committee agenda must also be on the Board agenda for approval. He also noted that by a majority vote, an item not on the agenda can be added, but only for informational purposes.

Ms. Curreri stated that one challenge the administrative staff has faced is the last-minute changes to agendas and the need to include as much as possible in order to accommodate the committees. Mr. Ryan suggested that hard deadlines be adhered to and that committee chairs and university liaisons compile the agendas together 14 days prior to the meeting to ensure efficient meeting preparation. Chair Cook concurred with Mr. Ryan and emphasized that a board calendar be added to the BoardEffect portal with notices and deadlines outlined.

Ms. Curreri shared that ideally the administration team's goal is to have the portal launched in time for the October meeting.

Ms. Rouse stated that she would like to arrange phone calls with the university liaisons rather than communicate via email when preparing the agenda, and asked whose responsibility it would be to initiate such calls. Chair Cook replied that it is the liaison's responsibility to set up those calls.

Chair Cook ended the discussion and asked for a motion to adjourn the Executive Committee Meeting of September 10, 2020.

3. ADJOURN

On a motion duly made by Mr. Ryan and seconded by Ms. Rouse, it was

VOTED: THAT The URI Board of Trustees Executive Committee adjourn the meeting of September 10, 2020

VOTE: 7 members voted in the affirmative and 0 members voted in the negative

YEAS: Margo Cook, Michael Fascitelli, Christine Heenan, Roby Luna, Michael McNally, Cecilia Rouse, Thomas Ryan

NAYS: 0

ABSTAINS: 0

The meeting adjourned at 6:43 p.m.