



## BOARD OF TRUSTEES EXECUTIVE COMMITTEE

Meeting Held at USNH System Office  
5 Chenell Dr., Suite 301, Concord, NH  
(April 18, 2024)

### Meeting Minutes (DRAFT for review and approval)

**In Attendance:** Executive Committee members present at meeting location (USNH System Office, 5 Chenell Dr., Concord, NH 03301): Chair Alex Walker, Vice Chair Jamie Burnett, Kass Ardinger, Jackie Eastwood, Cathy Green, and Gregg Tewksbury. Executive Committee member participating by videoconference: Morgan Rutman. Other Trustees present at meeting location: James Gray. Other Trustees participating by videoconference: Donald Birx, Emily Coutermarsh, James Dean, George Hansel, McKenzie Murphy, Peter Paul, and Melinda Treadwell.

**Call to Order:** At 4:01 pm, Chair Walker called the meeting to order and confirmed the presence of a quorum sufficient for the conduct of business.

**Approval of Meeting Minutes:** By motion made by Trustee Green and seconded by Trustee Ardinger, the Committee unanimously voted by roll call to approve the minutes of the Executive Committee meeting of February 15, 2024, as follows:

**VOTED**, that the Executive Committee approves the minutes of the Executive Committee meeting of February 15, 2024, as presented in the materials of the agenda for this meeting.

**Adjustment to Sale Price and Amendment to Disposition of Proceeds: 25 Hall Street/Former GSC Building:** By motion made by Trustee Eastwood and seconded by Trustee Green, the Committee voted unanimously by roll call as follows to authorize a \$500,000 adjustment to the proposed purchase price for the property at 25 Hall Street, Concord to reflect information newly provided by the proposed buyer, and to use the proceeds of the sale for funding of the ongoing ERP project:

**VOTED**, on recommendation of the Vice Chancellor for Administration and Treasurer, that the Executive Committee approves for sale the land and building including all furnishings, fixtures and equipment located at 25 Hall Street in Concord, NH, to the State of New Hampshire, for the adjusted sale price of \$6.25 million with proceeds going to the USNH ERP Project funding account;

**AND FURTHER**, that the Vice Chancellor for Administration and Treasurer or her designee is authorized to execute all documents required to close the sale.

**Nonpublic Session:** At 4:07 pm, by motion made by Trustee Green and seconded by Trustee Burnett, the Committee voted unanimously by roll call as follows to enter nonpublic session for the reasons stated:

*VOTED*, that the Executive Committee go into nonpublic session for the purposes of discussing (1) personnel matters including the performance and compensation of one or more public employees, (2) the hiring of any person as a public employee, (3) consideration of confidential commercial information and (4) consultation with legal counsel as authorized by RSA 91-A:2,1 (b) and 91-A:3, II (a), (b), and (j).

**Executive Nonpublic Session** At 4:20 pm, upon motion duly made and seconded, the Committee voted unanimously by roll call to enter executive nonpublic session as set out below. CAO Provencher and the institutional presidents took no part in the executive nonpublic session.

*VOTED*, that the Executive Committee enters executive nonpublic session as authorized by USNH Board Bylaws, Article V, Section 4g.

**Return to Public Session:** At 4:58 pm, upon motion duly made and seconded, the Committee returned to public session. Chair Walker reported that during nonpublic session, the Committee took the following action:

**Approval of Amendment to Keene State College Career Transition Incentive Plan:** In nonpublic session, by motion made by Trustee Tewksbury and seconded by Trustee Eastwood, the Committee voted unanimously as follows to authorize an eligibility adjustment to the previously approved CTI plan at KSC:

*VOTED*, upon recommendation of KSC President Treadwell, the Executive Committee approves an adjustment to the Keene State KSCEA Career Transition Incentive (CTI) approved by the Board on December 14, 2023. The adjusted eligibility for the program includes those KSCEA faculty who will be 55 years of age or older by June 30, 2025, and have a minimum of 5 years of USNH benefited service combined with adjunct faculty service totaling 10 or more years of service by the Career Transition employment departure date,

*AND FURTHER*, in consultation with the USNH CHRO and General Counsel, has the authority to determine (1) the otherwise eligible faculty to whom the program will be made available, (2) the timing of the window(s) would reopen on April 19, 2024, and close on April 29, 2024 (3) the dates at which faculty may and are required to terminate employment, provided no final termination date is later than June 30, 2024, unless extenuating circumstances preside and (4) caps, if any, on the number of participants or total dollars available to fund the program, or both.

**Sealing of Remainder of Nonpublic Session Minutes:** By motion made by Trustee Green and seconded by Trustee Tewksbury, the Committee voted unanimously by roll call as follows to seal the minutes of the remainder of the nonpublic session:

*VOTED*, pursuant to RSA 91-A:3(III), that, except as disclosed above, the minutes of the nonpublic session be sealed until the Board Chair determines that disclosure would no longer render the purpose of the nonpublic session ineffective.

**Adjourn:** At 5:00 pm, Chair Walker called for further business and, hearing none, adjourned the meeting.

**BOARD OF TRUSTEES  
EXECUTIVE COMMITTEE**

**ADDENDUM TO MEETING MINUTES  
MEETING OF APRIL 18, 2024**

Addendum Dated May 23, 2024

As noted in the minutes, during the meeting the Committee voted unanimously as follows to seal the minutes of its non-public session:

***VOTED***, pursuant to RSA 91-A:3(III), that the minutes of the nonpublic session be sealed until such time as the Chair determines that disclosure would no longer render the nonpublic session ineffective.

The Chair has now determined that disclosure of the actions taken by the Committee in nonpublic session would no longer render the following actions ineffective. Accordingly, the Committee now reports that the Committee conducted the following business during the nonpublic session:

**Appointment of Vice Chancellor for Financial Affairs and Treasurer:** By motion made by Trustee Green and seconded by Trustee Rutman, the Committee voted unanimously by roll call as follows to appoint Karen L. Benincasa as USNH Vice Chancellor of Financial Affairs and Treasurer effective July 1, 2024:

***VOTED***, on recommendation of Catherine Provencher, Chief Administrative Officer of the University System of New Hampshire, with the endorsement of the Executive Compensation and Performance Review Committee, that the Executive Committee hereby appoints Karen L. Benincasa to the position of Vice Chancellor for Financial Affairs and Treasurer for the University System of New Hampshire upon the terms outlined in the materials included in the agenda for this meeting, effective July 1, 2024.

**Update on UNH Presidential Appointment Process:** The Committee received a confidential update on the status of the appointment process.

**Approval of Chancellor Compensation Recommendation and Employment Agreement:** By motion made by Trustee Burnett and seconded by Trustee Tewksbury, the Committee unanimously voted by roll call to approve terms of an employment agreement for the provisionally elected USNH Chancellor as follows:

***VOTED***, on recommendation of the Executive Compensation and Performance Review Committee, whose recommendation is based on an independent market assessment and reasonableness opinion, and input from other Trustees, that the Executive Committee hereby determines (1) keeping USNH Chancellor compensation competitive with peer group benchmarks used in the independent market analysis is in the best interest of USNH and the State of New Hampshire; and (2) the recommendation is consistent with USNH's Executive Total Compensation policy, which targets total cash compensation to be aligned between the 45th and 60th percentile of peers;

***AND FURTHER***, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agree to the employment agreement for Catherine A. Provencher, effective July 1, 2024 as included in the materials for this meeting;

***AND FURTHER***, the Board Chair has the authority to execute the employment agreement per the election made by the Board of Trustees on March 8, 2024.