



BOARD OF TRUSTEES JUNE 27-28, 2024 REGULAR MEETING

Meeting Held at University of New Hampshire
Memorial Union Building, Strafford Room, Durham, NH

Meeting Minutes

(DRAFT for review and approval)

In Attendance June 27: Trustees present at meeting location: Chair Alex Walker, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Donald Birx, Emily Coutermarsh, James Dean, Jackie Eastwood, Frank Edelblut, James Gray, Cathy Green, Patrick Griffin, George Hansel, Shawn Jasper, Rick Ladd, Mackenzie Murphy, Peter Paul, Mike Pilot, Morgan Rutman, Wayne Semprini, Gregg Tewksbury, Christiana Thornton, and Melinda Treadwell. Trustees participating by videoconference: Kevin Knarr, Joël Nkounkou, and David Westover. Others present at meeting location: Governor's Office representative James Gerry.

Call to Order: At 5:10 pm, Vice Chair Burnett called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Vice Chair's Remarks: Vice Chair Burnett thanked outgoing trustees Emily Coutermarsh, James Dean, Morgan Rutman, and Alex Walker for their conscientious service to the System as trustees. The Board joined the Vice Chair in their appreciation for the dedication of the outgoing trustees. Chair Walker returned his thanks and appreciation for the Vice Chair.

In Attendance June 28: Trustees present at meeting location: Chair Alex Walker, Secretary Kass Ardinger, Donald Birx, Emily Coutermarsh, James Dean, Jackie Eastwood, Frank Edelblut, James Gray, Cathy Green, Patrick Griffin, George Hansel, Shawn Jasper, Rick Ladd, Mackenzie Murphy, Peter Paul, Mike Pilot, Morgan Rutman, Wayne Semprini, Gregg Tewksbury, Christiana Thornton, and Melinda Treadwell. Trustees participating by videoconference: Kevin Knarr, Joël Nkounkou, and David Westover. Others participating in the meeting: Governor's Office representative James Gerry, Chief Administrative Officer Cathy Provencher.

Call to Order: At 8:30 am, Chair Walker called the meeting to order and noted the presence of a quorum sufficient for the conduct of business.

Host Campus Presentation: With his tenure as President nearing an end, President Dean shared an overview of UNH's progress during his term. He reviewed UNH's four strategic priorities of enhancing student success and well-being, expanding academic and research excellence, embracing New Hampshire, and building financial strength. Notable achievements included improved retention and graduation rates, the creation of a new Honors College, increased internship opportunities, a significant increase in fundraising through UNH Advancement, and the launch of a new marketing program. Challenges have include increased student mental health needs, increasing challenges in retaining

employees, and an increasingly complex compliance environment. President Dean also gave updates on UNH's increased efforts to engage with local businesses under Provost Wayne Jones and Senior Vice Provost Marion McCord, work by the UNH marketing team that is leading to increased engagement among prospective students, and improvements in UNH's rankings in value of UNH and graduation rate for Pell-eligible students. He also praised the work of several other departments including Human Resources and Student Support.

During the presentation, the meeting was briefly disrupted due to noise outside the meeting room. The Board informally recessed during the period of disruption. While the trustees spoke among themselves informally, no business was conducted during this period.

Consent Agenda: By motion made by Trustee Pilot and seconded by Trustee Green, the Board unanimously voted by roll call to approve the consent agenda items as follows:

VOTED, that the Board of Trustees approves the minutes of the meetings held on March 7-8, 2024 and April 12, 2024 as presented.

CAO Update: The CAO updated the Board on the status of the planned move of the System office to vacant space on the NHTI campus and efforts to secure outside funding to support the move. She then expressed excitement about her upcoming transition to the Chancellor role and thanked the trustees for their trust and support.

Presidents' Reports: In addition to the written reports in the meeting materials, Presidents Treadwell and Bix thanked outgoing President Dean for his collegueship over the years.

Educational Excellence Committee Report and Related Board Action: Committee Chair Eastwood presented the report of the committee's June 27, 2024 meeting. The Chair noted that the trustees had all attended the Ed Ex meeting making a detailed report unnecessary

Following the report, the Board took the following action on recommendation of the committee.

Appointment of Faculty with Tenure at UNH: By motion made by Trustee Eastwood and seconded by Trustee Hansel, the Board unanimously voted by roll call as follows to approve appointments of tenure at UNH as described in the supporting materials for the Educational Excellence Committee agenda:

VOTED, on recommendation of President Dean and the Educational Excellence Committee, that the Board of Trustees approve the appointment of two individuals with the rank of professor with tenure and one individual with the rank of associate professor with tenure at the University of New Hampshire, as presented in the supporting material for the Educational Excellence Committee.

Audit Committee Report: Committee Chair Tewksbury presented the report of the committee's June 27, 2024 meeting. The committee received updates on the meeting schedule and the year's enterprise risk management plan. The audit committee then discussed its role in overseeing the risks assigned to it, particularly the ongoing ERP project. The committee also received a cybersecurity and Graham-Leach-Bliley Act compliance report. Finally, the committee previewed possible changes to the committee's charter based on forthcoming new professional standards

Investment and Capital Planning Committee Report and Related Board Action: Committee Chair Rutman presented the report of the committee's June 27, 2024 meeting. The chair reported that the investment portfolio is up approximately 13% year-to-date, to a total of approximately \$630 million. Combined with the assets managed by the UNH Foundation, the total portfolio held to support the System is approaching one billion dollars. The chair then reported that the committee acted to extend the contract of the System's existing outsourced chief investment officer, Prime Buchholz.

Following the report, the Board took the following action upon recommendation of the committee:

UNH-NOAA Ocean Mapping Center of Excellence: By motion made by Trustee Rutman and seconded by Trustee Hansel, the Board unanimously voted by roll call as follows to approve the project budget for the NOAA Center at UNH:

VOTED, on recommendation of the Investment and Capital Planning Committee, that the Board of Trustees authorizes and approves a \$25 million dollar project budget for UNH to proceed with work to complete the construction of the Ocean Mapping Center of Excellence and High Bay project, contingent on the approval of the incoming UNH President;

AND FURTHER that the project be funded through \$20 million in NOAA and \$5 million in NIST federal grants.

Financial Affairs Committee Report and Related Board Action: Committee Chair Pilot presented the report of the committee's June 27, 2024 meeting. The Chair thanked Trustee Rutman for his stewardship of the Investment and Capital Planning Committee and noted that the trustees had all attended the FAC meeting making a detailed report unnecessary.

Following the report, the Board took the following action upon recommendation of the committee:

Approval of Systemwide FY25 Operating and Capital Budgets: By motion made by Trustee Pilot and seconded by Trustee Rutman, the Board voted unanimously by roll call as follows to approve the systemwide budgets for FY 25:

VOTED, on recommendation of the Financial Affairs Committee, that the Board of Trustees approves the operating and capital budgets for the University System applicable to the fiscal year beginning July 1, 2024 and ending June 30, 2025 (FY25) as presented in the attachments to the committee agenda;

AND FURTHER, in the event revenues are lower than currently planned in the attached budget by institution and in total, requires budget adjustments to reduce expenses to the lower revenue levels to meet the Operating Margins as presented in those attachments;

AND FURTHER, requires the use of available restricted and external funding prior to the use of any USNH funds with exceptions requiring the approval of the institutional CFO or CFO designee.

Governance Committee Report: Committee Chair Ardinger presented the report of the committee's June 27, 2024 meeting. The Chair noted that the committee had reviewed the results of annual board self-evaluation. Overall results were flat to slightly above last year's. However, there were particular areas of concern identified which the committee suggests discussing at the next Board retreat. The committee also discussed ways to increase Board outreach to other institutional stakeholders. The committee further plans to add reports on trustee engagement and attendance and annual discussion of the structure of the USNH Chancellor role. The committee also reviewed the new trustee orientation materials and suggested clarification on the various conflict of interest forms trustees must file.

Nomination Committee Report and Related Board Action: Committee Chair Green presented the Committee's proposed slate of Board officers and Nomination Committee Members for the coming governance year. By motion made by Trustee Thornton and seconded by Trustee Rutman, the Board voted unanimously by roll call (Trustees Ardinger, Green, Knarr, Pilot, and Tewksbury abstaining) as follows to approve the Committee's recommended slate of nominees:

VOTED, upon recommendation of the Nomination Committee, that the Board of Trustees elects the following Board Officers and Nomination Committee members for the terms described in the attached materials:

Board Chair: Michael Pilot

Board Vice Chair: Kassandra Ardinger

Board Secretary: Kevin Knarr

Nomination Committee: Cathy Green (Chair), Jamie Burnett, Gregg Tewksbury

Welcomes and Goodbyes: Chair Walker thanked the outgoing USSB members for their service over the past year and welcomed incoming trustees Brian McCabe, Isabella Falcetti, Elizabeth Chilton, Maureen Beauregard, and Cathy Provencher. Finally, the Chair spoke at length in praise and thanks of outgoing trustees Emily Coutermarsh, James Dean, and Morgan Rutman. The Board echoed those sentiments. CAO Provencher then shared her appreciation for the efforts of outgoing Trustee and Board Chair Walker. In honor of the outgoing trustees, the Board took up a collection among itself and donations will be made in President Dean's name to a fund to support the James W. and Janet B. Dean Fund for Instruction in Music and Studio Arts at UNH, in Trustee Rutman's name to the Morgan and Tara Rutman Scholarship fund supporting the Shoals Marine Center on Appledore Island, and in Chair Walker's name to support nursing scholarships at each System institution.

Executive Nonpublic Session: At 10:59 am, by motion made by Trustee Walker and seconded by Trustee Green, the Board unanimously voted by roll call to enter nonpublic session for the reasons stated below. Trustees Dean, Treadwell, and Birx took no part in the executive nonpublic session.

VOTED, that the Board of Trustees go into executive nonpublic session to discuss the compensation of a public employee as authorized by RSA 91-A:3.II (a) and USNH Board Bylaws, Article V, Section 4 (g).

Return to Public Session: At 11:34 am, by motion duly made and seconded, the Board unanimously voted to return to public session.

Sealing of Nonpublic Session Minutes: By motion made by Trustee Jasper and seconded by Trustee Eastwood, the Board unanimously voted as follows to seal the minutes of the nonpublic session:

VOTED, pursuant to RSA 91-A:3.III, that the minutes of the nonpublic session be sealed until July 12, 2024 when disclosure will no longer render the purpose of the nonpublic session ineffective.

Adjourn: At 11:36 am Chair Walker called for further business and, hearing none, adjourned the meeting.