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Faculty Representative

Reva Goyal '27
Student Representative

The University of Rhode Island Board of Trustees Governance Committee Meeting Monday, April 8, 2024 · 3:00 p.m. EDT

The University of Rhode Island
Beagle Board Room, The Alumni Center
73 Upper College Road, Kingston, RI 02881

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the April 8, 2024, meeting of the University of Rhode Island (URI) Board of Trustees Governance Committee and noted that the meeting was being held in person with Committee members participating remotely. Virtual access to the meeting was available via the YouTube video platform. A recording is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Committee Chair Nicolato conducted a roll call attendance and reported that a quorum of members was present. She called the meeting to order at 3:01 p.m.

The URI Board of Trustees Governance Committee members in attendance:

- Ms. Cortney Nicolato, Committee Chair (remote)
- Ms. Jay Placencia, Committee Vice Chair (remote)
- Honorable Charles Fogarty (remote)
- Ms. Monica Garnes (remote)
- Mr. Matthew Lenz (remote)
- Mr. Joseph Matthews (remote)
- Honorable Robert Weygand (remote)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)
- Mr. David Caprio (ex officio, non-voting) (remote)

URI Board of Trustees Chair Margo Cook and Vice Chair Armand Sabitoni also participated remotely.

"The University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People. We honor and respect the enduring and continuing relationship between the indigenous people and this land by teaching and learning more about their history and present-day communities, and by becoming stewards of the land we, too, inhabit."

URI President's Stewardship Council members in attendance:

- Ms. Chelsea Berry, Interim Senior Advisor to the President and Chief of Staff (remote)
- Ms. Alyssa Boss, General Counsel (remote)
- Ms. Anne Marie Coleman, Assistant Vice President, Human Resources Administration (remote)
- Dr. Barbara Wolfe, Executive Vice President and Provost, Academic Affairs (remote)

URI staff members in attendance:

- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Lynn Owens, Associate Secretary to the Board of Trustees (in person)
- Ms. Kara Larsen, Assistant Vice President for Enterprise Risk Management (remote)

Committee Chair Nicolato acknowledged that the University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People.

1. APPROVAL OF THE MINUTES

a. Minutes of the February 7, 2024 Governance Committee Meeting. [Enclosure 1.a.](#)

Committee Chair Nicolato called for a motion that the Governance Committee of the URI Board of Trustees approve the minutes of the February 7, 2024, Committee meeting.

On a motion duly made by Charles Fogarty and seconded by Robert Weygand, it was

VOTED:	THAT	The URI Board of Trustees Governance Committee approve the minutes of the February 7, 2024, Committee meeting.
	VOTE:	7 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Charles Fogarty, Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato, Jay Placencia, Robert Weygand
	NAYS:	0
	ABSTAINS:	0

2. DISCUSSION ITEMS

a. URI Board of Trustees Appointments

Cortney Nicolato, Committee Chair

Committee Chair Nicolato reported that Trustees Garnes, Fascitelli, Fogarty, and Matthews were reappointed to the URI Board of Trustees in January with a February 1, 2027, term end date. In March, the RI Senate confirmed the reappointment of Trustees Kerwin (term end date February

1, 2025), Luna (term end date February 1, 2025), and Nicolato (term end date February 1, 2027). Returning Trustee David Martirano (term end date February 1, 2025) was appointed to the Board in March, replacing Richard Humphrey. Committee Chair Nicolato noted that Mr. Martirano has been assigned to the Institutional Risk and Compliance and Academic Affairs and Research committees.

b. Student Trustee Appointment

Marc Parlange, President

Committee Chair Nicolato reported that, in accordance with the URI Board of Trustees bylaws, 2.3 Appointments of the President, the President will appoint one faculty member who shall serve in a non-voting capacity for a single two-year term and one student member who shall be a full-time student in good standing at the University who shall serve in a non-voting capacity for up to two (2) one-year terms.

President Parlange stated that he has renewed Revaa Goyal to serve as student representative on the URI Board of Trustees for another one-year term. He noted that Revaa has served us well during the past year and spoke of her active participation and good sense of the many issues that face the student body at URI. Committee Chair Nicolato remarked that Revaa has been a great addition to the Board and provides valuable perspective.

Committee Chair Nicolato reported that faculty representative Melissa Sutherland is entering the second year of her two-year term with the URI Board of Trustees. She acknowledged Melissa's contributions and looks forward to her continued work with the Board.

c. Finalize Agenda for Annual Board Retreat – June 28, 2024

Cortney Nicolato, Committee Chair

Committee Chair Nicolato reported that plans are underway for the June 28, 2024, annual Board retreat, and asked Chelsea Berry to provide an update on the preliminary agenda.

Chief of Staff Chelsea Berry reported that she and the President are considering retreat activities focused on health and biomedical sciences. She stated that conversations can be built around strategy for the 2024 general obligation bond request for a biomedical sciences building at URI, how the University is playing a role in the state with the life sciences hub, and how health sciences and biomedical sciences will play into the University's Strategic Plan over the next few years.

Ms. Berry spoke about the recent well-received panel discussion held with URI's three new health focused deans (Patrick Vivier, College of Health Sciences; Danny Willis, College of Nursing; and Kerry LaPlante, College of Pharmacy), moderated by Provost Wolfe, where the deans talked about their colleges' vision for the near future. She spoke about URI's great faculty who are doing some really interesting things in the biomedical sciences field, including the Ryan Institute's co-directors.

President Parlange spoke of URI as a research university and highlighted important health and biomedical sciences undergraduate research work underway on campus, along with world-class research being done by URI Ph.D. students. He highlighted student achievements in health and biomedical sciences.

Committee member Matthews supported URI's continuing advocacy for research and encouraged the exploration of health care opportunities and public health programs. Chair Cook suggested that if a strategic discussion around health and biomedical sciences is planned for the retreat, the Board may want to talk at a high level about what a public medical school could look like, so the Board can understand how this all works together, and if the basis for excelling in life sciences, as URI does, is a catalyst for a potential medical school.

Committee Chair Nicolato noted that during the retreat the Board will also talk about its function and goals. A "getting to know one another" exercise will be planned. A retreat agenda will be distributed to the Committee once finalized.

d. Annual Board Self-Assessment Form

Cortney Nicolato, Committee Chair

Committee Chair Nicolato reported that the annual self-assessment forms will be enhanced based on Board goals and key performance indicators that are being established. Following the Governance Committee meeting, the annual self-assessment form will be distributed to Governance Committee members for input. Following the April 26 Board meeting, the self-assessment form will be distributed to the Board members. Results of the self-assessment exercise will be shared with the Governance Committee prior to a full review by the Board at the June retreat. The responses will be used to craft a retreat conversation around Board governance and goals.

e. Board Goals and KPIs

Jay Placencia, Committee Vice Chair

Committee Chair Nicolato thanked Vice Chair Placencia and Board secretary Curreri for their efforts to build Board goals based on last year's self-assessment responses and discussions at last year's Board retreat and subsequent Committee meetings.

Vice Chair Placencia thanked Committee member Garnes for her input on the draft document, which is a work in progress. She stated that data is being collected and key performance indicators are being identified to measure progress towards the goals. She noted that a dashboard will be created to track progress on Board engagement based on the trustees' commitment of time, talent, and treasure to the University.

Chair Nicolato asked that the draft document be sent to Committee members for review and feedback following the Governance Committee meeting. She noted that one of the goals identified is to continue to seek knowledge and accelerate progress on each Trustee's justice, equity, diversity and inclusion (JEDI) journey. She stated that the Board may want to conduct an

equity assessment of our knowledge, and see what trainings, tools, and resources we need as a Board to continue to grow in that journey. She asked the Board secretary to connect with the folks that work in this realm every day at URI so the Committee can have a follow up discussion and a plan about the Board's JEDI journey.

f. Annual Review of the Governance Committee Charter [Enclosure](#)

Jay Placencia, Committee Vice Chair

Committee Vice Chair Placencia noted that the duties of the Governance Committee are defined in the committee charter created in 2020 and reviewed annually. She asked Committee members to review the document and to bring forward any proposed updates for action at the June meeting.

Committee members expressed no changes or modifications to the charter.

g. Annual Review of the Governance Committee Calendar [Enclosure](#)

Cortney Nicolato, Committee Chair

Committee Chair Nicolato noted that the Calendar is the Governance Committee's annual work plan and is aligned with the University's strategic vision and priorities. She noted that on an annual basis, the Committee reviews the calendar and recommends any necessary amendments to the Board.

Committee Chair Nicolato reported that the procedure for policy review and approval is under review in an effort to streamline the process. Currently, policies are presented to the Governance Committee for review and discussion at one meeting, with action planned for the next meeting. Other committees are advised of the policy review if the policy impacts that committee. Committee Chair Nicolato suggested that policies be reviewed and approved at one meeting, while maintaining the current practice when necessary. Committee members were in favor of making the process more efficient.

Committee Chair Nicolato stated that she will report out on this topic at the Board meeting.

h. Review of updates to the University policy on "Approval and Execution of Contracts and Other Binding Documents" [Enclosure](#)

Alyssa Boss, General Counsel

General Counsel Boss reviewed the proposed changes to the policy on "Approval and Execution of Contracts and Other Binding Documents". A notification of these proposed updates was also an agenda item for the April 4, 2024, Board of Trustees Finance and Facilities Committee meeting. The proposed changes relate to Board approval with respect to the use of State Master Price Agreements under the terms of this policy, and amendments and change orders, where these changes materially affect the contract under the terms of this policy.

The changes presented in the enclosure have been discussed with the University's Administrative Policy Committee (APC), but that body, along with the University President, has not yet

approved the draft. The draft presented here is for initial review; action is planned for the June meeting.

General Counsel Boss reported that the main thing that's changed in this proposed policy is to create a process for approval of change orders and amendments where it's either a contract that was already over the \$5 Million threshold for Board approval, or where the change order and amendment would bring the contract over that \$5 Million threshold. She stated that URI defined a process where if the change order or amendment falls in this category for Board approval, based on the size of the contract, it would require the President to approve it. But if it was a material change, it would require the Board to approve it. A material change is defined as the greater of \$1 Million or twenty percent of the contract value. She noted a couple of other smaller changes including removing language about the annual process of delegation of authority, and language related to master price agreements. She reported that the Finance and Facilities Committee reviewed the proposed changes and raised no concerns or questions.

General Counsel Boss responded to Committee members' questions around alignment with state guidelines and the policy's application in terms of research grants.

3. ACTION ITEM

- a. **Approval of the policy on “Employee Recruitment, Selection, and Hiring”** [Enclosure](#)
Anne Marie Coleman, Assistant Vice President, Human Resources Administration

Assistant Vice President Anne Marie Coleman reported that while this is a new policy, it is actually a compilation of policies that have existed at the University related to recruitment over the past many years. She stated that following the establishment of the Board of Trustees, the University conducted a comprehensive review of all of the policies of the Council on Postsecondary Education that needed to be updated. In addition, in August of 2022 the University made the decision to streamline the hiring process for non-classified staff and faculty. Prior to that, there was a mutual bifurcated search process between the Office of Human Resources and the Affirmative Action Office at the University. On August 1, URI changed that process. Now, the University has primary ownership in Human Resources for all searches for faculty, unclassified staff, and our civil service employees. The Office of Affirmative Action, Equal Opportunity, and Diversity has taken over the responsibility for training and audit after the search process. Assistant Vice President Coleman reported that there will also be a comprehensive procedure that will go along with this policy. If passed by the Board, the policy will go into effect on July 1, 2024 to allow the training of all of the new search chairs prior to it becoming effective.

Committee members had no comments on the proposed policy.

Committee Chair Nicolato called for a motion that the Governance Committee recommend that the URI Board of Trustees approve the policy on “Employee Recruitment, Selection, and Hiring” as presented.

On a motion duly made by Charles Fogarty and seconded by Matthew Lenz, and hearing no comments, it was

VOTED: THAT The URI Board of Trustees Governance Committee recommend that the URI Board of Trustees approve the policy on “Employee Recruitment, Selection, and Hiring” as presented.

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

YEAS: Charles Fogarty, Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato, Jay Placencia, Robert Weygand

NAYS: 0

ABSTAINS: 0

Committee Chair Nicolato reminded Committee members to complete their annual financial disclosure forms for the RI Ethics Commission by April 26.

4. ADJOURN

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee adjourn the meeting of April 8, 2024.

On a motion duly made by Charles Fogarty and seconded by Jay Placencia, it was

VOTED: THAT The URI Board of Trustees Governance Committee adjourn the meeting of April 8, 2024.

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

YEAS: Charles Fogarty, Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato, Jay Placencia, Robert Weygand

NAYS: 0

ABSTAINS: 0

At 3:40 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is tentatively scheduled for June 2024.