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**The University of Rhode Island Board of Trustees
Governance Committee Meeting
Friday, June 28, 2024 · 8:15 a.m. EDT**

**The University of Rhode Island
Room 025C, The Fascitelli Center for Advanced Engineering
2 East Alumni Avenue, Kingston, RI 02881**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the June 28, 2024, meeting of the University of Rhode Island (URI) Board of Trustees Governance Committee and noted that the meeting was being held in person. 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 8:20 a.m.

The URI Board of Trustees Governance Committee members in attendance:

- Ms. Cortney Nicolato, Committee Chair (in person)
- Ms. Jay Placencia, Committee Vice Chair (in person)
- Honorable Charles Fogarty (in person)
- Ms. Monica Garnes (in person)
- Mr. Matthew Lenz (remote at 8:20 a.m.; in person – arrived at 8:25 a.m.)
- Mr. Joseph Matthews (in person)
- Honorable Robert Weygand (in person)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (in person)
- Mr. David Caprio (ex officio, non-voting) (in person)

URI Board of Trustees Vice Chair Armand Sabitoni also participated in person.

URI President's Stewardship Council members in attendance:

- Ms. Abby Benson, Vice President, Administration and Finance (in person)
- Ms. Chelsea Berry, Senior Advisor to the President and Chief of Staff (in person)
- Ms. Alyssa Boss, General Counsel (in person)
- Mr. Gabriele Fariello, Interim Chief Information Officer (in person)
- Ms. Jeanne Hruska, Senior Advisor to the Provost and Chief of Staff (in person)
- Ms. Markeisha Miner, Vice President, Community, Equity, Diversity (in person)
- Dr. Barbara Wolfe, Executive Vice President and Provost, Academic Affairs (in person)

URI staff members in attendance:

- Ms. Robin Cawley, Legal Assistant, Office of General Counsel
- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management (in person)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (in person)
- Ms. Lynn Owens, Associate Secretary to the Board of Trustees (in person)
- Mr. Jay Walsh, URI Affiliate, AAUP (in person)

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

Committee Chair Nicolato called for a motion that the Governance Committee amend the meeting agenda to consider action items 3.a., 3.b., and 3.c., before the discussion items.

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

VOTED: THAT The URI Board of Trustees Governance Committee amend the agenda to consider action items 3.a., 3.b., and 3.c. before the discussion items.

VOTE: 6 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

No vote heard from Matt Lenz.

1. APPROVAL OF MINUTES

a. Minutes of the April 8, 2024, Governance Committee Meeting. [Enclosure](#)

Committee Chair Nicolato called for a motion, and on a motion duly made by Monica Garnes and seconded by Jay Placencia, it was

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

VOTE: 6 members voted in the affirmative and 0 members voted in the negative.

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

NAYS: 0

ABSTAINS: 0

No vote heard from Matt Lenz.

3. ACTION ITEMS

a. Approval of amendments to the URI Board of Trustees Remote Meeting Participation Policy, and recommendation to the URI Board of Trustees. [Enclosure](#)
Michelle Curreri, Board Secretary

Board Secretary Michelle Curreri stated that proposed amendments align with legislative changes passed in 2022, S2372, § 42-46-5(b)(5) of the Open Meetings Act authorizing URI Board of Trustees members to participate remotely in open public meetings with certain requirements, including adopting rules for remote participation.

Following inquiry by Trustee Weygand, General Counsel Boss confirmed that she reviewed and approved the proposed amendments.

Committee Chair Nicolato called for a motion, and on a motion duly made by Joseph Matthews and seconded by Charles Fogarty, and hearing no comments, it was

VOTED: THAT The Governance Committee recommend that the Board of Trustees approve amendments to the URI Board of Trustees Remote Meeting Participation Policy as presented in the enclosure.

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

- b. Approval of amendments to the University policy on “Approval and Execution of Contracts and Other Binding Documents” and recommendation to the URI Board of Trustees.** [Enclosure](#)
Daniel Moos, Assistant to the Vice President, Administration and Finance

Dr. Moos noted that the proposed amendments to the policy were reviewed by Committee members at the April 8th Governance Committee meeting and reviewed by stakeholders across the URI community. He stated that the suggested changes make the policy stronger and more manageable, and noted the following points related to the proposed changes:

1. Board approval with respect to the use of State Master Price Agreements under the terms of this policy (Sec. 3.1.6); whereby Board approval is not specifically required for orders placed under a State of Rhode Island master price agreement, or for contracts or other binding documents to which the University agrees to participate in a master price agreement;
2. Amendments and change orders, where these changes materially affect the contract under the terms of this policy (Sec. 4.2); and,
3. In addition, the requirement for annual renewal of the delegation of Signature Authority has been removed, with the intent to add language to the Procedures encouraging regular review of these delegations (See Sec. 2.2.1).

Committee Chair Nicolato called for a motion and, on a motion duly made by Monica Garnes and seconded by Robert Weygand, and hearing no comments, it was

VOTED: THAT The Governance Committee recommend that the URI Board of Trustees approve the policy on “Approval and Execution of Contracts and Other Binding Documents”, as presented in the enclosure.

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

c. Approval of the URI Board of Trustees Nondiscrimination and Sexual Misconduct Policy, and recommendation to the URI Board of Trustees. [Enclosure](#)

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Larsen reported that this comprehensive policy merges the existing Policy on Nondiscrimination and Policy on Sexual Misconduct to reflect new regulations issued by the Department of Education pursuant to Title IX of the Education Amendments Act, effective August 1, 2024. Among other changes, the new regulations expand the definition of discrimination on the basis of sex for purposes of Title IX to go beyond the current definition. The added components of the definition are similar to the definition of discrimination on the basis of sex under Title VII. In addition, the draft policy reflects changes in the regulations relative to the reporting obligations of employees, training requirements, and additional provisions related to pregnancy and related conditions.

Committee Chair Nicolato called for a motion and, on a motion duly made by Matthew Lenz and seconded by Charles Fogarty, and hearing no comments, it was

VOTED: THAT The Governance Committee recommend that the URI Board of Trustees approve the policy on Nondiscrimination and Sexual Misconduct, as presented in the enclosure.

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. Review of URI Board of Trustees Bylaws

Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that review of the Board's bylaws is underway and will be considered over the next few Governance Committee meetings.

b. Board Goals and KPIs

Jay Placencia, Committee Vice Chair

Committee Vice Chair Placencia reminded committee members that the 5.22.24 edition of the Board

Goals and KPIs was sent to committee members via email earlier this month, following input from board members. Both one year and five-year KPIs are listed for Goal 1: Enhancing Board Engagement Opportunities and Presence, and Goal 2: Further the mission and vision outlined in Focus URI Strategic Plan. Data will be shared once per year. Committee Vice Chair Placencia thanked Board Secretary Michelle Curreri for her assistance.

Committee Chair Nicolato thanked all involved in putting the Board Goals and KPIs together.

c. Review criteria for Board members

Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that the proposed updates to the Statement of Expectations, with Board Goals and KPIs included, was sent to committee members via email earlier this month. The Statement of Expectations is now aligned with the Board Goals and KPIs. Board members are asked to review and sign the Statement of Expectations on an annual basis.

d. Board of Trustees Self-Assessment Results

Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that she will be talking about the results at the Board retreat. She stated that overall, we had an 81% response rate to the self-assessment survey. She stated that the survey data and insights confirm that the Board is focused on being a good governing board, striving for meaningful experiences for all board members.

e. Board of Trustees Composition Matrix

Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that the Board of Trustees Composition Matrix is an assessment of our representation on this Board as well as the diverse skills that each trustee brings to the table. The survey asks for demographic data and a self-assessment of skills that each trustee is bringing to the table. The collected information is gathered in a composition matrix used to identify areas of opportunity when considering new and renewed membership on the Board. The composition matrix will be sent to the trustees for completion following the June Board meeting. Data is shared with the Governor every year.

f. Committee Membership Update

Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that this year David Martirano replaced Richard Humphrey and serves on the Academic Affairs & Research and Institutional Risk & Compliance Committees.

4. ADJOURN

Committee Chair Nicolato called for a motion, and 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 June 28, 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 8:36 a.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is scheduled for September 18, 2024.

OFFICIAL