

**The University of Rhode Island Board of Trustees
Governance Committee Meeting
Wednesday, September 18, 2024 · 10:00 a.m. EDT**

**The University of Rhode Island
Room 207, Avedisian Hall
7 Greenhouse Road, Kingston, RI 02881**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the September 18, 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 10:00 a.m.

The URI Board of Trustees Governance Committee members in attendance:

- Ms. Cortney Nicolato, Committee Chair (remote)
- Ms. Jay Placencia, Committee Vice Chair (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)

URI Board of Trustees Governance Committee members not in attendance:

- Honorable Charles Fogarty
- Mr. David Caprio (ex officio, non-voting)

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

URI President’s Stewardship Council members in attendance:

- Ms. Abby Benson, Vice President, Administration and Finance (remote)
- Ms. Chelsea Berry, Senior Advisor to the President and Chief of Staff (remote)
- Ms. Alyssa Boss, General Counsel (remote)
- Ms. Markeisha Miner, Vice President, Community, Equity, Diversity (remote)
- Dr. Barbara Wolfe, Executive Vice President and Provost, Academic Affairs (remote)

URI staff members in attendance:

- Ms. Robin Cawley, Legal Assistant, Office of General Counsel (in person)
- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Lauren Jensen, Deputy General Counsel (remote)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management (remote)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (remote)
- Ms. Lynn Owens, Associate Secretary to the Board of Trustees (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.

1. APPROVAL OF MINUTES

a. Minutes of the June 28, 2024, Governance Committee Meeting. [Enclosure](#)

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

VOTED:	THAT	The URI Board of Trustees Governance Committee approve the minutes of the June 28, 2024, Committee meeting.
	VOTE:	6 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato, Jay Placencia, Robert Weygand
	NAYS:	0
	ABSTAINS:	0

2. DISCUSSION ITEMS

a. Update on Title IX and implementation of the URI Board of Trustees Nondiscrimination and Sexual Misconduct Policy. [Enclosure](#)

Assistant Vice President Kara Larsen reported that the implementation of new Title IX regulations and the Nondiscrimination and Sexual Misconduct Policy have been delayed due to litigation. The University continues to process Title IX cases using existing policies. The University has a robust Title IX program with dedicated staff members and resources to support students and employees.

Assistant Vice President Larsen noted that URI will keep the Board informed on the progress of Title IX regulations and any updates or changes in the litigation process. URI will continue to support students and employees through the Title IX complaint resolution process and provide resources. ~~such as counseling services, health services, psychological consultation center, Chaplains Association, Women Center, and campus police. The University will ensure accommodations for pregnancy and related conditions are provided to students and employees, including lactation spaces and academic adjustments.~~

Committee Chair Nicolato emphasized that the safety and wellbeing of all students and staff is the University's primary objective.

b. Academic Year 2025 URI Board of Trustees Policy List and Anticipated Review Schedule

[Enclosure](#)

Dan Moos, Assistant to the Vice President, Administration and Finance

Dan Moos, Assistant to the Vice President, Administration and Finance, reviewed the 2025 URI Board of Trustees Policy List and anticipated Review Schedule. He noted that one new policy on tuition is currently under development in the Provost's office. Scheduled reviews are expected for intellectual property, conflict of interest in research, consensual relationships, ethics, and conflict of interest. The policy on board-level policies will be reviewed and potentially merged with the administrative policy on policies.

c. 2024 Board Composition Matrix Survey Results

Cortney Nicolato, Committee Chair

Committee Chair Nicolato presented slides ([linked here](#)) documenting 2024 Board Composition Matrix Survey Results. She thanked all 22 board members for completing the survey. She noted that in 2024, Trustee David Martirano replaced Richard Humphrey on the Board. She reviewed the demographics, including age, gender, race and ethnicity, noting that they remain stagnant but stable.

Committee members discussed the demographics and areas for improvement, including encouraging the selection of Trustees of color and Native Americans. Trustee Garnes echoed the desire to promote diversity in multiple areas, including diversity of age. Board Chair Cook discussed a framework used by another board where she serves limiting any broad category to a maximum of 60% by gender, age, race and other categories to help force creation of diversity.

There was also discussion of accessing potential alumni members working with the URI Foundation and Alumni Engagement. Committee Chair Nicolato concluded by saying that the data will be

distilled and discussions with the Governor's office will start in January, when reappointments and appointments are considered and we will share areas of greatest opportunity to build diversity.

d. Discussion of Board Process Streamlining Efforts [Enclosure](#)

Alyssa Boss, General Counsel

General Counsel Alyssa Boss presented slides (see enclosure) focused on efforts to streamline Board procedures. She reported that the Governance Committee has been working on making Board processes less formal and burdensome. Streamlining efforts completed include changes to the remote meeting law and eliminating the agenda approval vote. The Board now uses omnibus voting for committee recommended actions and has streamlined agenda language.

General Counsel Boss noted that proposed streamlining efforts include considering reducing the number of committee meetings and scheduling them in advance. During scheduled October Committee meetings, Committees can review their calendars to determine which meetings can be changed to "as needed". The liaisons may coordinate with committee chairs to schedule meetings in a timely manner and may consider having consistent meeting times in the second week before the Board meeting. Additionally, General Counsel Boss discussed the ability to leverage the charge of the Executive Committee to address transactional matters as needed between Board meetings.

The proposed solutions were well received and appreciated by the Committee.

e. URI Board of Trustees Faculty Representative Appointment

Marc Parlange, President

President Parlange reported that Kristine M. Bovy, Professor of Anthropology & Chair of Sociology & Anthropology will replace Melissa Sutherland as Faculty Representative on the URI Board of Trustees. Trustee Sutherland has been named an associate dean of the College of Nursing. Committee members thanked Melissa for her service to the Board and the University and look forward to welcoming Dr. Bovy to the Board.

f. Regulations for the Control and Use of URI Property

Alyssa Boss, General Counsel

Discussion on this item was deferred to a future meeting.

3. ACTION ITEM

a. Review of amendments to the URI Board of Trustees Bylaws, and recommendation to the URI Board of Trustees.

Margo Cook, Board Chair

Cortney Nicolato, Committee Chair

This item was deferred to a future meeting.

4. ADJOURN

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

VOTED: THAT The URI Board of Trustees Governance Committee adjourn the meeting of September 18, 2024.

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

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

NAYS: 0

ABSTAINS: 0

At 10:59 a.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is scheduled for October 22, 2024.