



**Members**

Margo Cook '86, *Chair*

Armand E. Sabitoni '73, *Vice Chair*

Maria P. Ducharme, DNP, RN - M.S. '96

Michael D. Fascitelli '78

Charles J. Fogarty M.P.A. '80

Joe Formicola '69

Monica J. Garnes '94

Neil Kerwin, Ph.D. - M.A. '73

Matthew Lenz '11

Roby Luna '04

David Martirano '91

Joseph F. Matthews '80

Cortney M. Nicolato '01

Vahid Ownjazayeri

Yahaira "Jay" Placencia '01

Thomas Ryan '75

Robert A. Weygand '71, '76, M.A. '09, M.P.A. '10

**Ex Officio Members**

Marc B. Parlange, Ph.D., P.Eng.  
*President*

Michael Grey, *Chair*  
*R.I. Board of Education*

David Caprio, *Chair*  
*R.I. Council on Postsecondary  
Education*

Kristine M. Bovy, Ph.D.  
*Faculty Representative*

Revaa Goyal '27  
*Student Representative*

**The University of Rhode Island Board of Trustees  
Governance Committee Meeting  
Tuesday, October 22, 2024 · 3:30 p.m. EDT**

**The University of Rhode Island  
The Hope Room, Robert J. Higgins Welcome Center  
45 Upper College Road, Kingston, RI 02881**

**OFFICIAL MINUTES**

Committee Chair Cortney Nicolato welcomed everyone to the October 22, 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 3:36 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) (arrived at 3:44 p.m.)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)

URI Board of Trustees Governance Committee member not in attendance:

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

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

URI President’s Executive 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. Michelle Curreri, Secretary to the Board of Trustees (in person)
- 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.

Committee Chair Nicolato asked if there were any proposed amendments to the agenda; none were presented.

## 1. APPROVAL OF MINUTES

### a. Minutes of the September 18, 2024, Governance Committee Meeting. [Enclosure](#)

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

VOTED: THAT The Committee approve the minutes of the September 18, 2024, meeting.

VOTE: 6 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

NAYS: 0

ABSTAINS: 0

Robert Weygand was not present for the vote.

## 2. DISCUSSION ITEMS

### a. Review criteria for board members and recommend candidates to fill vacancies in trustees' positions

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato stated that appointing new or returning trustees is the Governor's responsibility. Each year, URI updates the Governor on board activities and needs, considering the current Board composition.

Committee Chair Nicolato reported that Maria Ducharme, Neil Kerwin, Matthew Lenz, Roby Luna, David Martirano, and Jay Placencia's Board terms expire in February 2025. She and Board Chair Cook will contact them to confirm their interest in staying on the Board.

Committee members reviewed the results of the 2024 Board Composition Matrix Survey ([linked here](#)) and discussed areas of growth and opportunity, including encouraging the selection of trustees of color and Native American indigenous persons, the desire to promote diversity in multiple areas, including diversity of age, and accessing potential alumni members. Committee members considered adding trustees with technology expertise and global experience as URI expands its research.

A nomination form for potential new Board members will be distributed to the Board and University senior leaders to be considered in preparing a list for the Governor's consideration. Committee Chair Nicolato encouraged the trustees to complete the form and asked that they complete it within two weeks.

### b. JEDI Proposal

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato noted ongoing efforts to grow the Board with a focus on justice, equity, diversity, and inclusion (JEDI). She stated that she and Markeisha Miner, Vice President, Community, Equity, Diversity, have been meeting to develop a JEDI initiative to promote continuing education and embed JEDI into the Board's work.

Vice President Markeisha Miner thanked the committee for exploring how to integrate, rather than add on, a commitment to fostering an inclusive culture and a diverse, equitable community in all governance decisions and interactions. The JEDI proposal is based on the Board's self-assessment, addressing areas trustees want more education on. It also offers the Board a chance to engage with URI's broader, representative community, for whom it serves as the voice and face to the state and beyond.

Vice President Miner highlighted the JEDI proposal, including discussion with experts, students, faculty, and staff to share experiences, and interactive sessions where trustees apply what they learn to data that URI gathers for the annual diversity report and the annual affirmative action report, to inform Board decisions.

Committee Chair Nicolato thanked Vice President Miner for her presentation and leadership on this important initiative. The JEDI proposal will be sent to committee members for review, with plans to begin in February 2025 and further expand at the June Board retreat.

**c. Update on Board Process Streamlining Efforts**

*Alyssa Boss, General Counsel*

General Counsel Boss provided an update on streamlining efforts, including simplifying form votes. She noted that new transaction votes are aligned with the Policy on Approval and Execution of Contracts, allowing more flexibility on bringing transactions forward for approval at meetings. The Secretary is continuing work on streamlining of the agenda, votes, and minutes.

General Counsel Boss reviewed her recommendations to committee liaisons to work with their committees to realign their calendars. She noted that this realignment may result in three committee meetings in February, and four in April, June, September, and November. She also reported that the Board Secretary is collaborating with the committee liaisons to update their calendars accordingly.

Board Secretary Curreri noted that she is working with the committee liaisons to schedule 2025 meetings, with the possibility of committees meeting the day before the June Board meeting and retreat for increased in-person Board engagement.

President Parlange and Board Secretary Curreri emphasized the importance of Board member attendance at University events and efforts to increase Board participation, including meeting individually with trustees to align campus activities with their interests.

Committee Chair Nicolato thanked everyone involved with this effort to build efficiencies.

**3. ACTION ITEMS**

**a. Approval of amendments to the URI Board of Trustees Bylaws, and recommendation to the URI Board of Trustees. [Enclosure](#)**

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato noted that the proposed amendments align with the University Manual, reflect current University practices, particularly around appointment of University officers and Board members, and are consistent with Board best practices, including presidential succession planning.

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

VOTED: THAT The Committee recommend that the Board approve amendments to the URI Board of Trustees Bylaws, 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 URI Board of Trustees Governance Committee Calendar, and recommendation to the URI Board of Trustees.**

*Cortney Nicolato, Committee Chair*

Committee members received a copy of proposed amendments to the calendar in advance of the meeting. The document can be found [here](#).

Committee Chair Nicolato noted that she updated the Governance Committee calendar to clearly reflect all required activities.

Committee Chair Nicolato called for a motion, and on a motion duly made by Monica Garnes and seconded by Jay Placencia, and hearing no discussion, it was

VOTED: THAT The Committee recommend that the Board approve amendments to the Committee Calendar, 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

**4. ADJOURN**

Committee Chair Nicolato called for a motion, and on a motion duly made by Charles Fogarty and seconded by Robert Weygand, it was

URI Board of Trustees Governance Committee Meeting  
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VOTED:            THAT            The Committee adjourn the 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

At 4:06 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is tentatively scheduled for February, 2025.

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