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

Matthew Lenz '11

Roby Luna '04

David J. Martirano '91

Joseph F. Matthews '80

Cortney M. Nicolato '01

Vahid Ownjazayeri

Yahaira "Jay" Placencia '01

Thomas Ryan '75

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Kristine M. Bovy, Ph.D.
Faculty Representative

Ryan Estus '26
Student Representative

**The University of Rhode Island Board of Trustees
Governance Committee Meeting
Tuesday, October 28, 2025 4:00 p.m. EDT**

**The University of Rhode Island
Robert Beagle Board Room, Alumni Center
73 Upper College Road, Kingston, RI 02818**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the October 28, 2025, meeting of the University of Rhode Island (URI) Board of Trustees Governance Committee and noted that the meeting was being held in person with some 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 4:05 p.m.

The URI Board of Trustees Governance Committee members in attendance:

- Cortney Nicolato, Committee Chair (in person)
- Charles Fogarty (remote)
- Monica Garnes (remote)
- Matthew Lenz (remote) (arrived at 4:20 p.m.)
- Joseph Matthews (remote)
- Marc B. Parlange, President (ex officio, non-voting) (remote)

URI Board of Trustees Governance Committee members not in attendance:

- Jay Placencia, Committee Vice Chair
- 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:

- Mark Antonucci, Vice President, Advancement, and CEO, URI Foundation (remote)
- Abby Benson, Vice President, Administration and Finance (remote)
- Chelsea Berry, Senior Advisor to the President and Chief of Staff (remote)
- Alyssa Boss, Vice President and General Counsel (remote)
- Bethany Jenkins, Vice President, Research and Economic Development (remote)
- Matthew McDonald, Vice President, Communications and Marketing (remote)
- Markeisha Miner, Vice President, Community, Equity, Diversity (remote)
- Ellen Reynolds, Vice President, Student Affairs (remote)
- Barbara Wolfe, Executive Vice President and Provost, Academic Affairs (remote)

URI staff members in attendance:

- Christopher Barker, Coordinator, Policy Development (remote)
- Emily Diomandes, Deputy Chief of Staff and Interim Board Secretary (in person)
- Kara Larsen, Assistant Vice President, Enterprise Risk Management (remote)
- Heather McClary, Director, Research Integrity (remote)
- 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 June 9, 2025, Governance Committee Meeting. [Enclosure](#)

Committee Chair Nicolato called for a motion, and on a motion duly made by Charles Fogarty and seconded by Joseph Matthews and Monica Garnes, it was

VOTED: To approve the minutes of the June 9, 2025, meeting.

VOTE: 4 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Monica Garnes, Joseph Matthews, Courtney Nicolato

NAYS: 0

ABSTAINS: 0

Trustee Lenz was not present for the vote.

2. DISCUSSION ITEMS

a. Discussion of upcoming Board vacancies and nomination process.

Cortney Nicolato, Committee Chair

This is an annual calendar task.

Committee Chair Nicolato reported that several trustee terms will expire in February 2026, including Margo Cook, Joseph Formicola, Vahid Ownjazayeri, Tom Ryan, and Armand Sabitoni. Additionally, Bob Weygand's resignation has created a vacancy. URI will reach out to trustees with expiring terms to gauge interest in continuing. The Governor is responsible for appointing new and returning trustees. The Board Chair updates the Governor annually on board composition and expiring terms.

Trustee Fogarty asked about the typical length of service for trustees. President Parlange noted that tenure varies based on individual circumstances. The inaugural group of trustees served three-year terms, with some continuing and others stepping down at the end of their term. Trustee Fogarty expressed appreciation for the continuity and thoughtful service of fellow trustees, while also recognizing the importance of bringing in new perspectives.

b. Launch of annual Board membership nomination form.

Cortney Nicolato, Committee Chair

Committee Chair Nicolato asked trustees to nominate at least one URI supporter for a potential trustee position, to help build a pool of strong candidates. This ensures readiness if the Governor seeks recommendations. The nomination form will be introduced at the next Board meeting. Committee members were encouraged to support this effort amongst the full Board.

c. Review of URI Board of Trustees Policy Review Schedule. [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Coordinator Christopher Barker reviewed the Table of Board of Trustees Policies projected for forthcoming review. He highlighted the tentative nature of the policy review timeline, noting that timelines are fluid and subject to change due to shifting priorities. The current schedule reflects known upcoming revision dates. He reported that URI will continue with informal updates as new policies emerge.

Committee Chair Nicolato thanked Christopher and Kara for their efforts to streamline scheduling and align governance needs.

3. ACTION ITEMS

Committee Chair Nicolato noted that an omnibus-like vote will be called following review of the six policies being considered. If edits to a particular policy are identified during the review, a policy may be voted on individually.

a. Consideration of the *Policy on Conflict of Interest and Commitment*, and recommendation for approval to the URI Board of Trustees. [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Kara Larsen reviewed the Policy on Conflict of Interest and Commitment, a new, simplified and employee-centered policy proposed to supersede the existing Ethics and Conflict of Interest Policy entirely. Key changes include:

- Clearer language around the ethical obligations of employees, with illustrative examples tailored to university settings.
- Removal of legal jargon for a more user-friendly presentation.
- Removal of references to the Board of Trustees being subjected to the terms of the policy; replaced with references to the Board bylaws.
- New section on conflict of commitment, addressing outside activities that may interfere with an employee's university responsibilities.
- Human Resources designated as the primary contact for policy administration, replacing the general counsel.

Updates reflect recent changes to the Rhode Island Code of Ethics, including definitions and gift value limits. The proposed policy will take effect January 1, 2026, in line with state rule changes. Approval of the new policy includes the rescinding of the current Policy on Ethics and Conflict of Interest, also effective January 1, 2026.

Assistant Vice President Larsen confirmed that the Board of Trustees is governed by its bylaws rather than this employee-centered University policy.

Responding to Committee member inquiry about who decides if there is a conflict of interest, Assistant Vice President Larsen reported that the enforcement mechanism listed in the policy identifies reporting avenues, with Human Resources determining if there is a conflict of commitment.

There were no further questions from the Committee.

b. Consideration of the revised *Policy on Consensual Relationships*, and recommendation for approval to the URI Board of Trustees. [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Larsen reviewed the revised Policy on Consensual Relationships, proposed with an effective date of January 1, 2026, superseding the existing Policy on Consensual Relationships. Key revisions include:

- Simplified and clarified language for improved readability.
- Enhanced definitions and added detail on reporting and enforcement procedures.
- Exception section shortened and policy table removed.

The revised policy aligns with recent updates to the Conflict of Interest and Commitment policy, designed to be more user-friendly for employees.

There were no questions from the Committee.

c. Consideration of the revised *Policy on University Trademarks and Licensing*, and recommendation for approval to the URI Board of Trustees. [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Larsen reviewed an update to the University's Policy on Trademarks and Licensing. The primary change involves transferring administrative responsibility from the Vice President of Student Affairs to the Vice President for Communications and Marketing. Additional language was added to clarify trademark enforcement procedures. The revised policy will take effect immediately upon Board approval, aligning with standard policy implementation practices. No questions were raised.

d. Consideration of the *Policy on Tuition, Fees, and Charges* and recommendation for approval to the URI Board of Trustees [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Barbara Wolfe, Provost and Executive Vice President, Academic Affairs

The Committee reviewed a newly proposed policy on tuition fees and charges, designed to formalize existing practices. Assistant Vice President Larsen stated that the policy affirms the Board's authority over setting tuition and mandatory fees, while delegating approval of URI Online and student exchange program rates to the President. It introduces the concept of differential charges—program-specific fees based on delivery cost or market value—and outlines procedures for proposing changes to tuition and fees. Additionally, it defines the President's delegated authority over non-mandatory fees and differential charges.

Provost Barbara Wolfe joined the discussion and noted that the Policy reflects extensive input gathered over several months. She emphasized that while the concept of differential charges builds on existing program fees, the policy enhances the University's flexibility moving forward.

No questions were raised.

- e. **Consideration of the revised *Policy on Conflict of Interest in Research*, including renaming it the *Policy on Financial Conflict of Interest in Research*, and recommendation for approval to the URI Board of Trustees.** [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Bethany Jenkins, Vice President, Research and Economic Development

- f. **Consideration of the *Policy on Conflict of Commitment in Research*, and recommendation for approval to the URI Board of Trustees.** [Enclosure](#)

Christopher Barker, Coordinator of Policy Development

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Bethany Jenkins, Vice President, Research and Economic Development

Assistant Vice President Larsen reviewed the Policy on Financial Conflict of Interest in Research, and the Policy on Conflict of Commitment in Research jointly. The two research-specific policies are aimed at ensuring compliance with federal regulations and aligning with the university-wide Policy on Conflict of Interest and Commitment. The updated Policy on Financial Conflict of Interest in Research revises language for consistency and relocates procedural content to a separate document. A new standalone Policy on Conflict of Commitment in Research was introduced, prompted by proposed Department of Energy rules and existing attestations for federal grant awards. Both policies are expected to take effect upon Board approval.

The Committee had no questions on the two policies.

Following review of all proposed policies, Committee Chair Nicolato called for a motion, and on a motion duly made by Charles Fogarty and seconded by Monica Garnes, and hearing no further discussion, it was

VOTED: To recommend that the Board approve the new and revised policies in the enclosures 3.a. through 3.f., including superseding prior policies where indicated, as presented.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato

NAYS: 0

ABSTAINS: 0

g. Consideration of amendments to the URI Board of Trustees Bylaws, and recommendation for approval to the URI Board of Trustees. Enclosure

Cortney Nicolato, Committee Chair

This is an annual calendar task.

Vice President and General Counsel Alyssa Boss reviewed proposed amendments to the URI Board of Trustees bylaws, as outlined in the enclosed memo and redlined document. The changes primarily clarify how the bylaws interact with the Open Meetings Act (OMA).

Boss explained that current language may unintentionally subject Board committees to some requirements of the OMA that would not otherwise apply.

Boss emphasized that while the Board has expressed its commitment to transparency and may voluntarily exceed some legal standards, changing the bylaws to not potentially impose obligations beyond what the law mandates preserves access to exemptions and defenses if we ever did need them. She shared her screen and reviewed each proposed amendment.

Chair Nicolato affirmed the importance of aligning bylaws with both transparency and legal requirements and expressed support for the edits.

Trustee Fogarty raised concerns about revisiting a previously settled issue. Boss responded that the proposal maintains the Board's commitment to openness while clarifying the distinction between voluntary practices and legal mandates.

Trustee Lenz and others requested more time to review the implications and the OMA itself.

The Committee deferred a vote until the next meeting. Chair Nicolato encouraged trustees to contact Alyssa Boss with any questions.

4. ADJOURN

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

VOTED: That the Committee adjourn the meeting.

VOTE: 5 members voted in the affirmative and 0 members voted in the negative.

YEAS: Charles Fogarty, Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato

NAYS: 0

ABSTAINS: 0

At 4:45 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is tentatively scheduled for February 2026.

OFFICIAL