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The University of Rhode Island Board of Trustees
Governance Committee Meeting
Wednesday, April 8, 2026 · 2:00 p.m. EDT

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

OFFICIAL MINUTES

Committee Vice Chair Jay Placencia welcomed everyone to the April 8, 2026, 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 Vice Chair Placencia conducted a roll call attendance and reported that a quorum of members was present. She called the meeting to order at 2:00 p.m.

The URI Board of Trustees Governance Committee members in attendance:

- Jay Placencia, Committee Vice Chair (remote)
- Charles Fogarty (remote)
- Matthew Lenz (remote)
- Joseph Matthews (remote)
- Marc B. Parlange, President (ex officio, non-voting) (remote)

URI Board of Trustees Governance Committee members not in attendance:

- Cortney Nicolato, Committee Chair
- Monica Garnes
- David Caprio (ex officio, non-voting)

URI Board of Trustees Chair Margo Cook (joined at 2:12 p.m.) and Vice Chair Armand Sabitoni also participated remotely.

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URI Board of Trustees Governance Committee Meeting
April 8, 2026

URI President's Stewardship 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)
- Matthew McDonald, Vice President, Communications and Marketing (remote)
- Ellen Reynolds, Vice President, Student Affairs (remote)
- Barbara Wolfe, Executive Vice President and Provost, Academic Affairs (remote)

URI staff members in attendance:

- Adam Capwell, Technician, Audio Visual, ITS Administration (in person)
- Robin Cawley, Legal Assistant, Office of General Counsel (in person)
- Emily Diomandes, Deputy Chief of Staff and Interim Board Secretary (in person)
- Lynn Owens, Associate Secretary to the Board of Trustees (in person)

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

On behalf of the committee, Vice Chair Placencia congratulated Cortney Nicolato on her recent well-deserved awards, including the Northern Rhode Island Chamber of Commerce Game Changer Award, the Bad*ss Woman of the Year Award, and the Rhode Island Black Business Association's Diversity, Equity & Inclusion Champion Award.

Vice Chair Placencia also thanked Joe Matthews for his generous gift to the university in establishing The Matthews Family Engineering Scholarship.

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

1. APPROVAL OF MINUTES

a. Minutes of the February 9, 2026, Governance Committee Meeting Enclosure

Committee Vice Chair Placencia called for a motion, and on a motion duly made by Joseph Matthews and seconded by Charles Fogarty, it was

VOTED:	That the Committee approve the minutes of the February 9, 2026, meeting.
VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
YEAS:	Charles Fogarty, Matthew Lenz, Joseph Matthews, Jay Placencia

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NAYS: 0

ABSTAINS: 0

2. DISCUSSION ITEMS

a. Finalize Agenda Topics for Annual Retreat – June 26, 2026

Jay Placencia, Committee Vice Chair

The annual board retreat is scheduled for June 26, 2026. Vice Chair Placencia thanked board members for providing potential topics and turned the discussion over to President Parlange for an update.

President Parlange reported that Artificial Intelligence (AI) and what it means for the modern research university will be the main topic. AI is rapidly impacting businesses and institutions, and its acceleration is affecting university learning, research, operations, and administration. The discussion will include how AI would integrate into a potential new medical school. A panel will consist of outside speakers and internal leadership, facilitated by Chief Information Officer Gabriele Fariello. Vice Chair Placencia asked members to send other ideas to Chelsea Berry. Trustee Fogarty noted that the topic of AI is sufficient, incredible, and impactful.

b. URI Board of Trustees Appointment and Reappointments Enclosure

Jay Placencia, Committee Vice Chair

Vice Chair Placencia reported that the Senate Committee on Education met on March 18, 2026 to consider the reappointment of board members Margo Cook, Joseph Formicola, Vahid Ownjazayeri, Tom Ryan, and Armand Sabitoni. On March 26, 2026, during URI Day at the state house, all five board members were reappointed. In addition, the Senate Committee appointed Dave Barrett to fill the seat vacated by Bob Weygand. Dave will sit on the Finance and Facilities and Institutional Risk and Compliance Committees. Dave is a seasoned venture capital partner with strong Rhode Island ties with a long-standing commitment to economic development, innovation, and education. Dave served on the URI Foundation Board and is an active leader across the university. He is an Edwards Society Advisor to the President and serves on the College of Business Dean's Advisory Board.

On behalf of the Committee, Vice Chair Placencia extended her appreciation for the Governor's recommendation, the letters of support, and the testimony of Lauren Burgess on behalf of Chair Cook, as well as remarks from Committee Chair Nicolato and Vice President Antonucci in support of Dave's appointment.

c. Update on Student Trustee Appointment
Jay Placencia, Committee Vice Chair

President Parlange discussed Ryan Estus' upcoming commencement and plans to enroll in a Master of Business Administration degree program. The president plans to invite Ryan to serve for a second one-year term as a student representative, subject to his graduate school acceptance. Ryan is very visible across the university, and this appointment will be the first time a graduate student serves on the board.

d. Annual Financial Disclosure Responses – Due Friday, April 24, 2026. Enclosure
Jay Placencia, Committee Vice Chair

Vice Chair Placencia reminded committee members that the annual Financial Disclosure statements are required to be filed with the Rhode Island Ethics Commission on or before April 24, 2026.

e. Review Evaluation of Board and Individual Performance following Annual Self-Assessment Exercise; Review Highlights of Board Accomplishments
Jay Placencia, Committee Vice Chair

Vice Chair Placencia provided overall positive feedback from the board self-assessment survey. The results highlighted strengths that include commitment to URI, engagement within the university community, and deep regard for the health and stature of the university. She noted that the Board will explore the responses in greater detail during the Board retreat in June.

f. Board Goals and KPIs
Jay Placencia, Committee Vice Chair

Vice Chair Placencia noted that Board goals and KPIs would be revisited at the June retreat meeting. The committee members discussed unique ways to increase board member engagement beyond regular meetings, particularly for out-of-state members who cannot attend campus events. Board of Trustees Chair Cook suggested board member engagement for strategic transactions such as the potential medical school or other large projects. Trustee Matthews emphasized the value of the board members acting as ambassadors and advocates of the university in their respective communities. President Parlange expressed gratitude for Board members who attend URI Day, testify at the State House, and are included in search committees for deans and vice presidents. Chair Cook suggested that we come up with categories of engagement that do not require being on campus.

Interim Board of Trustees Secretary, Emily Diomandes, reported that her office, when possible, tracks board engagement outside of board meetings and continues to look for ways to improve the gathering of that information. Vice Chair Placencia asked Emily to consider ideas on how to share opportunities with Board members and bring that back to the Committee.

3. ACTION ITEM

a. Annual Review and Consideration of Amendments to the Governance Committee Charter and Calendar and recommendation to the URI Board of Trustees. Enclosure
Jay Placencia, Committee Vice Chair

Vice President and General Counsel, Alyssa Boss, provided an explanation of the amendments to the Committee Charter and Calendar. The amendments to the Committee Charter include editorial changes for clarity and consistency and the removal of language on filling trustee vacancies to align with statutory authority. The current statute states that all Board members are appointed by the governor.

The Committee Calendar amendments include editorial changes related to criteria, standards, and expectations, aligning with changes in the Committee Charter.

Following review of the amendments to the Governance Committee Charter and Calendar, Committee Vice Chair Placencia called for a motion, and on a motion duly made by Charles Fogarty and seconded by Jay Placencia, and hearing no further discussion, it was

VOTED:	To recommend approval of the amendments to the Governance Committee Charter and Calendar as presented.
VOTE:	4 members voted in the affirmative and 0 members voted in the negative.
YEAS:	Charles Fogarty, Matthew Lenz, Joseph Matthews, Jay Placencia
NAYS:	0
ABSTAINS:	0

4. ADJOURN

Committee Vice Chair Placencia 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:	4 members voted in the affirmative and 0 members voted in the negative.
YEAS:	Charles Fogarty, Matthew Lenz, Joseph Matthews, Jay Placencia
NAYS:	0
ABSTAINS:	0

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At 2:30 p.m. this meeting ended.

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

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