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Margo Cook '86, *Chair*

Armand E. Sabitoni '73, *Vice Chair*

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Michael D. Fascitelli '78

Charles Fogarty M.P.A. '80

Joe Formicola '69

Monica J. Garnes '94

Richard S. Humphrey

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

Matthew Lenz '11

Roby Luna '04

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

Melissa Sutherland, Ph.D., FAAN
Faculty Representative

Revaa Goyal '27
Student Representative

The University of Rhode Island Board of Trustees Joint Meeting of the Executive Committee and the Compensation Subcommittee Wednesday, September 13, 2023 · 8:30 a.m. EDT

The University of Rhode Island
Beagle Board Room, The Alumni Center
73 Upper College Road, Kingston, RI 02881

OFFICIAL MINUTES

Chair Margo Cook welcomed everyone to the September 13, 2023, joint meeting of the University of Rhode Island (URI) Board of Trustees Executive Committee and the Compensation Subcommittee. The meeting was held in person with board members participating remotely. Public access to the meeting was available via the YouTube video platform and is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Chair Cook conducted a roll call attendance and reported that a quorum of members of both committees was present. She called the meeting to order at 8:37 a.m.

The URI Board of Trustees Executive Committee and Compensation Subcommittee members participating:

- Ms. Margo Cook, Chair (remote)
- Mr. Armand Sabitoni, Vice Chair (remote)
- Dr. Neil Kerwin (remote)
- Mr. Roby Luna (remote) arrived at 8:54 a.m.
- Ms. Cortney Nicolato (remote) arrived at 9:08 a.m.
- Mr. Vahid Ownjazayeri (remote)
- Mr. Thomas Ryan (remote)
- Dr. Marc B. Parlange, President (Executive Committee only; non-voting) (remote)

URI Board of Trustees member participating:

- Mr. Michael Fascitelli (remote) arrived at 8:48 a.m.

"The University of Rhode Island occupies the traditional stomping ground of the Narragansett Nation and the Niantic People. We honor and respect the enduring and continuing relationship between the Indigenous people and this land by teaching and learning more about their history and present-day communities, and by becoming stewards of the land we, too, inhabit."

The University of Rhode Island is an equal opportunity employer committed to community, equity, and diversity and to the principles of affirmative action.

URI President's Leadership Council members in attendance:

- Ms. Alyssa Boss, General Counsel (remote)
- Ms. Anne Marie Coleman, Assistant Vice President, Human Resources (in person)
- Dr. Barbara Wolfe, Provost and Executive Vice President for Academic Affairs (remote)

URI staff members in attendance:

- Ms. Robin Cawley, Legal Assistant (in person)
- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Lynn Owens, Associate Secretary to the Board of Trustees (in person)

Chair Cook acknowledged that the University of Rhode Island occupies the traditional homeland of the Narragansett Nation and the Niantic People.

1. APPROVAL OF MINUTES

a. Minutes of the June 29, 2023 Joint Meeting of the Executive Committee and the Compensation Subcommittee

[Enclosure 1.a.](#)

Chair Cook called for a motion that the URI Board of Trustees Executive Committee and the Compensation Subcommittee approve the minutes of the June 29, 2023 joint meeting.

On a motion duly made by Thomas Ryan and seconded by Neil Kerwin, it was

VOTED:	THAT	The URI Board of Trustees Executive Committee and the Compensation Subcommittee approve the minutes of the June 29, 2023 joint meeting of the committees.
	VOTE:	5 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Margo Cook, Neil Kerwin, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.
	NAYS:	0
	ABSTAINS:	0

2. DISCUSSION ITEMS

- ### a. Annual Review of President Parlange: *Chair Cook to summarize the annual review process and the work of the Compensation Subcommittee.*
- Margo Cook, Chair

Chair Cook summarized the process around the annual presidential performance review. President Parlange has submitted his annual (2023) self-assessment and 2023-2024 performance goals, which will serve as the basis for the Committee's and the Board's review of him. Chair Cook noted that those goals are congruent with the Strategic Plan and what Marc has been presenting to us in the last year in terms of his intention, mission and vision. She stated that the purpose of this meeting is to review and discuss in executive session the elements of the President's self-assessment and input from other trustees, and to review the goals with the President.

Chair Cook reported that, following completion of the annual review process, the Board Chair, in consultation with the President, will establish and memorialize in writing performance goals for the upcoming year, which the Board of Trustees will promptly approve or ratify. In conjunction with the annual review process, the Compensation Subcommittee will make a recommendation to the Board Chair regarding changes to the President's contract and any component of an annual salary adjustment based on merit. It is expected that the annual review process will be completed at the September 22nd Board meeting.

- b. Comprehensive Review of President Parlange:** *Chair Cook to announce the start of the comprehensive review process and the work of the Compensation Subcommittee, serving as the Comprehensive Review Committee.*

Enclosure 2.b. (Policy on Presidential Performance Review)

- Margo Cook, Chair

Chair Cook reported that the comprehensive presidential performance review is a broader version of the annual review. It is the policy of the URI Board of Trustees to conduct a comprehensive presidential performance review prior to the President's contract renewal. President Parlange's employment contract expires on June 30, 2024.

Chair Cook noted that the comprehensive presidential performance review takes into consideration many more constituents beyond the Board. A survey will be distributed amongst stakeholders including students, faculty, staff, parents, and alums. The survey will ask participants to rank the President's capabilities and performance and will include a place for people to write qualitative comments. Data and results will be collated and reviewed by the committee and the Board. Chair Cook stated that the comprehensive review process will require members of this committee to conduct interviews with those constituent groups to get enough information and feedback around the President.

Steps associated with the process will be summarized in writing. The University community will be informed of the commencement of the review process. The purpose, scope and procedures associated with the review will be described in the communication.

3. EXECUTIVE SESSION

The Committees may seek to enter into executive session for the following items:

- a. **Executive Committee discussion with President Parlange regarding his annual self-assessment, performance review and goals pursuant to R.I.G.L. § 42-46-5(a)(1).**
- Margo Cook, Chair
- b. **Compensation Subcommittee discussion regarding President Parlange's annual self-assessment, performance review and goals, and any component of an annual salary adjustment based on merit, pursuant to R.I.G.L. § 42-46-5(a)(1).**
- Margo Cook, Chair

Chair Cook called for a motion that the Executive Committee convene into executive session to discuss with President Parlange his annual self-assessment, performance review and goals, and that the Compensation Subcommittee convene into executive session pursuant to R.I.G.L. § 42-46-5(a)(1) for discussion regarding President Parlange's annual self-assessment, performance review and goals, and any component of an annual salary adjustment based on merit.

Chair Cook noted that President Parlange has been notified in writing that this discussion will be conducted in Executive Session.

On a motion duly made by Armand Sabitoni and seconded by Thomas Ryan, it was

VOTED:	THAT	The URI Board of Trustees Executive Committee convene into executive session to discuss with President Parlange his annual self-assessment, performance review and goals, and that the Compensation Subcommittee convene into executive session pursuant to R.I.G.L. § 42-46-5(a)(1) for discussion regarding President Parlange's annual self-assessment, performance review and goals, and any component of an annual salary adjustment based on merit.
	VOTE:	5 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Margo Cook, Neil Kerwin, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.
	NAYS:	0
	ABSTAINS:	0

At 8:50 a.m., the Executive Committee and Compensation Subcommittee convened into Executive Session. Virtual public access was paused.

Board members Cortney Nicolato and Roby Luna joined the meeting during the Executive Session. Board member Neil Kerwin left the meeting during the Executive Session.

URI Board of Trustees
Joint Meeting of the Executive Committee and Compensation Subcommittee
September 13, 2023

At 10:00 a.m., the Executive Committee and Compensation Subcommittee returned to Open Session. Virtual public access resumed.

Chair Cook called for a motion that the Executive Committee and Compensation Subcommittee of the University of Rhode Island Board of Trustees seal the minutes of the Executive Session that took place on September 13, 2023.

On a motion duly made by Cortney Nicolato and seconded by Roby Luna, it was

VOTED:	THAT	The URI Board of Trustees Executive Committee and Compensation Subcommittee seal the minutes of the Executive Session that took place on September 13, 2023.
	VOTE:	6 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Thomas Ryan, Armand Sabitoni.
	NAYS:	0
	ABSTAINS:	0

4. ACTION ITEMS

- a. Compensation Subcommittee recommendation to the URI Board of Trustees for ratification of presidential performance goals for the upcoming year.**
- Margo Cook, Chair

Chair Cook called for a motion that the URI Board of Trustees Compensation Subcommittee recommend that the Board of Trustees ratify presidential performance goals for the upcoming year, as presented in Executive Session.

On a motion duly made by Roby Luna and seconded by Vahid Ownjazayeri, and hearing no discussion, it was

VOTED:	THAT	The URI Board of Trustees Compensation Subcommittee recommend that the Board of Trustees ratify presidential performance goals for the upcoming year, as presented in Executive Session.
	VOTE:	6 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.

NAYS: 0

ABSTAINS: 0

- b. Compensation Subcommittee recommendation to the Board Chair regarding any component of an annual salary adjustment for President Parlange based on merit.**
(Deferred from June 29, 2023)
- Margo Cook, Chair

Chair Cook called for a motion that the URI Board of Trustees Compensation Subcommittee recommend to the Board Chair an annual salary or compensation adjustment for President Parlange based on merit, as discussed in Executive Session.

On a motion duly made by Thomas Ryan and seconded by Roby Luna, and hearing no discussion, it was

VOTED: THAT The URI Board of Trustees Compensation Subcommittee recommend to the Board Chair an annual salary or compensation adjustment for President Parlange based on merit, as discussed in Executive Session.

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

YEAS: Margo Cook, Roby Luna, Courtney Nicolato, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.

NAYS: 0

ABSTAINS: 0

- c. Review of amendments to the Compensation Subcommittee Charter, and recommendation for approval to the URI Board of Trustees.** *(Deferred from June 29, 2023).* [Enclosure](#)
- Margo Cook, Chair

Chair Cook called for a motion that the URI Board of Trustees Compensation Subcommittee recommend that the Board of Trustees approve amendments to the Compensation Subcommittee Charter as recommended and presented in the enclosure.

On a motion duly made by Courtney Nicolato and seconded by Thomas Ryan, and hearing no discussion it was

VOTED: THAT The URI Board of Trustees Compensation Subcommittee recommend that the Board of Trustees approve amendments to the Compensation Subcommittee Charter as recommended and

presented in the enclosure.

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

YEAS: Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri,
Armand Sabitoni, Thomas Ryan.

NAYS: 0

ABSTAINS: 0

**d. Review of amendments to the Compensation Subcommittee Calendar, and
recommendation for approval to the URI Board of Trustees.**

(Deferred from June 29, 2023). [Enclosure](#)

- Margo Cook, Chair

Chair Cook called for a motion that the URI Board of Trustees Compensation Subcommittee recommend that the Board of Trustees approve amendments to the Compensation Subcommittee Calendar as listed in the enclosure.

On a motion duly made by Vahid Ownjazayeri and seconded by Armand Sabitoni, and hearing no discussion it was

VOTED: THAT The URI Board of Trustees Compensation Subcommittee
recommend that the Board of Trustees approve amendments to the
Compensation Subcommittee Calendar as listed in the enclosure.

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

YEAS: Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri,
Armand Sabitoni, Thomas Ryan.

NAYS: 0

ABSTAINS: 0

**e. Review of amendments to the Executive Committee Charter, and recommendation for
approval to the URI Board of Trustees. (Deferred from June 29, 2023).** [Enclosure](#)

- Margo Cook, Chair

Chair Cook called for a motion that the URI Board of Trustees Executive Committee recommend that the Board of Trustees approve amendments to the Executive Committee Charter as recommended and presented in the enclosure.

On a motion duly made by Thomas Ryan and seconded by Roby Luna, and hearing no discussion it was

VOTED: THAT The URI Board of Trustees Executive Committee recommend that the Board of Trustees approve amendments to the Executive Committee Charter as recommended and presented in the enclosure.

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

YEAS: Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.

NAYS: 0

ABSTAINS: 0

f. Review of amendments to the Executive Committee Calendar, and recommendation for approval to the URI Board of Trustees. (Deferred from June 29, 2023). [Enclosure](#)
- Margo Cook, Chair

Chair Cook called for a motion that the URI Board of Trustees Executive Committee recommend that the Board of Trustees approve amendments to the Executive Committee Calendar as recommended and presented in the enclosure.

On a motion duly made by Cortney Nicolao and seconded by Vahid Ownjazayeri, and hearing no discussion it was

VOTED: THAT The URI Board of Trustees Executive Committee recommend that the Board of Trustees approve amendments to the Executive Committee Calendar as recommended and presented in the enclosure.

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

YEAS: Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.

NAYS: 0

ABSTAINS: 0

5. ADJOURN

Chair Cook called for a motion that the URI Board of Trustees Executive Committee and Compensation Subcommittee adjourn the September 13, 2023, joint meeting.

On a motion duly made by Vahid Ownjazayeri and seconded by Cortney Nicolato, it was

VOTED:	THAT	The URI Board of Trustees Executive Committee and Compensation Subcommittee adjourn the September 13, 2023, Joint meeting.
	VOTE:	6 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Margo Cook, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni, Thomas Ryan.
	NAYS:	0
	ABSTAINS:	0

At 10:04 a.m. this meeting ended.

The next meetings of the URI Board of Trustees Executive Committee and Compensation Subcommittee are tentatively scheduled for October 2023.