

Members

Margo Cook '86, *Chair*

Michael D. Fascitelli '78

Charles Fogarty '80

Joe Formicola '69

Richard S. Humphrey

Neil Kerwin, Ph.D. '73

Matthew Lenz '11

Roby Luna '04

Cortney M. Nicolato '01

Vahid Ownjazayeri

Yahaira "Jay" Placencia '01

Thomas Ryan '75

Armand E. Sabitoni '73

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

Ex Officio Members

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

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
Governance Committee Meeting
Tuesday, June 13, 2023 2:00 p.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 June 13, 2023, meeting of the University of Rhode Island (URI) Board of Trustees Governance Committee and noted that the meeting was being held in person with board members participating remotely. Virtual access to the meeting was available via the YouTube video platform and is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Board secretary Michelle Curreri conducted a roll call attendance and reported that a quorum of members was present. Committee Chair Nicolato called the meeting to order at 2:05 p.m. She welcomed the Committee's newest member, Robert Weygand.

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 J. Fogarty, Jr. (remote)
- Mr. Matthew Lenz (remote)
- Honorable Robert Weygand (remote)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)

The URI Board of Trustees Governance Committee member not participating:

- Mr. David Caprio (non-voting) (remote)

"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. Abby Benson, Interim Vice President, Administration and Finance (remote)
- Ms. Chelsea Berry, Interim Senior Advisor to the President and Chief of Staff (remote)
- Ms. Alyssa Boss, General Counsel (remote)
- Ms. Elizabeth Breul O'Rourke, President, URI Foundation and Alumni Engagement (remote)
- Dr. Ellen Reynolds, Vice President for Student Affairs (remote)
- Dr. Barbara Wolfe, Provost and Executive Vice President for 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 homeland of the Narragansett Nation and the Niantic People.

1. APPROVAL OF THE MINUTES

a. Minutes of the April 6, 2023 Governance Committee Meeting [Enclosure 1.a.](#)

Committee Chair Nicolato called for a motion that the Governance Committee of the URI Board of Trustees approve the minutes of the April 6, 2023 meeting of the Committee.

On a motion duly made by Charles Fogarty and seconded by Jay Placencia, it was

VOTED: THAT The URI Board of Trustees Governance Committee
approve the minutes of the April 6, 2023 meeting of the Committee.

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

YEAS: Charles Fogarty, Matthew Lenz, Cortney Nicolato, Jay Placencia, Robert Weygand.

NAYS: 0

ABSTAINS: 0

2. DISCUSSION ITEMS

a. URI Board of Trustees Appointments - Cortney Nicolato, Committee Chair

Committee Chair Nicolato thanked Governor McKee, Craig Dwyer and his team, and URI's Carlos Lopez Estrada and his team who have helped with the appointment and reappointment

process. The following members have completed the process:

- Reappointment of Margo Cook to the University of Rhode Island Board of Trustees for a term expiring February 1, 2026.
- Reappointment of Charles Fogarty to the University of Rhode Island Board of Trustees for a term expiring February 1, 2024.
- Reappointment of Matthew Lenz to the University of Rhode Island Board of Trustees for a term expiring February 1, 2025.
- Reappointment of Jay Placencia to the University of Rhode Island Board of Trustees for a term expiring February 1, 2025.
- Reappointment of Armand E. Sabitoni to the University of Rhode Island Board of Trustees for a term expiring February 1, 2026.
- Reappointment of Vahid Ownjazayeri to the University of Rhode Island Board of Trustees for a term expiring February 1, 2026.
- Appointment of Joseph Formicola to the University of Rhode Island Board of Trustees for a term expiring February 1, 2026. (VICE David Martirano)
- Appointment of Robert A. Weygand to the University of Rhode Island Board of Trustees for a term expiring February 1, 2026. (VICE Michael McNally)

Committee Chair Nicolato reported that the Governor has also appointed Michael Grey to serve as Chair of the Rhode Island Board of Education. Mr. Grey will serve as an ex officio member of the URI Board of Trustees. Student representative Revaa Goyal will begin her service as a trustee this month.

The Senate Committee on Education is scheduled to meet on June 14, 2023 to consider for advice and consent the following:

- Reappointment of Cortney M. Nicolato to the University of Rhode Island Board of Trustees for a term expiring February 1, 2024.
- Reappointment of Michael D. Fascitelli to the University of Rhode Island Board of Trustees for a term expiring February 1, 2024.
- Reappointment of Thomas M. Ryan to the University of Rhode Island Board of Trustees for a term expiring February 1, 2026.
- Appointment of Joseph F. Matthews to the University of Rhode Island Board of Trustees for a term expiring February 1, 2024. (VICE Karina Edmonds)
- Appointment of Monica Jean Garnes to the University of Rhode Island Board of Trustees for a term expiring February 1, 2024. (VICE Susan Petrovas)
- Appointment of Maria Ducharme to the University of Rhode Island Board of Trustees for a term expiring February 1, 2025. (VICE Christine Heenan)

Committee Chair Nicolato reported that Board members Karina Montilla Edmonds, Christine Heenan and Susan Petrovas have resigned from the Board, having honorably served their full terms and beyond. She thanked them for their service and commitment to URI.

Trustees Neil Kerwin and Roby Luna will continue to serve until considered for reappointment during the next session of the General Assembly.

Committee Chair Nicolato discussed the tools and resources available to new members, including the Orientation Manual and the mentoring program. Board secretary Michelle Curreri reviewed the onboarding process for new members.

b. Committee Membership Update

-Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that Board Chair Margo Cook is looking at the needs of the organization and the structure of the committees. Updates to the committee roster are expected at the June 29th Board meeting.

c. Succession Planning

-Cortney Nicolato, Committee Chair

Committee Chair Nicolato thanked Mike McNally for his service to the Board as trustee and vice chair. She reported that the Board will consider a nomination of a new vice chair at the June 29th Board meeting.

d. Board of Trustees Self-Assessment Results

- Cortney Nicolato, Committee Chair

Committee Chair Nicolato thanked the thirteen board members who completed the annual self-assessment and shared their thoughts as it relates to the effectiveness of the Board and areas of opportunity to continue to streamline and build efficiencies within the Board. During her review of the responses, she noted the following key themes:

- Deep appreciation for our role as trustees
- Highly engaged trustees
- Call to “use us” - advocacy on Smith Hill and at events
- Appreciation of FOCUS URI
- Desire to support the President’s work
- Consolidate materials at board meetings to allow for more dialogue
- Let committees do the heavy lifting
- More interaction and networking time amongst trustees with faculty and students
- Keep trustees informed about key issues and topics, in advance of release of information

e. Board of Trustees Composition Matrix

- Cortney Nicolato, Committee Chair

The URI Board of Trustees Composition Matrix will be distributed to trustees following the June 29th Board meeting. Results will be shared and discussed at the September Governance Committee meeting.

f. Conflict Disclosure Form

- Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that management of conflicts is critically important for public bodies. The State of Rhode Island Code of Ethics requires board members to complete annually a financial disclosure form to identify potential financial conflicts. The URI Board of Trustees does not presently have its own conflict-of-interest form but will look for examples from other universities and the Association of Governing Boards. Committee members discussed the disclosure of board members' work with other boards and commissions where decisions made may impact the University. Committee Chair Nicolato suggested that the committee review a draft conflict disclosure form at the September meeting.

Committee members discussed the URI Board of Trustees Statement of Expectations form that was created in 2021 and signed by all members. Each new board member is expected to review and sign the form at the start of their term. Committee members suggested adding conflict of interest language to the Statement of Expectations.

3. ACTION ITEMS

a. Recommendation of approval of amendments to the Governance Committee Charter

[Enclosure 3.a.](#)

- Cortney Nicolato, Committee Chair

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee recommend that the Board of Trustees approve amendments to the Governance Committee Charter, as recommended and presented in [Enclosure 3.a.](#)

On a motion duly made by Jay Placencia and seconded by Charles Fogarty, it was

VOTED: THAT The URI Board of Trustees Governance Committee recommend that the Board of Trustees approve amendments to the Committee Charter as recommended and presented in [Enclosure 3.a.](#)

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

YEAS: Charles Fogarty, Matthew Lenz, Cortney Nicolato, Jay Placencia,
Robert Weygand.

NAYS: 0

ABSTAINS: 0

b. Recommendation of approval of amendments to the Governance Committee Calendar
Enclosure 3.b.

- Cortney Nicolato, Committee Chair

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee recommend that the Board of Trustees approve amendments to the Committee Calendar as recommended and presented in Enclosure 3.b.

On a motion duly made by Matthew Lenz and seconded by Robert Weygand, it was

VOTED: THAT The URI Board of Trustees Governance Committee recommend
that the Board of Trustees approve amendments to the Committee
Calendar as recommended and presented in Enclosure 3.b.

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

YEAS: Charles Fogarty, Matthew Lenz, Cortney Nicolato, Jay Placencia,
Robert Weygand.

NAYS: 0

ABSTAINS: 0

**c. Review of President Parlange's appointments of Primary University Liaisons and
University Liaisons to Committees pursuant to Section 5.7 of the Bylaws and
recommendation to the URI Board of Trustees Enclosure 3.c.**

- Marc Parlange, President

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee recommend that the Board of Trustees accept the President's appointments of Primary University Liaisons and University Liaisons to committees as presented and set forth in Enclosure 3.c.

On a motion duly made by Charles Fogarty and seconded by Matthew Lenz, it was

VOTED: THAT The URI Board of Trustees Governance Committee recommend that the Board of Trustees accept the President's appointments of Primary University Liaisons and University Liaisons to committees as presented and set forth in Enclosure 3.c.

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

YEAS: Charles Fogarty, Matthew Lenz, Cortney Nicolato, Jay Placencia, Robert Weygand.

NAYS: 0

ABSTAINS: 0

4. ADJOURN

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee adjourn the meeting of June 13, 2023.

On a motion duly made by Jay Placencia and seconded by Robert Weygand, it was

VOTED: THAT The URI Board of Trustees Governance Committee adjourn the meeting of June 13, 2023.

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

YEAS: Charles Fogarty, Matthew Lenz, Cortney Nicolato, Jay Placencia, Robert Weygand.

NAYS: 0

ABSTAINS: 0

At 2:33 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is scheduled for September 2023.