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Monica J. Garnes '94

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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

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President

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

Melissa Sutherland, Ph.D., FAAN
Faculty Representative

Reva Goyal '27
Student Representative

The University of Rhode Island Board of Trustees Governance Committee Meeting Monday, September 18, 2023 · 12:00 p.m. EDT

The University of Rhode Island
Room 107 - Avedisian Hall
7 Greenhouse Road, Kingston, RI 02881

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the September 18, 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 some 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/>.

Committee Chair Nicolato conducted a roll call attendance and reported that a quorum of members was present. She called the meeting to order at 12:01 p.m., and welcomed the Committee's newest members, Monica Garnes, Joe Matthews and 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)
- Ms. Monica Garnes (remote)
- Mr. Matthew Lenz (remote)
- Mr. Joseph Matthews (in person)
- Honorable Robert Weygand (remote)
- Dr. Marc B. Parlange, President (ex officio, non-voting) (remote)

The URI Board of Trustees Governance Committee members not participating:

- Honorable Charles J. Fogarty, Jr.
- Mr. David Caprio

"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."

Board Chair Margo Cook and Vice Chair Armand Sabitoni participated remotely as invited guests.

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)

URI staff members in attendance:

- Ms. Michelle Curreri, Secretary to the Board of Trustees (in person)
- Ms. Kara Larsen, Assistant Vice President, Enterprise Risk Management (remote)
- 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 June 13, 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 June 13, 2023 meeting of the Committee.

On a motion duly made by Monica Garnes and seconded by Robert Weygand, it was

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

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

YEAS: Monica Garnes, Matthew Lenz, Joseph Matthews, Cortney Nicolato, Jay
Placencia, Robert Weygand.

NAYS: 0

ABSTAINS: 0

2. DISCUSSION ITEMS

a. 2023 Board Composition Matrix Survey Results - Cortney Nicolato, Committee Chair

The 2023 URI Board of Trustees Composition Matrix was distributed to trustees following the June 29th Board meeting. Committee Chair Nicolato shared slides illustrating some comparative results of the 2021, 2022 and 2023 surveys ([linked here](#)).

Committee Chair Nicolato stated that each year the Governance Committee assesses key demographic details and expertise of the Board to understand how it is representing the community that they so proudly serve, and to ensure the level of expertise and insights that the board members bring to URI. The results of the matrix survey, including alumni status, residency, age ranges, gender, race and ethnicity were reviewed. Committee Chair Nicolato listed the areas of board expertise, including executive management and working in government, business, finance and investment, and skill sets, including budget, strategic planning, executive leadership, fundraising, and public relations; about fifty percent of the Board stated that research and education is an area of focus for them.

Committee Chair Nicolato suggested that the results of the Board Composition Matrix be shared with the Governor's office as he prepares to appoint or reappoint trustees in the coming year. Committee member Weygand asked how the composition of the URI Board compares to other universities and universities of similar size from the region, and with a similar mission. He noted that this information may be useful to our appointing authorities. Committee Chair Nicolato agreed that this information would be helpful, as well as information on how this board aligns with the makeup of the student body and faculty. Board members encouraged regular communication with the Governor's office on the composition of the board, including demographics, diversity factors, talent, and skill sets.

b. Conflict Disclosure Research [Enclosure 2.b.](#)

- Cortney Nicolato, Committee Chair

Committee Chair Nicolato noted that managing conflict is critically important as a public body. Board members fill out a financial disclosure form annually with the RI Ethics Commission. At the last committee meeting, staff was asked to research how other public entities like the URI Board of Trustees manage conflict disclosure.

General Counsel Boss noted that the concern raised at the last committee meeting was whether the financial disclosure form captures information regarding other relationships, not just financial relationships. She reported that it does include those other relationships. She recommended that, rather than having another conflict disclosure form to fill out, the Secretary can share the data that is already collected by the state (and publicly available).

Board Secretary Michelle Curreri stated that her staff can compile the information provided on the RI Ethics Commission's financial disclosure forms filed annually at the end of April and provide a report to this committee. Board member Weygand questioned how information collected about board members will be presented, stored, or accessed by the public as we work on conflict-of-interest avoidance.

General Counsel Boss noted that staff would compile the publicly available data for review by this committee to evaluate and be aware of any potential conflicts of interest. Every board member is also obligated to disclose any potential conflict of interest prior to any particular action being taken where there might be implications. This compilation would also include any additional disclosures that a board member may share.

General Counsel Boss stated that the individual board members are responsible for their own compliance with the State of Rhode Island Code of Ethics. She noted the governance/fiduciary responsibility of the Board to identify and manage potential conflicts of interest.

Committee Chair Nicolato stated that staff will retrieve and consolidate information from the financial disclosure forms filed annually and prepare a report for the Governance Committee.

c. Summarize Governance Feedback and Establish 2-3 Board Goals

- Cortney Nicolato, Committee Chair

Committee Chair Nicolato stated that at the June 29th URI Board of Trustees retreat there was discussion about establishing 2 – 3 goals for the next year. Some of the themes of the self-assessment survey included:

- Deep appreciation for our roles as trustees
- Highly engaged group
- Board advocacy on Smith Hill
- Deep appreciation for the strategic plan, FocusURI, and the road ahead
- Desire to continue to support President Parlangue and his work
- Consolidation of materials at board meetings, to provide more time for dialogue, strategic conversations - more interaction and networking
- Let the committees do the heavy lifting
- More interaction and networking time with trustees, faculty, and students
- Ensure proactive communication to trustees around key issues and topics in advance of any release of information

President Parlangue noted the importance of the interaction, leadership, and guidance of the Board of Trustees. He encouraged board member participation at University events so board members can learn more of the inner workings of the University. He thanked the Board Chair for participating in the annual Presidential Stewardship Council retreat.

Board member Garnes asked for notice of key events as far in advance as possible. She encouraged more participation from students at the board meetings, to hear from them the successes they're having, and what they need or what they believe other students need to be successful at URI. Committee Vice Chair Placencia noted that it was clear in the survey that board members were looking for more opportunities to interact with one another.

Chair Cook reviewed a list of goals she identified from the Board's retreat, including:

- Gaining greater accessibility to students and faculty (how do we measure that)
- Board participation (how do we curate events better)
- Bringing the strategic plan to life by bringing before the Board those accountable for each goal
- Board dashboard showing the KPIs associated with the strategic plan

Committee Chair Nicolato suggested as an action item looking at the Focus URI KPI dashboard to present to the Board, illustrating the top five things that are the biggest focus for that specific year, or the biggest opportunity where the Board can be of service and support, keeping it informative and action oriented. She identified three sets of goals she heard, including increasing board participation, bringing the strategic plan to life, and greater accessibility to students and faculty.

President Parlange noted that the University is tracking KPIs and will continue to present those to the Board of Trustees. He celebrated the University's recent ranking in US News and World Report - 151 out of 435 universities that were ranked. He reminded everyone of the October 10th State of the University event at Edwards Hall.

Committee Vice Chair Placencia offered to assist in the development of KPIs around the two goals that are board-centric – increasing board participation and greater accessibility to students and faculty - and the third goal of leveraging those top priorities that the President identifies in the Strategic Plan.

d. New Board Member Onboarding and Orientation

- Michelle Curreri, Board Secretary

Committee Chair Nicolato thanked Board Secretary Michelle Curreri and others for working so hard to make sure the new board members are welcomed with open arms and provided with lots of insights and information. Ms. Curreri explained the onboarding process, highlighting the updated orientation manual and the campus tour later this week. New board members expressed their satisfaction with the onboarding process, Ms. Curreri's efforts to make them feel welcomed, the mentor program, and the sense of collegiality and friendship amongst the board members.

Committee Chair Nicolato stated that she appreciates the work that's been put into setting up the trustees for success.

e. Board Portal Feedback

- Michelle Curreri, Board Secretary

The URI Board of Trustees uses BoardEffect board management software, an online platform equipped with tools to help board members manage university and board information and events, delivering real-time access to meeting agendas and a library of resources. Committee Chair Nicolato called upon Board Secretary Curreri to provide an update on the portal and asked for feedback from the trustees.

Board Secretary Curreri noted that she uses the BoardEffect homepage as a digital bulletin board for upcoming University events, along with links to the URI Events calendar and the URI Athletics calendar. She added that the portal is a great tool to store data and streamline the delivery of information. She said about seventy percent of board members use the portal actively. New members are getting familiar with the portal.

f. Board of Trustees Policy Review

(i) Discussion of Proposed Amendments to the University's Policy on the Awarding of Honorary Degrees

[Enclosure 2.f.\(i\)](#)

- Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Kara Larsen stated that the Policy on the Awarding of Honorary Degrees was originally approved by the Board on November 5, 2021, and is now up for scheduled review. The policy addresses the criteria for awarding honorary degrees, the eligibility for such a degree, rules around how nominations are made, who makes them, and how the degrees are approved or revoked.

Assistant Vice President Larsen reviewed the proposed changes to the policy, redlined in the enclosure. She stated that the proposed amendments were reviewed by the Academic Affairs and Research Committee on September 14th, as that committee is responsible for the formal awarding of degrees, certificates, and honors.

Committee Chair Nicolato asked if there was any discussion and, hearing none, stated that the proposed amendments to the Policy on the Awarding of Honorary Degrees will be considered for action at the next Governance Committee meeting.

(ii) Update on pending changes to Title IX Regulations and anticipated revisions to the University policy on Sexual Misconduct. [Enclosure 2.f.\(ii\)](#)

- Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Kara Larsen provided an update regarding the pending changes to Title IX Regulations, expected to be released by the Department of Education later this year. The existing University Policy on Sexual Misconduct is based on federal guidelines laid out by the previous administration. Because the expansion of the definition of sex discrimination in the proposed federal regulations overlaps with the definition under Title VII of the Civil Rights Act, the University plans to pull together its Nondiscrimination Policy and its Sexual Misconduct Policy into a single policy. Assistant Vice President Larsen stated that the University is preparing for these changes and will bring to the committee and the Board a single policy for action. The Institutional Risk and Compliance Committee has received regular updates on these proposed changes.

(iii) Academic Year 2024 URI Board of Trustees Policy List and Anticipated Review Schedule

[Enclosure 2.f.\(iii\)](#)

- Cortney Nicolato, Committee Chair
- Kara Larsen, Assistant Vice President, Enterprise Risk Management

Assistant Vice President Larsen reviewed the Academic Year 2024 Policy List and anticipated review schedule used for planning purposes. She noted that the Administrative Policy Committee is considering a suggestion that the review period for policies go up from 2 to 5 years, due to the heavy workload associated with the review process. Interim Vice President Abby Benson noted that extending the review period will allow more time on policies that require more extensive and lengthy discussion, effectively prioritizing their efforts. Policies would continue be reviewed any time there is a regulatory change or when an Administrative Policy Committee member wants to revisit a policy.

3. ADJOURN

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee adjourn the meeting of September 18, 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 September 18, 2023.

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

YEAS: Monica Garnes, Joseph Matthews, Matthew Lenz, Cortney Nicolato, Jay Placencia, Robert Weygand.

NAYS: 0

ABSTAINS: 0

At 1:14 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is scheduled for October 26, 2023.