

Members

Margo Cook '86, *Chair*

Armand E. Sabitoni '73, *Vice Chair*

Maria P. Ducharme, DNP, RN - M.S. '96

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
Governance Committee Meeting
Thursday, October 26, 2023 · 9:30 a.m. EDT**

**The University of Rhode Island
Room 106 – Robert J. Higgins Welcome Center
45 Upper College Road, Kingston, RI 02881**

OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the October 26, 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 9:31 a.m.

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 Fogarty (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:

- Ms. Monica Garnes
- 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)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (remote)
- Ms. Lauren Jensen, Associate General Counsel (remote)
- 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 September 18, 2023 Governance Committee Meeting. [Enclosure](#)

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

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

VOTED: THAT The URI Board of Trustees Governance Committee
approve the minutes of the September 18, 2023 Committee meeting.

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

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

NAYS: 0

ABSTAINS: 0

2. DISCUSSION ITEMS

a. Conflict Disclosure Research Update

Cortney Nicolato, Committee Chair

Committee Chair Nicolato reported that the Board's administrative staff is creating a conflict disclosure summary, listing the responses that board members provided to the Rhode Island Ethics Commission on the latest annual financial disclosure forms. The disclosure summary will be presented to the Governance Committee at its February meeting. Ethics training is planned for the February Board meeting, preceding the next due date for all board members to complete their disclosure forms. Committee Chair Nicolato thanked the team for continuing to provide best practices and standards related to the work of the board.

b. Establishment of Board Goals – Development of KPIs

Jay Placencia, Committee Vice Chair

Committee Chair Nicolato stated that, due to the compressed timeline between the September and the October meetings, this item is being deferred to the next Governance Committee meeting. She thanked Committee Vice Chair Placencia for taking the lead on this important work.

c. Preparation of 2023 URI Board of Trustees Annual Report

Cortney Nicolato, Committee Chair

Committee Chair Nicolato noted that the Board of Trustees Annual Report provides the governor with an update on the board's activities throughout the past year, sharing information about board members themselves, their participation on committees and important projects. She stated that a coordination of effort is in order as we prepare for the next report to the governor. She asked Interim Chief of Staff Chelsea Berry to speak about the University's plans for an annual report.

Interim Chief of Staff Chelsea Berry reported that URI is moving towards an annual university report to highlight the good work that is happening at URI. The report can include a message from the board, listing the trustees, to be distributed to the governor and other elected officials. She suggested a consolidation of effort to create one robust report that can serve many different functions. The report would correlate with the university's academic cycle to be published in the summer.

Committee Chair Nicolato stated that a memo can be prepared to send to the governor in advance of the board member appointment and reappointment process. She thanked Chelsea for taking the lead to make sure URI provides the best resources possible for our elected officials.

3. ACTION ITEM

a. Review of Proposed Amendments to the University's Policy on the Awarding of Honorary Degrees, and recommendation for approval to the URI Board of Trustees.

[Enclosure](#)

Kara Larsen, Assistant Vice President, Enterprise Risk Management

Dan Moos, Assistant to the Vice President, Administration and Finance

Dr. Dan Moos reported that the University's Policy on the Awarding of Honorary Degrees is up for a scheduled review. He noted that the proposed amendments redlined in the enclosure were reviewed and discussed by both the Governance Committee and the Academic Affairs and Research Committee at their September meetings. No additional amendments are suggested.

Dr. Moos reviewed the proposed amendments to the policy, including:

- New language expressing the intent for recipients to have “exceptional achievements”, “serve as inspiring examples”, and “bring honor to the University”.
- Recipients are no longer required to appear at the Main Commencement Ceremony, but at an “appropriate or agreed upon Commencement Ceremony”.
- Adjustment to eligibility: Faculty, staff, and students, as well as political office seekers and holders, remain ineligible for three years after the conclusion of their term/service (Current version references only “current” faculty, staff, students, and political office seekers and holders.)

Committee Chair Nicolato called for a motion that the Governance Committee recommend that the Board of Trustees approve the proposed amendments to the URI Board of Trustees Policy on Awarding of Honorary Degrees, as recommended and presented.

On a motion duly made by Robert Weygand and seconded by Charles Fogarty, and hearing no discussion, it was

VOTED: THAT The Governance Committee recommend that the Board of Trustees approve the proposed amendments to the URI Board of Trustees Policy on Awarding of Honorary Degrees, as recommended and presented.

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

YEAS: Charles Fogarty, Joseph Matthews, 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 October 26, 2023.

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

URI Board of Trustees
Governance Committee Meeting
October 26, 2023

VOTED: THAT The URI Board of Trustees Governance Committee adjourn the meeting of October 26, 2023.

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

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

NAYS: 0

ABSTAINS: 0

At 9:40 a.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is tentatively scheduled for February 2024.

OFFICIAL