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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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Melissa Sutherland, Ph.D., FAAN  
*Faculty Representative*

Reva Goyal '27  
*Student Representative*

## The University of Rhode Island Board of Trustees Governance Committee Meeting Wednesday, February 7, 2024 · 3:45 p.m. EST

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

### OFFICIAL MINUTES

Committee Chair Cortney Nicolato welcomed everyone to the February 7, 2024, 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 Chair Nicolato conducted a roll call attendance and reported that a quorum of members was present. She called the meeting to order at 3:45 p.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 (remote)
- 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."***

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

URI Board Chair Margo Cook and Vice Chair Armand Sabitoni also participated remotely.

URI President's Stewardship 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. Anne Marie Coleman, Assistant Vice President, Human Resources Administration (remote)
- Ms. Lil Breul O'Rourke, President, URI Foundation and Alumni Engagement (remote)
- Dr. Barbara Wolfe, Executive Vice President and Provost, Academic Affairs (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)
- Dr. Dan Moos, Assistant to the Vice President, Administration and Finance (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 stomping ground of the Narragansett Nation and the Niantic People.

## 1. APPROVAL OF THE MINUTES

### a. Minutes of the October 26, 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 October 26, 2023, Committee meeting.

On a motion duly made by Jay Placencia and seconded by Matthew Lenz, it was

VOTED: THAT The URI Board of Trustees Governance Committee approve the minutes of the October 26, 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 Update

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato discussed the committee's focus on conflict disclosure. Where there is a perceived conflict of interest or a conflict of interest, board members need to abstain from voting on certain items. She thanked Alyssa and Michelle for their work on a conflict disclosure summary, pulling information from the financial disclosure forms filed with the RI Ethics Commission every April. She noted that there is sufficient information on file with the Ethics Commission; no additional conflict questionnaire is necessary.

Committee Chair Nicolato reported that the conflict disclosure summary will be used by the Board secretary to identify any potential conflicts of interest for any transactions being considered by committee members or the full Board. She stressed that Board members continue to be responsible for disclosing any conflict or potential conflict of interest at the time of the potential transaction.

Ethics training is planned for the February 16th Board meeting, preceding the next due date for completion of the State Ethics Commission financial disclosure forms.

### b. Establishment of Board Goals – Development of KPIs

*Jay Placencia, Committee Vice Chair*

Committee Vice Chair Jay Placencia reported that at the June 2023 Board meeting and retreat, Board members discussed ways to increase board participation, visibility, and connection to the URI community. She noted that a document is being drafted to establish Board goals; key performance indicators (KPIs) will be identified to measure progress towards the goals. The draft document will be shared with committee members for their review prior to review by the full Board.

Committee Vice Chair Placencia highlighted the goal of increasing participation at University events, looking at trustees' interests and key events happening throughout the year, and expanding accessibility to students and faculty. She noted the importance of incorporating the University's Strategic Plan into the Board's goals.

Committee member Joe Matthews suggested that the established goals acknowledge the Board's responsibility to advocate on behalf of the University. He noted that the Board is already advocating in the community and at the State House and asked how that should be measured. Committee Chair Nicolato agreed that Board advocacy should be codified in the established goals.

**c. Board Appointments Update**

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato noted that the Board has made significant progress over the last few months, with trustees Monica Garnes, Mike Fascitelli and Charles Fogarty being reappointed with a February 2027 term end date. She reported that other Board members are being considered for renewal and will soon appear before the Senate Committee on Education, including the selection by the Speaker of the House. She expressed that we will have a full slate of Board members soon and thanked the Governor for expediting the process.

**d. Committee Composition**

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato stated that “Committee Composition” is an annual calendar task to ensure that the Board continues to build a pipeline for potential Board and committee members. Board secretary Michelle Curreri reported that a Google doc will be distributed to Board members shortly, asking for recommendations of potential candidates to serve on the Board for future consideration.

Committee Chair Nicolato reminded committee members that the Governor selects Board members to serve, and, at times, may ask for our thoughts on selecting trustees.

**e. Board Annual Retreat – June 28, 2024**

*Cortney Nicolato, Committee Chair*

Committee Chair Nicolato discussed with committee members some ideas for the upcoming annual Board retreat scheduled for June 28, 2024. Ideas included a focus on Board goals, collaboration with other higher education institutions about their work and best practices, collaboration with RIC and CCRI, focused attention on emergency management and collaboration with neighboring communities and public safety agencies, and a fun activity to get to know one another better.

Board Chair Margo Cook suggested looking at the Strategic Plan to pull out things that the Board will be working on in the shorter term, to provide trustees with a deeper understanding of key initiatives. She suggested development plans for the new life sciences building, as an example. She noted that the retreat is also a time to reflect on our practices and how the Board can be more effective.

Committee Chair Nicolato asked that committee members share any other ideas they may have for the retreat.

**f. URI Policies: Review and recommend revisions for Board approval as necessary.**

**(i) Academic Year 2024 URI Board of Trustees Policy List and Anticipated Review Schedule Update** [Enclosure](#)

*Daniel Moos, Assistant to the Vice President, Administration and Finance*

Dr. Dan Moos presented an updated Academic Year 2024 Board of Trustees Policy List and Anticipated Review Schedule. He noted that, as mentioned at the September committee meeting, the University's Administrative Policy Committee considered a recommendation to extend the review period for all policies. The updated policy list reflects changes made to the review schedule, shifting to a five-year renewal window.

Interim Vice President Abby Benson noted that policies may be reviewed within the five-year window to address any changes in state or federal law, or if a review is requested by a constituent of the community or a committee member.

**(ii) Update on Title IX Regulations**

*Kara Larsen, Assistant Vice President for Enterprise Risk Management*

Assistant Vice President Kara Larsen provided an update on the status of federal changes to Title IX regulations. Based on the federal review schedule, she anticipates that final amendments may be published in May or by June 1, 2024, with an implementation date of mid-August. She noted that Title IX practitioners are concerned that this new timeline may prevent Congress from having a full sixty days prior to adjournment to review the changes to Title IX, putting the regulation into a "claw back" period, whereby the next Congress that convenes in January may rescind an agency rule submitted under a previous administration.

**(iii) Review of the policy on "Employee Recruitment, Selection, and Hiring"** [Enclosure](#)

*Anne Marie Coleman, Assistant Vice President, Human Resources Administration*

*Daniel Moos, Assistant to the Vice President, Administration and Finance*

Dr. Moos reviewed the new "Employee Recruitment, Selection, and Hiring" policy, which was recommended to the President for approval by the University's Administrative Policy Committee and requires URI Board of Trustees approval. President Parlange approved the new policy on January 24, 2024. Dr. Moos stated that this comprehensive policy coordinates and aggregates multiple policies, procedures, and practices regarding hiring across the University and is intended to be an umbrella policy, setting forth basic principles and rules for hiring all Faculty and Staff (Classified and Non-Classified) at the University. He pointed out that primarily there is a strengthening of existing policies. This new policy does not apply to the hiring of the president.

Dr. Moos provided background information on the substantial effort that went into developing the policy over a number of months, including numerous reviews by the Administrative Policy Committee and multiple notifications to the University community announcing the availability

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of the policy for comments. He reviewed several significant changes to current policy and practice, as outlined in the enclosure.

The Governance Committee will consider action on this policy at its April meeting.

**3. ADJOURN**

Committee Chair Nicolato called for a motion that the URI Board of Trustees Governance Committee adjourn the meeting of February 7, 2024.

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

VOTED:        THAT        The URI Board of Trustees Governance Committee adjourn the meeting of February 7, 2024.

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 4:21 p.m. this meeting ended.

The next URI Board of Trustees Governance Committee Meeting is scheduled for April 8, 2024.