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**The University of Rhode Island Board of Trustees  
Joint Meeting of the Finance and Facilities and the  
Institutional Risk and Compliance Committees  
Monday, October 23, 2023 12:00 P.M. EDT**

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

**OFFICIAL MINUTES**

The University of Rhode Island Board of Trustees Joint Meeting of the Finance and Facilities and the Institutional Risk and Compliance Committees was held in person, with committee members participating both in person and remotely. Virtual public access to the meeting was available via the YouTube video platform and is available for viewing at <https://web.uri.edu/trustees/meetings/>.

Finance and Facilities Committee Chair Vahid Ownjazayeri and Institutional Risk and Compliance Committee Chair Roby Luna welcomed members of the University of Rhode Island Board of Trustees Finance and Facilities and the Institutional Risk and Compliance Committees and asked for a roll call. Noting that a quorum of members of the Finance and Facilities Committee and the Institutional Risk and Compliance Committee were present, the meeting was called to order at 12:02 p.m.

The URI Board of Trustees Finance and Facilities Committee members in attendance:

- Mr. Vahid Ownjazayeri, Chair (remote)
- Mr. Armand Sabitoni, Vice Chair (remote)
- Ms. Maria Ducharme (remote)
- Mr. Michael Fascitelli (remote)
- Mr. Joseph Formicola (remote)
- Ms. Cortney Nicolato (remote)
- Dr. Marc Parlange, President (ex officio, non-voting) (remote)
- Dr. Melissa Sutherland (ex officio, 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."*

URI Board of Trustees

Joint meeting of the Finance and Facilities and the Institutional Risk and Compliance Committees

October 23, 2023

The URI Board of Trustees Institutional Risk and Compliance Committee members in attendance:

- Mr. Roby Luna, Chair (remote)
- Mr. Matthew Lenz, Vice Chair (remote)
- Mr. Joseph Formicola (remote)
- Ms. Revaa Goyal (ex officio, non-voting) (remote)
- Dr. Marc Parlange (ex officio, non-voting) (remote)

The URI Board of Trustees Institutional Risk and Compliance Committee members not in attendance:

- Mr. David Caprio (ex officio, non-voting)
- Mr. Michael Grey (ex officio, non-voting)
- Mr. Richard Humphrey

The URI Board of Trustees invited guest in attendance:

- Ms. Margo Cook, Chair, URI Board of Trustees (remote)

URI President's Leadership Council members in attendance:

- Ms. Abby Benson, Interim Vice President, Administration and Finance (remote)
- Ms. Alyssa Boss, General Counsel (remote)
- Mr. Karlis Kaugars, Chief Information Officer (remote)
- Dr. Ellen Reynolds, Vice President for Student Affairs (remote – for Discussion Item 2.b.)
- Dr. Barbara E. Wolfe, Provost and Executive Vice President for Academic Affairs (remote)

URI staff members in attendance:

- Ms. Tracey Angell, Assistant Vice President for Strategic Procurement (remote)
- Ms. Chelsea Berry, Interim Senior Advisor to the President and Chief of Staff (remote; joined ~1:30 p.m.)
- Mr. Ryan Carrillo, Director, Planning and Real Estate Development (remote)
- Ms. Michelle Curreri, Secretary, Board of Trustees (remote)
- Ms. Lauren Jensen, Associate General Counsel (remote)
- Ms. Katherine Kittredge, Associate Director, Planning and Real Estate Development (remote)
- Ms. Kara Larsen, AVP for Enterprise Risk Management (remote)
- Ms. Angela Miller, Assistant Vice President for Financial Operations and Controller (remote)
- Dr. Daniel Moos, Assistant to the Vice President for Administration and Finance (remote)
- Ms. Lynn Owens, Associate Secretary, Board of Trustees (remote)
- Mr. John Poehlmann, Assistant Vice President for Financial Strategy and Planning (remote)

Invited Guests:

- Ms. Chelsea Bennett, Scion (remote)
- Mr. Brian Crowley, Manager, CliftonLarsonAllen (remote)
- Ms. Lynne Deninger, Principal, Cannon Design (remote)
- Mr. Mike Johns, Principal, CliftonLarsonAllen (remote)
- Mr. Matt Keane, Scion (remote)

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

Chair Luna called for a motion to amend the agenda to move Discussion Items 2.b, 2.c., and 2.d. to the end of the agenda following the Action Items.

On a motion duly made by Cortney Nicolato and seconded by Joseph Formicola, and hearing no discussion, it was

VOTED            THAT:            The Finance and Facilities and the Institutional Risk and Compliance Committees approve the amendment to the agenda, moving Discussion Items 2.b., 2.c., and 2.d. to the end of the agenda following the Action Items.

VOTE:            8 members voted in the affirmative and 0 members voted in the negative.

YEAS:            Maria Ducharme, Michael Fascitelli, Joseph Formicola, Matthew Lenz, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni

NAYS:            0

ABSTAINS:      0

## 1. APPROVAL OF THE MINUTES

### a. Minutes of the September 13, 2023, Institutional Risk and Compliance Committee

[Enclosure 1.a.](#)

Committee Chair Luna called for a motion that the URI Board of Trustees Institutional Risk and Compliance Committee approve the minutes of the meeting held on September 13, 2023.

On a motion duly made by Joseph Formicola and seconded by Matthew Lenz, and hearing no discussion, it was

VOTED            THAT:            The Institutional Risk and Compliance Committee approve the minutes for the meeting held on September 13, 2023.

VOTE:            3 members voted in the affirmative and 0 members voted in the negative.

YEAS: Joseph Formicola, Matthew Lenz, Roby Luna

NAYS: 0

ABSTAINS: 0

**b. Minutes of the September 14, 2023, Finance and Facilities Committee [Enclosure 1.b.](#)**

Committee Chair Ownjazayeri called for a motion that the URI Board of Trustees Finance and Facilities Committee approve the minutes of the meeting held on September 14, 2023.

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

VOTED	THAT:	The Finance and Facilities Committee approve the the minutes for the meeting held on September 14, 2023.
	VOTE:	8 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Maria Ducharme, Michael Fascitelli, Joseph Formicola, Matthew Lenz, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni
	NAYS:	0
	ABSTAINS:	0

**2. DISCUSSION ITEMS**

**a. Fiscal Year 2023 External Audit Report [Enclosure 2.a.](#)**

- Abby Benson, Interim Vice President for Administration and Finance
- Angela Miller, Assistant Vice President for Financial Operations and Controller
- Mike Johns, Principal, CliftonLarsonAllen

Chair Roby Luna introduced Interim VP for Administration and Finance Abby Benson, who introduced Mike Johns from CliftonLarsonAllen LLP (CLA), the University's current external auditors. Mike Johns provided a presentation on the FY23 External Audit Report, found in Enclosure 2.a. His report covered the audit process and scope, internal controls, required communications, and next steps. He discussed the approach to the audit, noting that GASB 94 and GASB 96 are new accounting standards that do affect the University. Mike Johns noted that CLA is issuing an Unmodified (Clean) audit report with an Emphasis of Matter paragraph noting that the University properly adopted the new accounting standards as required for this fiscal year. Regarding internal controls, no material weaknesses and no significant deficiencies were found, though CLA has management recommendations that they will discuss in executive session. Brian

Crowley continued the presentation regarding required governance communications, explaining that CLA had no issues to share with the Committees. The next steps include starting NCAA Agreed Upon Procedure (AUP) and the Single Audit (which is well under way). Mike Johns reminded the Committee that the federal programs for the Single Audit are determined by the State (this year: student financial assistance cluster and HERF). Mike Johns additionally discussed current trends of note in higher education as well as emerging issues/significant audit changes.

**(Note: Items 2.b., 2.c., and 2.d. were discussed after the conclusion of the Action Items noted under Section 4.)**

### 3. EXECUTIVE SESSION

**The Finance and Facilities and Institutional Risk and Compliance Committees may seek to enter executive session for the following items:**

- a. Discussion regarding an annual report on litigation, including all federal, state, and administrative proceedings currently pending or that were resolved after June 30, 2022,<sup>1</sup> and potential and anticipated litigation, pursuant to R.I.G.L. § 42-46-5(a)(2).**  
- Lauren Jensen, Associate General Counsel
- b. Discussion regarding an assessment of information technology security, pursuant to R.I.G.L. § 42-46-5(a)(3), as it relates to the matter of security including, but not limited to, the deployment of security personnel or devices, and R.I.G.L. § 42-46-5(a)(7), as it relates to the question of the investment of public funds.**  
- Mike Johns, Principal, CliftonLarsonAllen

Chair Roby Luna called for a motion that the Finance and Facilities and Institutional Risk and Compliance Committees of the URI Board of Trustees convene into executive session pursuant to R.I.G.L. § 42-46-5(a)(2) to discuss the annual report on litigation including all federal, state, and administrative proceedings currently pending or that were resolved after June 30, 2022, and potential and anticipated litigation, and for discussion regarding an assessment of information technology security, pursuant to R.I.G.L. § 42-46-5(a)(3), as it relates to the matter of security including, but not limited to, the deployment of security personnel or devices, and R.I.G.L. § 42-46-5(a)(7), as it relates to the question of the investment of public funds.

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<sup>1</sup> Mendonca, et al. v. R.I. Council on Postsecondary Educ. (C.A. No. PC-2016-1418); Univ. of R.I. Bd. of Trs., et al. v. Hellenic Soc’y Paideiai – R.I. Chapter (C.A. No. WC-2016-0402); Karshis v. Gikas, et al. (C.A. No. 1:18-cv-00412); Massucci v. University of Rhode Island, et al. (C.A. No. WC-2019-0174); Habeeb, et al. v. Univ. of R.I., et al. (C.A. No. PC-2019-9694); Jean-Pierre v. Univ. of R.I., et al. (C.A. No. KC-2020-0584); Burt/Thomson v. Bd. of Trs. of the Univ. of R.I. (1st Cir. Nos. 23-1188 and 23-1192) (Consolidated); Fitton v. Univ. of R.I., et al. (C.A. No. WC-2020-0477); OConnor v. Univ. of R.I. (USDC No. 1:21-cv-00343); Fosu v. Univ. of R.I., et al. (USDC No. 1:21-cv-00279); Vierra v. Univ. of R.I., et al. (C.A. No. WC-2021-0273); Schilling v. Schilling (Fla. File No. 21-CA-001706); Dargazany v. Univ. of R.I. Bd. of Trs. (USDC No. 1:22-cv-00217); Lenz v. Univ. of R.I. (USDC No. 1:22-cv-00352); Univ. of R.I. Bd. of Trs. v. The 3M Co., et al. (USDC No. 2:23-cv-00951)

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

VOTED:            THAT            The Finance and Facilities and Institutional Risk and Compliance Committees of the URI Board of Trustees convene into executive session pursuant to R.I.G.L. § 42-46-5(a)(2) to discuss the annual report on litigation including all federal, state, and administrative proceedings currently pending or that were resolved after June 30, 2022, and potential and anticipated litigation, and for discussion regarding an assessment of information technology security, pursuant to R.I.G.L. § 42-46-5(a)(3), as it relates to the matter of security including, but not limited to, the deployment of security personnel or devices, and R.I.G.L. § 42-46-5(a)(7), as it relates to the question of the investment of public funds.

VOTE:            8 members voted in the affirmative and 0 members voted in the negative.

YEAS:            Maria Ducharme, Michael Fascitelli, Joseph Formicola, Matthew Lenz, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni

NAYS:            0

ABSTAINS:     0

At 12:33 p.m., upon confirmation from remote committee members that no other persons were present or able to hear the executive session, the Finance and Facilities and Institutional Risk and Compliance Committees convened into executive session. Trustee Lenz recused himself. Virtual public access was paused.

At 1:08 p.m., the Finance and Facilities and Institutional Risk and Compliance Committees returned to Open Session, including Trustee Lenz. Virtual public access resumed.

Committee Chair Luna called for a motion that the minutes of the Joint Meeting of the Finance and Facilities and Institutional Risk and Compliance Committees seal the minutes of the Executive Session that took place on October 23, 2023.

On a motion duly made by Joseph Formicola and seconded by Cortney Nicolato, and hearing no discussion, it was

VOTED:	THAT	The URI Board of Trustees Finance and Facilities and Institutional Risk and Compliance Committees seal the minutes of the Executive Session that took place on October 23, 2023.
	VOTE:	8 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Maria Ducharme, Michael Fascitelli, Joseph Formicola, Matthew Lenz, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni
	NAYS:	0
	ABSTAINS:	0

#### 4. ACTION ITEMS

**a. Approval of the audited financial statements for the University of Rhode Island for the Fiscal Year ending June 30, 2023, and recommendation to the Board of Trustees**

[Enclosure 4.a.](#)

- Abby Benson, Interim Vice President for Administration and Finance
- Angela Miller, Assistant Vice President for Financial Operations and Controller

Interim VP for Administration and Finance Abby Benson and Assistant Vice President for Financial Operations and Controller Angela Miller discussed the University's audited Financial Statements for the year ending June 30, 2023, as presented in Enclosure 4a.

On a motion duly made by Matthew Lenz and seconded by Michael Fascitelli, and hearing no discussion, it was

VOTED:	THAT	The Finance and Facilities and Institutional Risk and Compliance Committees recommend that the Board of Trustees approve the University of Rhode Island's audited Financial Statements for FY 2023.
	VOTE:	8 members voted in the affirmative and 0 members voted in the negative.

YEAS: Maria Ducharme, Michael Fascitelli, Joseph Formicola, Matthew Lenz, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni

NAYS: 0

ABSTAINS: 0

**b. Approval of a Communications Site License Agreement between the University and Celco Partnership d/b/a Verizon Wireless for a rooftop facility on Eddy Hall, and recommendation to the Board of Trustees. [Enclosure 4.b.](#)**

- Abby Benson, Interim Vice President for Administration and Finance
- Ryan Carrillo, Director, Planning and Real Estate Development

Chair Ownjazayeri introduced Interim VP for Administration and Finance Abby Benson and Director of Planning and Real Estate Development Ryan Carrillo, who discussed the Communications Site License Agreement between the University and Celco Partnership d/b/a Verizon Wireless for a rooftop facility on Eddy Hall. Abby Benson noted that the additional site is intended to increase coverage. Upon a question from the Committee, Abby Benson noted that the University receives about \$38,000 annually from the carrier.

On a motion duly made by Maria Ducharme and seconded by Michael Fascitelli, and hearing no discussion, it was

VOTED: THAT The Finance and Facilities Committee recommend that the URI Board of Trustees approve the request to execute a Communications Site License Agreement with Celco Partnership d/b/a Verizon Wireless for a Rooftop Facility on Eddy Hall at the University of Rhode Island Kingston Campus as presented.

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

YEAS: Maria Ducharme, Michael Fascitelli, Joseph Formicola, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni

NAYS: 0

ABSTAINS:0



**c. Approval of a Contract between the University and Nexgen Mechanical, and recommendation to the Board of Trustees. [Enclosure 4.c.](#)**

- Abby Benson, Interim Vice President for Administration and Finance
- Tracey Angell, Assistant Vice President, Strategic Procurement

Chair Ownjazayeri introduced Interim VP for Administration and Finance Abby Benson and Assistant Vice President for Strategic Procurement Tracey Angell, who provided an overview of the Contract between the University and Nexgen Mechanical, as presented in Enclosure 4.c. Abby Benson explained that a purchase order had been issued in the amount of \$4.5 million, but that the University believes the contract value – over the life of the contract – will exceed the \$5 million threshold that requires Board of Trustees approval hence seeking Board approval now. She noted that the expenses are consistent with past practices and needs.

On a motion duly made by Cortney Nicolato and seconded by Michael Fascitelli, and hearing no discussion, it was

VOTED:	THAT	The Finance and Facilities Committee recommend the URI Board of Trustees approve the contract between the University of Rhode Island and Nexgen Mechanical effective August 17, 2023, as presented.
	VOTE:	6 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Maria Ducharme, Michael Fascitelli, Joseph Formicola, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni
	NAYS:	0
	ABSTAINS:	0

**(The Committee(s) returned to Items 2.b, 2.c, and 2.d.)**

**2.b. Housing and Residential Life Master Plan [Enclosure 2.b.](#)**

- Abby Benson, Interim Vice President for Administration and Finance
- Ellen Reynolds, Vice President for Student Affairs

Chair Ownjazayeri introduced Interim VP for Administration and Finance Abby Benson and Vice President for Student Affairs Ellen Reynolds, who presented the Housing and Residential Life (HRL) Master Plan. Abby Benson noted that Chelsea Bennett (Scion) and Lynne Deninger (Cannon Design) were present to address any questions. She also noted that this presentation has been provided to the URI Board of Trustees Committee on Student Life and Athletics. Vice President for Student Affairs Ellen Reynolds provided additional information regarding the HRL Master Plan. The presentation can be found in Enclosure 2.b.

At the conclusion of the presentation, Matthew Lenz asked if any modelling had been completed to ascertain the effects of a decrease in enrollment. Abby Benson noted that even if the University experiences a decrease in enrollment, there is no sense that the demand for housing would decrease below the planned number of beds. Ellen Reynolds concurred that the demand for housing is significant, including for juniors and seniors who sometimes have difficulty finding housing locally.

Abby Benson discussed the P3 process that the University expects to engage for the development of certain new housing noting that there will be a two-step process: an RFQ, currently under development but close to release, followed by an RFP sent to qualified firms. Ryan Carrillo noted that the process for creating a short list for the RFP will involve the use of an internal committee with guidance from Scion. The use of the P3 assists with reducing the debt carried by the University. Michael Fascitelli expressed concern about the RFP process (step 2), noting the difficulty in pricing the project. He believed the RFQ process is fine, but the University is not ready for the RFP component. Abby Benson noted that the Student Health Center and the Memorial Union are big projects on the horizon, and the P3 discussion is a component of a “whole portfolio” approach. Vahid Ownjazayeri asked if the Ad hoc Real Estate Committee should be involved in these discussions. Margo Cook thought this suggestion was reasonable but wants to make sure additional committee work does not slow down the project. She noted that a lot of the analysis on the project has already been completed.

**2.c. Approvals Under the Delegation of Authority to the President Relating to Land and Property.** [Enclosure 2.c.](#)

**An Easement Agreement between the University of Rhode Island and the Narragansett Electric Company for an overhead and underground distribution system on the southerly side of South Ferry Road, Narragansett (Plats N-C, Lots 6B & 7).**

- Abby Benson, Interim Vice President for Administration and Finance
- Ryan Carrillo, Director, Planning and Real Estate Development

Chair Ownjazayeri introduced Interim VP for Administration and Finance Abby Benson and Director of Planning and Real Estate Development Ryan Carrillo, who discussed the Easement Agreement between the University of Rhode Island and the Narragansett Electric Company for an overhead and underground distribution system on the southerly side of South Ferry Road, Narragansett (Plats N-C, Lots 6B & 7).

There were no questions or comments from the Committee(s).

**2.d. Approvals under the Policy on Approval and Execution of Contracts and Other Binding Documents greater than \$5 million [Enclosure 2.d.](#)**

**- Atlantic Controls Systems**

- Abby Benson, Interim Vice President for Administration and Finance
- Tracey Angell, Assistant Vice President, Strategic Procurement

Chair Ownjazayeri introduced Interim VP for Administration and Finance Abby Benson and Assistant Vice President for Strategic Procurement Tracey Angell, who provided an overview of the Atlantic Controls Systems contract.

Abby Benson clarified that this item concerns contracts approved prior to the effective date of the University's "Contracts policy" where a change order will bring that contract over the \$5 million threshold. The recommendation has been to inform the Committee of these contract changes. She noted that this is different from seeking approval for a new contract over \$5 million. Vahid Ownjazayeri noted that potentially when change orders could take a contract over the \$5 million threshold, the Committee could include preapproval up to a certain percentage increase to provide flexibility. He noted that this is an open discussion. Abby Benson noted that this could require a change to the policy.

**5. ADJOURN**

Committee Chairs Ownjazayeri and Luna thanked members of the Committees and called for a motion that the Finance and Facilities and Institutional Risk and Compliance Committees adjourn the October 23, 2023, meeting of the Committees.

On a motion duly made by Cortney Nicolato and seconded by Michael Fascitelli, it was

VOTED:	THAT	Members of the Finance and Facilities and Institutional Risk and Compliance Committees adjourn the October 23, 2023, meeting of the Committees.
	VOTE:	8 members voted in the affirmative and 0 members voted in the negative.
	YEAS:	Maria Ducharme, Michael Fascitelli, Joseph Formicola, Matthew Lenz, Roby Luna, Cortney Nicolato, Vahid Ownjazayeri, Armand Sabitoni
	NAYS:	0
	ABSTAINS:	0

The meeting adjourned at 2:05 p.m.

URI Board of Trustees

Joint meeting of the Finance and Facilities and the Institutional Risk and Compliance Committees

October 23, 2023

### **UPCOMING MEETING**

The next meetings of The University of Rhode Island Board of Trustees Finance and Facilities Committee and the Institutional Risk and Compliance Committee are tentatively scheduled for February 2024.

OFFICIAL