



**GOVERNANCE COMMITTEE
June 4, 2009**

The meeting was called to order at 1:07 p.m. at NHTI, Concord, NH

Members Present: Connie Roy-Czyzowski, Chair; Claudie Mahar, Richard Gustafson, and Walter Peterson.

1. Approval of the May 7, 2008, Meeting Minutes

VOTE: The Committee, on motion by Ms. Mahar seconded by Mr. Peterson, voted unanimously to accept the minutes of May 7, 2009, meeting as presented.

2. Conflict of Interest Policy & Board Ethics Training/Education

Attorney Mike DeLucia, Office of Attorney General Charitable Trust, was welcomed and introduced.

He indicated that he has reviewed all our policies and that he was impressed with what we already have in place. He made two suggestions on policies that should be considered: whistleblowers and document retention policy.

Dr. Gustafson indicated that the System Leadership Team recently approved a fraud policy and would review the samples he shared.

The Board has the responsibility of protecting the charitable assets.

It was noted that we follow state and federal policies regarding document retention.

Currently, all board members sign a yearly statement of financial interest. Discussion followed on other possible conflicts. It was suggested that the Chair make a statement at the beginning of each Board meeting – something to the effect that should any Board member have a conflict of interest with a possible voting item, it should be stated at the beginning of the meeting. This possible conflict could then be discussed with other board members.

Question was raised concerning a CCSNH board member also serving on the USNH board. It was suggested that Governance committee address this with the full Board.

Discussion followed on college advisory committee membership. These individuals serve in an advisory capacity, not a policy-making capacity. We want business and industry members on these committees, especially in trade areas. Advisory Committees do not have fiduciary responsibilities. Discussion followed on members' companies bidding on CCSNH projects and whether this would constitute a conflict of interest. It was noted that we do have an RFP process in place with rules that govern the awarding of projects.

Dr. Gustafson suggested that we develop a statement for all advisory committee members and, possibly, craft committee members to the effect that they would be treated impartially in an RFP project process and should disclose their intent to bid to other committee members.

It was suggested that we have an initial 40-50 minute ethics training session this fall for the full board and then have one every year for new members only as part of their orientation.

ACTION: It was decided that this committee would develop an ethical standards booklet including all the relevant laws etc. It would then be required reading for all Board members, who would be required to sign a statement that they read it.

ACTION: Trustee Roy-Czyzowski will prepare an email (sent to Ms. Mills for distribution to Board members) asking Board members about any potential prior conflicts of interest.

The status of current Board vacancies was discussed.

3. Board Interest Questionnaire

The questionnaire was approved with minor changes.

Discussion followed on when the questionnaire should be distributed to Board members for completion. Ms. Mills reported that prior to this year, Standing Committee assignments were made after the Chair was elected.

It was agreed that the survey would be distributed in December. These surveys can then be reviewed by the Governance Committee when preparing a slate of officers for April. They will also be shared with the Board Chair.

The following timelines were established:

May	Board self-evaluation conducted
July	Self-evaluation results reviewed by the Governance Committee
August	Board self-evaluation shared with Board
Fall	Board conflict of interest and ethics training
December	Trustee Interest Survey distributed
March	Governance Committee prepares the recommended slate of officers
April	Board election of officers
June	Chair of Board prepares assignments to Standing Committees

It was requested that these timelines be incorporated into the Governance Committee charter.

4. Board Self-Evaluation Survey Return Update

The self-evaluation survey has been completed by all Board members.

It was agreed that all Committee members will receive the full set of results including comments. A report will be prepared by the Committee for the full Board. The comments provided by survey participants will not be part of the report distributed to the full Board.

ACTION: Ms. Mills will send the full report to Governance Committee members, noting that the comments will not be shared with the full Board and should remain confidential.

ACTION: Ms. Mills was asked to contact committee members for available dates to meet in July to review the self-evaluation.

5. Other

NEXT MEETING To be scheduled.

The meeting adjourned at 2:53 p.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor