GOVERNANCE COMMITTEE
October 28, 2013

Members present: Connie Roy-Czyzowski, Claudie Mahar, Ron Rioux, Angela Roussel-Roberge, Nick Halias, Ann Torr, Kristie Palestino, and Allen Damren.

Regrets: Chris Hodgdon, Kathy Eneguess

The meeting was called to order at 11:21 a.m. at NHTI, Concord, NH.

1. Approval of the September 4, 2013 Meeting Minutes

VOTE: The Committee, on a motion by Mr. Damren, seconded by Ms. Mahar, voted unanimously to approve the minutes of the September 4, 2013 meeting as presented.

Question was raised about the assignment of the appeal process as referred to in the minutes. Ms. Roy-Czyzowski will follow-up with Ms. Reid.

2. Board Retreat – Agenda and Recognition Dinner

Discussion followed on possible agenda items. Barbara Brittingham has confirmed her attendance and will review the NEASC accreditation standards.

Suggestions: more for board development, best practices of other states; review of marketing report (ad hoc committee report) or admissions challenges; someone from ACCT or AACC – what is going on nationally; discussion of nursing program current and future; the culinary programs; a panel discussion with leaders in different areas/trades discussing jobs for the future; panel of guidance counselors from various parts of the state on their perception of the community colleges and how we can work better with high schools; update from our separation from the state and what steps remain (maybe from the chancellor in his report).

It was also suggested that we invite individuals from major media outlets to learn their perspective on CCSNH.
It was further suggested that background information for the retreat be sent out early in order to better prepare.

Was there anything from board survey that may have been suggested? This will be reviewed.

Right-to-know law was suggested but was felt that this could be part of a regular meeting, not the retreat.

**Recognition dinner:** invite Harvey Hill, Lynn Kilchenstein and Ann Torr. Ms. Roy-Czyzowski will draft the invitation letter.

3. **By-Laws – Revision Updates**

Governance Committee Responsibilities were discussed.

Ms. Van Ostern had developed a fiduciary responsibility statement for consideration. Ms. Mahar added the need for a credo statement prior to this language.

**Ms. Roy-Czyzowski will prepare a red line version of the governance responsibilities and suggested changes. This will then be sent to committee members.**

It was noted that the Safety & Risk Management ad hoc committee is seeking to become a standing committee. It was requested that the chair, Mr. Halias develop a list of responsibilities for that committee and submit them to this committee.

4. **Board Orientation**

It was noted that there is no upcoming Board orientation planned at this time. We can look at scheduling a session for the new board member, Susan Siegel and the replacement for Ann Torr. Ms. Mills announced that this morning President Huard recommended a new student trustee, Adam Moy. An orientation could possibly be scheduled for February for these three individuals.

5. **Review of 2013 Survey Action Items**

Ms. Roy-Czyzowski indicated that action items included continued board development and diversity on board recruiting. It has been recommended that we have a small board development piece at each board meeting.

Mr. Rioux indicated that one presentation could be on our relationship with state - what is the next phase. We are currently working on the retirement piece.
6. Update on Legal Counsel Position

It was announced that Attorney Jeanne Herrick of Concord will join CCSNH as Legal Counsel. Jeanne’s first day with CCSNH will be Monday, November 18, 2013. In her role as Legal Counsel, Jeanne will oversee the CCSNH Office of Legal, Risk Management and Compliance.

Jeanne has been an attorney with the NH Department of Justice, serving as counsel to the NH Department of Health and Human Services since 2011. She previously worked at the Gallagher, Callahan and Gartrell P.C. law firm in Concord, NH and clerked for Justice James Duggan of the NH Supreme Court. Jeanne is a member of the Leadership NH Class of 2008. She graduated from the University of New Hampshire with a degree in Mathematics Education, and earned a Juris Doctor from Franklin Pierce Law Center (now the University of New Hampshire School of Law).

7. Board Vacant Positions

Susan Siegel was recently confirmed as trustee. She works for Albany International. Both Ms. Roy-Czyzowski and Ms. Roberge met with her prior to her submitting an application to the Governor. Ms. Siegel also met with the governor prior to nomination.

We currently have Ann Torr’s (currently holdover status) position to fill. A name was submitted to the governor and that individual has submitted an application.

There is always need to think about future Board members.

8. High School Initiative Update

A meeting is scheduled for tomorrow. An updated will be reported at the next Board meeting.

9. Succession Planning (Board, key management positions)

Discussion began on under which committee would succession planning occur - executive committee? Should we have a process/plan? Trustees Torr and Mahar felt that succession planning for management position is not part the board scope.

Mr. Rioux added that discussion should be about succession of board members moving to chair positions etc. As to management positions (presidents), we have an effective and thorough search process that involves the colleges and communities.

Discussion continued on having back-ups for key positions. Again it was felt this is not a committee matter. There is, however, a need to think about the future as we plan training.
Question was raised about the status of the board expertise chart which was conceived for mentorship purposes. Many felt that if a trustee had questions about a particular topic, they would ask the chair of the standing committee that deals with the topic. **Ms. Mills will send Ms. Roy-Czyzowski the most recent version of that grid.**

10. **Future Meeting Dates**

**Ms. Roy-Czyzowski and Mr. Halias will develop a list of meeting dates for 2014.**

11. **Other**

Next meeting: November 18, 2013 11:15  Note: this was changed to November 21.

The meeting adjourned at 1:03 p.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor