GOVERNANCE COMMITTEE  
March 1, 2013

Members present: Connie Roy-Czyzowski, Nick Halias, Ann Torr, Claudie Mahar, Deane Ilukowicz, Ron Rioux, Chris Hodgdon and Kathy Eneguess

Regrets: Kristie Palestino, Ralph Rojas and Kathy Shields

The meeting was called to order at 10:03 a.m. at NE Delta Dental, Concord, NH.

1. Approval of the November 19, 2012 Meeting Minutes

VOTE: The Committee, on a motion by Mrs. Torr, and seconded by Mr. Halias, voted unanimously to approve the minutes of the November 19, 2012 meeting as presented.

2. Board Slate of Officers/Review Staff-Interest Surveys

Chair Roy-Czyzowski indicated that she contacted each current officers to determine their interest in continuing in their capacity. The proposed slate of officers was discussed.

VOTE: The Committee, on motion of Ms. Mahar, seconded by Mrs. Torr, voted unanimously to present to the full Board the following slate of officers for 2013-14.

Chairperson       Paul Holloway
Vice-Chair         Kathy Shields
Secretary          Kim Trisciani
Treasurer          Ned Densmore
Immediate Past-Chairperson Claudie Mahar

This will be presented to the Board for confirmation at the April 11, 2013 annual meeting.
Mr. Roy-Czyzowski compiled the responses to the interest surveys and circulated the document.

Discussion followed on the mentoring of new Trustees. Trustee Ilukowicz expressed that this would have been appreciated as she started with the Board. Matching the individuals will be key in the process. Should this be the role of the Governance Committee?  Is the role of the mentor defined?

Discussion followed on the suggestion/selection process of Board members and input to the Governor. Topics included submitting names, interview first, make sure the person has a vision and commitment to the Board, present to governor for consideration.

**It was further suggested that the Chair and/or the Chancellor meet with the Governor to discuss her expectations and if she is receptive to our submitting names. Ms. Roy-Czyzowski will discuss with Chair Holloway.**

It was also suggested that we look at the categories for representation on the board. Any changes, however, would require legislative action as they are defined by RSA 188-F.

**Ms. Roy-Czyzowski indicated that she will review the list of potential members that was developed and update.**

It was noted that Standing committee assignments are done by the Chair of the Board after election. The interest surveys will be given to him/her.

3. **Review Board Conflict of Interest Forms**

**Ms. Roy-Czyzowski said that she will develop a list of those who indicated a conflict of interest on their form and email to committee members.** To date, there has never been a situation at a Board meeting as a result of conflict of interest.

4. **Review Board Self-Evaluation Questionnaire**

The next self-evaluation questionnaire will be emailed to Board members in April. Other questions will be added to the former survey. Mr. Rioux suggested that questions about strategic planning be added and shared information provided by Mr. Snowden. He noted that Chancellor Gittell would also like to review the questions.

**A new draft will be created and shared with committee members for review.**
5. Board Development

Ms. Roy-Czyzowski circulated the list of possible board development ideas that were discussed at the previous meeting.

AACC and ACCT conferences are held yearly. Even though we do not subscribe to either, Trustees can attend as non-members.

Suggestions mentioned: establish some priorities for trustee development; identify sites that would be helpful to Board members; suggest webinars that would be available;

Another suggestion was to discuss the roles and responsibilities of board members as part of a meeting as well as a session on where are we are with the state. Each meeting could have a half hour session for development – specific topic.

**It was asked that a survey monkey be prepared on possible development topics and have members rate them.**

Format for the next retreat was discussed. Suggestion: have 4-5 training sessions; expand to two days; more engagement at retreat - not just talking at us; more compelling and engaging. What have we changed or applied from discussions and presenters from previous retreats.

6. Board Orientation/Committee Orientation

Mr. Rioux indicated that the first orientation session went well but that we need to add other topics for discussion. Someone from each Chancellor Office component had a 15 minute presentation. One half day session was not enough but expanding requires more commitment for attendees. It was suggested we develop a “course” with each component and put it on line. Mr. Rioux will discuss this with senior staff for feedback.

7. Board Vacancies

Mrs. Torr indicated that she will not be renewing her appointment. Others whose term ends 6/30/13 are Trustees Paquette, Ilukowicz, Hill and Mahar. Ms. Roy-Czyzowski will remind these individuals that they need to notify the Governor’s office of their interest in being reappointed.

Discussion followed on presidents submitting names from their Advisory Committee who would be interested in serving on the Board. President Eneguess noted that most of those members have a local college commitment. Travel distance and/or time commitment do not allow them to serve on our Board.
Discussion followed on video conferencing meetings. Ms Mills noted that RSA 91-A addresses participation of meetings electronically.

ACTION: Ms. Mills will research the RSA and share with the committee.

Ms. Roy-Czyzowski indicated that she personally contacted some leads from presidents for the Alumni vacancy. Time commitment was a big issue for many. Former Trustee Levesque recommended Angela Roussel-Roberge; she has been contacted and is very interested in serving on the board. It was requested that Trustee Mahar meet with her informally to discuss the Board’s role.

8. Other

Discussion followed on the suggestion that there is an “exit interview” process when trustees leave the Board. If so, to which committee/individual should this be done. Some felt it should be the Board Chair and one other trustee with whom the trustee leaving is most comfortable talking to. All agreed this should be done effective now.

Mr. Rioux reported that the legal counsel position will now be for in-house issues rather than Board. The job specifications for this position are being developed. The Board should consider identifying that counsel. Currently, we are under contract with Bernstein and Shur, where Former Counsel Naomi Butterfield now works. Different counsel may be needed for different needs such as construction, governance, labor etc

9. Future Meeting Dates

April 8, June 10, August 12, October 28

Next meeting: April 8, 2013

The meeting adjourned at 11:58 a.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor