GOVERNANCE COMMITTEE  
March 3, 2014

Members present:  Connie Roy-Czyzowski, Ron Rioux, Angela Roussel-Roberge, Kristie Palestino, Susan Siegel, Kathy Eneguess and Allen Damren.

Regrets:  Nick Halias, Chris Hodgdon, and Claudie Mahar

The meeting was called to order at 11:11 a.m. at Northeast Delta Dental, 2 Delta Dr., Concord, NH.

1. Approval of the October 28, 2013 Meeting Minutes

VOTE: The Committee, on a motion by Mr. Damren, seconded by Ms. Palestino, voted unanimously to approve the minutes of the October 28, 2013 meeting as presented.

2. By-Laws and Committee Responsibilities Updates

Chair Roy-Czyzowski circulated the proposed changes to Board section 200 as well as committee by-laws as currently submitted. All committee chairs were asked to review their committee responsibilities and submit changes. To date, those received were Personnel, Finance and A&SA. Those in process are Governance, Facilities, Audit and Executive. Once completed, these changes will be submitted to the Board for approval.

Discussion followed on Board policy sections specifically tied to a committee and the need to review so that the committee responsibilities align/are consistent to the board policy (example Personnel Committee by-law responsibilities will tie to Section 300 HR board policy).

ACTION: It was agreed that the following members will review a section as follows: Mr. Damren – Finance; Ms. Palestino - Personnel/human resources; Ms. Siegel – Academic Affairs and Student Affairs; Ms. Roy-Czyzowski – Audit; Ms. Roberge – Governance; Ms. Eneguess – Facilities; Mr. Rioux – Executive Committee.
3. **Board Recruitment**

Ms. Roy-Czyzowski noted that she has contacted the five individuals whose terms end June 30, 2014 (Guyer, Palestino, Hitchcock, Holloway, Duhaime).

Meeting attendance has been reviewed. It is very important to indicate to new potential trustees the importance of commitment and attending meetings.

Ms. Mills indicated that the next student representative will be from Nashua CC. President Jordan is now in the process of selecting that individual.

Trustees Siegel and Roberge noted the value of speaking to current trustees prior to submitting their name to the governor.

Currently, there are no other vacancies.

Note: sadly, later this day, Trustee Halias passed away.

4. **Trustee Interest Survey**

All interest surveys were reviewed. Once the next slate of officers is voted, these surveys will be given to the Chair who will make committee assignments.

Ms. Roy-Czyzowski indicated that the responsibility of each committee chair is to meet with new committee members to discuss the responsibilities of their committee.

Discussion followed on the trustee professional expertise and background grid that was previously developed but not circulated. It was felt that we should identify the purpose of the grid when it is circulated. This will be used for mentorship and for the Chair when making committee/project assignments.

Question was asked about the date for the next trustee orientation. This is being planned for March.

5. **2014-15 Slate of Officers**

Ms. Roy-Czyzowski indicated that the Governance Committee has the responsibility of recommending a slate of officers to the full board at its annual meeting in April.

Discussion followed and agreement was reached on the proposed slate of officers. Ms. Roy-Czyzowski will now contact each nominated individual.

6. **High School Initiative Update**

It was noted that Beth Doiron will be making a presentation and update on this initiative at the next board meeting.
President Eneguess indicated that on March 28 a contingent will be speaking to the guidance counselors. We need to reach out to high school teachers as well.

Trustees Roberge and Damren reported on their experience with their assigned school.

7. **Updates from Vice-Chancellor**

Vice-Chancellor Rioux reported as follows:

We are in the final hiring stages for the risk manager. This was delayed until the appointment of our legal counsel. The risk manager, along with the compliance position, will report to her.

We have selected company to conduct the employee engagement survey

Chancellor’s Office Management changes: We are creating a new senior finance manager who will be responsible for management and leadership of financial affairs with overall responsibility for financial strategic planning, analysis and reporting and budget management. The new position of System Controller, responsible for business operations, will be filled by Mike Marr. We are also hiring a Human Resource Manager to oversee the administration of HR activities relating to non-covered employees. The job description is being developed. The first position we will advertise is the HR position.

8. **Future Meeting Dates**

March 31 will be a phone meeting beginning at 8:30 a.m.
May 5  11-1

Other meeting will be scheduled on the same day as Personnel Committee all at 11:00:
June 2, September 8, December 1

9. **Other**

Next meeting:  March 31 8:30 a.m.

The meeting adjourned at 12:47 p.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor