GOVERNANCE COMMITTEE
March 30, 2015

Members present: Connie Roy-Czyzowski, Susan Siegel, Angela Roussel-Roberge, Steve Ellis (phone), Will Arvelo (phone), and Allen Damren. Paul Holloway arrived toward the end of the meeting.

Regrets: Claudie Mahar

Also in attendance: Jeanne Herrick

The meeting was called to order at 11:03 a.m. at Northeast Delta Dental, 2 Delta Dr., Concord, NH.

1. Approval of the February 13, 2015 Meeting Minutes

VOTE: The Committee, on a motion by Mr. Damren, seconded by Dr. Arvelo, voted unanimously to approve the minutes of the February 13, 2015 meeting as corrected.

2. Slate of Officers 2015

Ms. Roy-Czyzowski indicated that she has reached out to all current officers. She shared in more detail the conversation with Trustee Densmore. Due to his term ending in 2016, he wishes to transition out of his role as Finance Committee chair. Mr. Duhaime was recommended to be on the slate in this role.

VOTE: The Committee, on motion of Ms. Siegel, seconded by Mr. Damren, voted unanimously to approve the following slate of officers for 2015-16 and recommend to the full board:

Chair: Paul Holloway
Vice-Chair: Kathy Shields
Secretary: Kim Trisciani
Treasurer: Robert Duhaime
Immediate past chair: Claudie Mahar
Trustees whose terms end in June are in process of reapplying.

4. By-Laws for Standing Committees Update and Review

Attorney Herrick reported that she met with the Audit Committee to review their by-laws and they are almost finalized.

The Facilities and Capital Budget committee is still working on their by-laws. Finance Committee by-laws were approved by the committee.

Attorney Herrick indicated that she has met with Dr. Dunton to work on the Academic and Student Affairs by-laws. Language changes were made but have to be reviewed by presidents.

She is working with Trustee Calhoun on the Marketing by-laws. The Executive Committee by-laws will be developed after completion of all the others.

The HR/Personnel by-laws were approved last September but are going to be reviewed at today’s meeting. Consistency in using HR or Personnel needs to be addressed throughout the policies.

It was recommended that all the committee chairs meet together to review their by-laws.

Discussion followed on the 2 committees which are now Ad Hoc being full committees – Safety and Risk Management and Marketing. This was a recommendation of Chair Holloway at a full Board meeting. Discussion followed.

VOTE: The Committee, on motion of Ms. Roussel-Roberge, voted 5-0-1 (Dr. Arvelo abstained) to recommend to the Board to make the Marketing Ad Hoc Committee and the Safety & Rick Management Ad Hoc committee full standing committees status.

The Safety & Risk Management by-laws have been developed by Trustees Roy-Czyzowski and Siegel and Sarah Tilton. Ms. Siegel was asked to share this document with Mr. Paquette, chair of that committee, for action.

3. Governance Committee By-Laws Review

Discussion followed on the mentor program. Trustee Ellis felt it was important to have one trustee assigned to new trustees for the first year after confirmation. Chair Roy-Czyzowski noted the experience/expertise matrix which has been developed. The final version will be sent by her to all trustees. The chair of each standing committee would be first person to contact for questions related to that committee. One trustee noted that she was reluctant to ask questions
the first year and an assigned mentor would be very helpful. Presidents nearest to the residence of the trustee could also be of assistance.

Ms. Roy-Czyzowski noted that she met with Beth Doiron about the high school initiative. Currently there is not much activity that engages the trustees.

VOTE: The Committee, on motion of Mr. Damren, seconded by Mr. Ellis, voted unanimously to approval of Governance Committee By-laws as follows:

Statement of Purpose

To seek out, assess, and recommend to the Governor of NH, qualified individuals for Board positions; annually recommend to the full Board the slate of Officers; review the overall effectiveness and performance of the Board; and review and consider other matters of governance such as Board succession planning, conflicts of interest, and other matters referred to the Committee by the CCSNH Board of Trustees, its Chair or Chancellor.

Membership

The Governance Committee shall consist of at least five members and will include a College President and voting Trustees of the CCSNH Board. At any meeting, three (3) members shall constitute a quorum and a vote of three (3) members shall be required to authorize action by the Committee. All members of the Committee have the right to vote. A telephonic meeting or participation by telephone is acceptable and may be utilized.

The members and Chair of the Governance Committee shall be appointed by the Chair of the Board of Trustees following the meeting in which the Officers of the Board are voted upon.

Meetings

The Committee shall meet at least two (2) times a year and at such other times at the call of the Committee Chair, the Chair of the Board, the Chancellor or any three (3) Committee members. Minutes of all meetings shall be recorded and approved by the Committee. Approved minutes will be distributed to the entire Board of Trustees.

Responsibilities

The Governance Committee shall seek out, assess, and recommend qualified candidates for the CCSNH Board. In doing so, the Committee will be mindful of the need to attract diverse and talented candidates with a breadth of experience and capabilities, consistent with the area of competency and geography as designated in the Board By Laws.
The Committee will recommend a slate of Officers for the Board, to be voted upon by the full Board of Trustees annually.

The Committee will survey its members biannually and recommend any needed changes to help increase the overall effectiveness and performance of the Board, and will gather interest information from each Board member to support the Chair with his/her Committee assignments.

The Committee shall also perform other assignments as delegated by the Chair, Chancellor, and/or Board of Trustees.

The Governance Committee shall create an operating charter, which describes in detail how the Committee will undertake its work, the annual calendar, and clearly present the content and timing of communications to the Board of Trustees.

Support and conduct orientation sessions, recommend training and development, and facilitate mentoring opportunities for Trustees.

**Special Authorities**

In order to effectively carry out its responsibilities, the Committee shall be authorized to access internal and external information relevant to governance. This authority includes the authority to utilize CCSNH staff and external resources as needed to fulfill the Committee responsibilities.

Discussion followed about voting by presidents and/or advisory committee members on certain committees. The Audit Committee allows only trustees on the committee. It was felt that there should not be an advisory committee member on this committee. Should the chair of the committee believes that there is need for an outside individual for a special reason, then they would be invited. Advisory Committee members should be asked to assist in foundation fundraising activities.

5. **Development Opportunities for Trustees**

Trustee Roy-Czyzowski indicated that formerly we were members of ACCT. Cost was an issue. Mr. Damm indicated he has become an individual member for AACC. Membership to AACC is by college individually – not as a system. Cost for the trustees will be investigated. Question was also raised if colleges could include names of trustees as part of their membership. You do not need to be a member to attend their conferences (there is a non-member registration fee). The Association of Governing Boards was also reviewed.

Chair Paul Holloway joined the meeting at 12:07. Discussion followed on the status of the operating and capital budgets in the legislative process. The Board needs to contact legislators and share our mission and request.
6. **Board Self-Evaluation Survey – April, 2015**

The Board self-evaluation is scheduled for April after the Board meeting. Last year’s version was shared with Chancellor Gittell, Chair Holloway and Ms. Van Ostern.

Mr. Holloway indicated that the board needs to look at its meeting calendar. There is a big gap between April 9 and June 27. He has asked Chancellor Gittell that he prepare an update to the trustees a minimum every other week. A question was raised about the timelines for the Collective Bargaining Agreement process. There needs to be more information provided to the Board regarding the bargaining process.

Ms. Roy-Czyzowski will review survey questions adding questions recommended.

7. **Trustees Peer Evaluation Survey – a Possibility?**

Chair Roy-Czyzowski shared a sample peer evaluation. Discussion followed on developing a similar instrument for our Board. It was felt this should be discussed with the full Board. The purpose it would serve must be considered and identified.

8. **Governance Committee Timeline**

Not discussed.

9. **Other**

No other item.

Next meetings: June 15, July 27, September 21 all at 11:00 a.m.

The meeting adjourned at 1:03 p.m.

Respectfully submitted,

Marie Anne Mills
Executive Assistant to the Board of Trustees