GOVERNANCE COMMITTEE
July 22, 2013

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


The meeting was called to order at 11:04 a.m. at NE Delta Dental, Concord, NH.

1. Approval of the June 10, 2013 Meeting Minutes

Allen Damren, new member of the Board and this committee, was introduced.

VOTE: The Committee, on a motion by Ms. Roussel-Roberge, and seconded by Ms. Mahar voted unanimously to approve the minutes of the June 10, 2013 meeting as presented.

2. Review Board Self-Evaluation Results

Ms. Roy-Czyzowski noted that the Board self-evaluation is conducted every other year. In addition to assisting the Board, this process is part of the NEAS&C standards and they are very pleased and impressed that we conduct this self-evaluation.

The summary results of the past 4 surveys were circulated and reviewed. Discussion followed on the items we need to focus on and any specific themes throughout.

Items discussed:

A. Orientation

Ms. Roy-Czyzowski noted that we hold new trustee orientation twice a year and in addition to new trustees, all trustees will be invited to attend (even if they have been on the Board for some time).
There are two parts to new board orientation:

One piece is CCSNH, how we are structured, the various colleges and programs, the System office and key staff members and their roles; and how the system and colleges work together.

The other concerns Board of Trustees governance (how we make decisions, what metrics we see regularly to help us with decision making, what rules us in terms of state law, bylaws, our committee structure, the role of the Trustees, where to find information online, the difference between voting and non-voting members, etc.).

We discussed having some of the presentations filmed and available on CD for Trustees vs. having the presenters available at each of the Orientation sessions, for efficiency. A concern about the right-to-know law was raised.

We also emphasized the need for presenters to keep their presentations succinct and specific to the important information and metrics the Board members need to know about each key staff member’s role and function in order to be knowledgeable and when necessary, participate in the decision making process. It is important for the key staff members to keep in mind the important metrics they “own” that the Board members must know and understand.

B. Board development - strategic initiative (one at each meeting) during a 20 minute slot on a certain educational/informational piece.

Ms. Roy-Czyzowski asked what types of presentations would be informative to the Board. Suggestions were:

a. What is our status of CCSNH as it relates to where we are with the state? For example, audit, higher ed committee of Legislature, and so on (we will also request the system office develop such a grid/matrix including such items as facilities, purchasing, etc. to provide a status update to the Board as to how the self governance has evolved and where it stands and are there items that we are still working through and need to tackle in the future). The Board should have an annual report about this.

b. Each system manager individually should do a briefing of their functional area.

c. Mr. Rioux suggested we invite a law firm to do an annual presentation on the roles and responsibilities of Board members.

d. Right to know Law and how it affects how we do business, conduct meetings, post minutes and agendas, etc.

C. Provide Mentor Opportunities

Develop list of all trustees – a matrix of all members including background. This way no specific assignments to mentors needs to be made. Each board member has access to other Board members and can contact them for information about a particular issue
based on other members’ expertise. Chairs of each committee are also good mentors relative to their Committees and beyond and should be available to answer other Board members’ questions. Also, it’s important that we maintain our independence as Board members so encouraging Board members to contact whomever has the background (i.e. in IT, Finance, Audit, HR) is a better approach than assigning a specific mentor.

D. Better and more relevant financial and other reports and dashboard metrics (and metrics tied to mission, strategy, and strategic initiatives). NOTE: Dashboard metrics + strategic plan = where BOT and Committees should focus!

It was noted that the Chancellor’s data is on the CCSNH Sysnet website which is accessible by employees only, and the Trustees do not have access. The Chancellor will look into this and see how Board members might access the information.

How are our finances addressing our mission and strategic initiatives? This is the kind of data the Board needs to have in terms of fulfilling our duty to CCSNH. (Mr. Rioux explained the process that will be followed in preparing for the FY16-17 capital budget submission).

E. Board members need to clearly understand delineation between board and operational matters as well as our roles. We discussed that the Board should not be the court of appeals (appeals for anything should not end up at the Board level – look for ‘limited to’ language in the legislation. We will research more (ask what types and how many ‘appeals’ go on at each college). It was noted the colleges need better and simple processes for appeals (and these processes need to be communicated to students). There is a need to educate staff to state something more than “that’s the rule!” so they communicate and explain to students how to navigate the system so students understand how to appeal an issue if they feel justified. Where do issues go now?

1) Presidents, Chancellor, and NEASC have the final say on academic issues.
2) The regulations rule on financial aid issues.
3) On personnel issues, the employee handbook or union grievance process. As necessary, an investigation is conducted and report taken. Eventually and as necessary the judicial process is where issues end up.
4) Issues of concern to students are outlined in the student handbook and processes are outlined there.

F. Strategic Initiatives - with specific annual (at the least!) updates to be presented at the annual Board retreat.

G. Members should serve as ambassadors for CCSNH.
It was noted that a project is being developed with the assistance of Beth Doiron, pairing trustees with school/school boards. This will be unveiled soon.

Ms. Mills noted that in the past a memo was prepared by the Chancellor and Ms. Roy-Czyzowski summarizing the survey results. **Ms. Roy-Czyzowski will work on this.**

Parking lot item for future discussion:
- Who votes in standing committee meetings (adv com member, president) is not noted in our bylaws (and should be?).
- Attendance at Board and Committee meetings – need to stress the importance - and add this as expectation to by-laws

3. **Role of Board – Review of By-Laws**

Ms. Roy-Czyzowski, noted that at the last meeting during the discussion of strategic planning, the agenda was derailed by discussion of the appeals process and if the Board has the final decision.

It was noted that appeals concerning academic issues fall to the individual college president, as this is an accreditation issue. Should students be better informed about the process; can it be simplified? The student judicial process is in all student handbooks and online. Students sign forms acknowledging certain policies such as drop/add etc.

It was agreed that appeals of any kind should not go to the Board.

Ms. Roy-Czyzowski reported on the conversation with Dick Snowden regarding the board by-laws and roles/responsibilities. They do not include the Board’s role in developing the System strategy, strategic planning, and they may need to be reviewed and updated to reflect contemporary thought in terms of our role as Board members.

It was also determined that each committee should thoroughly review Section 100 and 200 and specifically review the individual committee responsibilities. Mr. Rioux and Ms. Palestino agreed to work with Ms. Roy-Czyzowski on this project.

4. **Board Vacancy**

Currently, there is one vacancy – representing Public, the position currently held by Ann Torr. Ms. Roy-Czyzowski explained that Ms. Ilukowicz may resign from her representation of Business/Industry to Public, thus leaving the B/I vacancy. Should this occur, we will look for a high level B&I individual, possibly from the current college advisory committees.
5. **Review of Conflict of Interest List**

Ms. Mills read the document listing all Board members who have identified a conflict of interest on their recent form.

Ms. Roy-Czyzowski will report to Board that this list has been reviewed by the Governance Committee.

Discussion followed about what will be done if someone participates in an agenda item when there a possible conflict. (State it yourself and recuse yourself, if not, Marie or the Governance Chair should point out the potential conflict).

Mr. Rioux suggested that the agenda be reviewed and approved by the Board at the beginning of each meeting. This would be the time that Board members could declare a conflict of interest for individual items. **Ms Roy-Czyzowski will discuss this suggestion with Chair Holloway.**

6. **Other**

No other items.

Next meetings: August 12 and October 28, 2013

The meeting adjourned at 1:00 p.m.

Respectfully submitted,

Marie Anne Mills  
Assistant to the Chancellor