GOVERNANCE COMMITTEE  
September 4, 2013

Members present:  Connie Roy-Czyzowski, Claudie Mahar, Ron Rioux, Angela Roussel-Roberge, Allen Damren, Chris Hodgdon (via phone), and Kathy Eneguess

Regrets:  Nick Halias, Ann Torr, Deane Ilukowicz, Kristie Palestino

The meeting was called to order at 9:08 a.m. at NHTI, Concord, NH.

1. Approval of the August 12, 2013 Meeting Minutes

VOTE: The Committee, on a motion by Mr. Damren, seconded by Ms. Eneguess voted unanimously to approve the minutes of the August 12, 2013 meeting as presented.

Kathy Eneguess will contact Barbara Brittingham for availability to meet with the Board at the February retreat. Ms. Mills noted that arrangements with the Centennial Inn and Delta Dental for the retreat have been confirmed.

2. Self-Evaluation Survey Focus Items and Final Report to Board

Ms. Roy-Czyzowski recapped the areas of improvement noted in previous surveys to compare with the current results.

2008 survey: board diversity; recruitment of new board members; orientation; development of new and existing board members; frequency and length of board meetings; monitoring performance against strategic plan

2009 survey: board size and composition; complete and regular financial information to board; simplify dashboard metric reports; change of committee structure; board diversity; preparation of board members prior to meeting
2011 survey: orientation and board development, management development and succession planning; technological developments; dashboard metrics; risk management.

These will be put into chart form along with progress on each recommendation made since the survey was taken.

The areas of improvement identified in the current survey report (2013 survey) were reviewed and discussed:

- **Board development**: encourage committee chairs to attend conference specific to their area (i.e. Trustee Hitchcock attending a NEASC meeting). The AACC and ACCT organizations were discussed. It was noted that Inside Higher Education has a free online publication.

- **Technological development and fund raising**: Board needs to monitor performance against strategic plan; and follow through on change initiative plans.

- **Board attendance and subcommittee attendance**: Ms. Mills will report meeting attendance to the Governance Committee/Chair of the Board each December.

- **Discussion followed on developing a calendar of events for this committee (retreat, slate-of-officers, interest survey, self-evaluation survey etc.)** Ms. Mills will develop this calendar. This could also be recommended to the other committee chairs.

Mr. Rioux reported on the status of hiring the in-house legal counsel. Forty applications were received and 9 will be interviewed next week. This individual will address operational issues, not board issues. The risk management and compliance positions will report to legal. We will hire outside counsel for board-related issues.

Discussion followed on the appeals process. Currently, there is no reference to the appeal process in board policy. College policies outline an appeals process that begins at the college level and moves through to the Chancellor. There is no reference made to the Board (and the final decision should be made by the Chancellor). Board members from time to time are contacted about specific appeal issues, so after some discussion, we recognize there is a need to develop suggested appropriate responses/process for Trustees redirecting constituents to the Chancellor in these situations.

3. **Board Orientation Comments**

Trustees Roussel-Roberge and Damren indicated they found the orientation very helpful and informative. Ms. Mahar noted her appreciation for including a session on the Foundation.
A survey was emailed to all those who attended. Ms. Mills circulated the Survey Monkey results. The rating of the three respondents and their comments were reviewed.

Mr. Rioux and the presenters were applauded for their organization and presentation.

The group viewed the accessible information on the Sysnet website. The full Board should have a Sysnet presentation especially now that they have all have access to the website. This will be scheduled for the next Board meeting.

4. New Board Initiative Update

The information on the High School Partnership Initiative was shared at the last Board meeting. Participating trustees have been identified. An orientation meeting has been scheduled for September 18 3-5 at NHTI.

5. Updates on Committee By-Law Responsibilities

A memo has been sent to all committee chairs asking them to review committee responsibilities as identified in the Board By-Laws. It was suggested that each committee also develop a decision making calendar and we will write to remind them to update the committee responsibilities.

Still outstanding is the need to develop an overriding statement for Board Member fiduciary responsibility (duty of care, duty of loyalty) as well as strategy and strategic planning into the By-Laws. All were asked to submit recommendation to Ms. Roy-Czyzowski within two days. Once we have language with which we are comfortable, the Governance Committee will review and Marie will schedule a phone vote, hopefully prior to the next Board meeting. Once completed, this will require the full Board vote.

6. Potential New Board Members

Two individuals have been identified to fill vacancies (Ilukowicz and Torr). One has submitted the formal application and the other is in process.

7. Other

Ms. Mills suggested we invite trustees (Hill, Torr) whose terms recently ended to the February 6, 2014 retreat dinner to recognize their Board commitment. Thank you letters from the Board should also be sent. Ms. Roy-Czyzowski indicted she would draft the letter.
Ms. Roy-Czyzowski circulated a board skills matrix sample. **Mr. Rioux and Ms. Mills will develop a similar matrix for our board.** It will then be shared with the committee. Ms. Roy-Czyzowski will prepare a cover letter to be sent to Board members explaining the purpose and asking for completion.

It was also suggested that we continue to develop a list of potential trustees for future vacancies.

Next meetings: October 28, 2013 at 11:15  
Agenda topic: retreat

The meeting adjourned at 10:53 a.m.

Respectfully submitted,

Marie Anne Mills  
Assistant to the Chancellor