GOVERNANCE COMMITTEE
September 8, 2014

Members present: Connie Roy-Czyzowski, Claudie Mahar, Susan Siegel, Steve Ellis (via phone, Pittsburg, NH), Will Arvelo, Susan Dunton, and Allen Damren.

Regrets: Ron Rioux, Angela Roussel-Roberge

Also in attendance: Jeanne Herrick

The meeting was called to order at 11:05 a.m. at NE Delta Dental, 2 Delta Dr., Concord, NH.

1. Approval of the June 18, 2014 Meeting Minutes

VOTE: The Committee, on a motion by Mr. Damren, seconded by Ms. Siegel, voted unanimously to approve the minutes of the June 18, 2014 meeting as presented.

Discussion followed on the recently held Board orientation. President Dunton indicated that a lot of good information was presented in a short time. It was suggested that the agenda include higher education/academia. This will be discussed further by this committee.

2. Governance Committee By-Laws

Ms. Roy-Czyzowski indicated that the governance committee by-laws are almost completed and will be emailed to the committee.

3. Standing Committees By-Laws Review

All were asked to report on the status of the by-laws of the committee assigned.

Mr. Damren: Finance and Facilities: They have been drafted and shared with Chairs Densmore and Heath. They were also forwarded to Ms. Van Ostern for review.
All were reminded to review RSA 188-F to be sure the by-laws do not conflict with the statutes.

Although Mr. Rioux was not in attendance, it was noted that the Human Resources Committee by-laws have been drafted and will be addressed at today’s meeting. Attorney Herrick will also review.

Mr. Ellis – Marketing: To date no progress has been made. He has contact Mr. Calhoun, chair of the committee. Mr. Calhoun indicated that he would like to talk with Chair Holloway about the responsibilities of the committee. Until that is determined, work on the by-laws will be delayed. This committee will become a permanent committee, not Ad Hoc. It was noted that all minutes of the meetings are on the CCSNH website as well as the final report this committee submitted last December.

Ms. Roy-Czyzowski noted that it is the plan to have all by-laws in a uniform format, approved and then work will begin on charters. Attorney Herrick was also asked to review all by-laws for level of responsibilities of each committee.

Ms. Siegel: Safety & Risk Management and Academic & Student Affairs: A&SA: A draft was emailed to Ms. Roy-Czyzowski and Attorney Herrick for input prior to sending to Chair Hitchcock. She said she tried to tie the responsibilities to section 600. President Arvelo noted that certificate programs are approved by the Chancellor and expressed other concerns on other verbiage.

S&RM: The mission statement stated in the upcoming meeting agenda seemed very broad. She read Chair Paquette’s email stating that he felt it is too soon to address committee by-laws. This committee has not met for a year and has a completely new membership. Ms. Roy-Czyzowski felt that the focus of this committee is on safety of students and employees; responsibilities could also tie to other committees such as facilities.

4. Other

Lengthy discussion followed on outside individuals, including college advisory committee members, serving on standing committees and the need to have this stated in the by-laws.

As background, Chancellor Gittell initiated having one advisory committee member on each standing committee for their input etc. Presidents submitted a name from each of their AC. Currently, there is a representative on all standing committees except Audit. Also, one committee has a member who is not an advisory committee member.

Current by-laws require appointments to committees by the Board Chair. The issue of voting also was discussed. Some committees allow these outside individuals to vote; this question needs to be resolved.
Discussion recommendations: must be an advisory committee member to serve on a standing committee; having a maximum of two AC members on a committee; no AC member on Audit or HR committees; they would be non-voting; need to define a quorum for committees – being consistent for all committees; Board chair appoints all committee members and has authority to dismiss members as well; all standing committee terms should be for one year, but can be reappointed by the chair; governance committee should get resumes of all those serving on standing committees.

The above recommendations need to be incorporated into the by-laws

Next meeting: December 1, 2014 at 1:00 p.m. at NE Delta Dental

The meeting adjourned at 12:48 p.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor