GOVERNANCE COMMITTEE
SEPTEMBER 23, 2010


Regrets: Jeremy Hitchcock and Claudie Mahar.

Also in attendance: Naomi Butterfield

The meeting was called to order at 12:15 p.m. at NHTI MacRury Hall, Concord, NH

1. Approval of the March 10, 2010, Meeting Minutes

VOTE: The Committee, on motion by Ms. Torr, seconded by Ms. Shield, voted unanimously to accept the minutes of the March 10, 2010, meeting as presented.

2. Conflict of Interest

Attorney Naomi Butterfield explained the proposed conflict of interest policy as well as the statement that would be signed by each Trustee and principal administrator. This would be in addition to the Statement of Financial Interest which is required by RSA 15A every year.

Discussion followed. Minor wording changes were recommended.

ACTION: Attorney Butterfield will make the recommended changes and email members for review and approval.

VOTE: The Committee, on motion of Ms. Shield, second by Mr. Halias, voted unanimously to approve the Conflict of Interest Board Policy and Conflict of Interest Statement as presented, as amended, as follows:
Fiduciary Responsibility: Members of the Board of Trustees and Principal Administrators of the Community College System of New Hampshire (CCSNH) serve the public trust and have a clear obligation to fulfill their responsibilities in a manner consistent with this fact. All decisions of the Board of Trustees and Principal Administrators are to be made solely on the basis of a desire to promote the best in CCSNH and the public good. CCSNH’s integrity must be protected and advanced at all times.

An effective board and administration cannot consist of individuals entirely free from at least perceived conflicts of interest. Although most potential conflicts are and will be deemed to be inconsequential, it is everyone’s responsibility to ensure that the Board of Trustees is made aware of situations that involve personal, familial, or business relationships that could present a conflict of interest for an individual Trustee.

Therefore, the Board of Trustees requires that each Trustee and Principal Administrator review this policy annually and disclose any possible personal, familial or business relationships that reasonably could give rise to a conflict involving CCSNH and to acknowledge by his or her signature that he or she is in accordance with the spirit and letter of this policy. The term “Principal Administrator” includes the Chancellor, Vice Chancellor, Presidents and members of the senior administration with authority to commit resources or contractually bind the CCSNH. A Conflict of Interest Statement shall be submitted to the Board Chair annually by each Trustee and Principal Administrator.

 Disclosure: Each Trustee prior to taking a position on the Board, all principal Administrators and all present Trustees appointed prior to this policy, shall submit in writing to the Board Chair or the Board Chair’s designee a list of all businesses or other organizations in which the Trustee or Principal Administrator has a substantial relationship. A substantial relationship is one in which the Trustee or Principal Administrator is an officer, director, trustee, member, owner, employee, or shareholder of more than 5 percent of the voting stock or a controlling interest of an entity that does business with CCSNH or otherwise could be construed to potentially affect his or her independent unbiased judgment and/or influence his or her decision making authority or responsibility. This information shall also be provided annually for members of Trustees’ and Principal Administrators’ immediate families. Immediate family includes a spouse, parent, sibling, or child. Other relatives should be included only if the relative resides in the same household as the Trustee or Principal Administrator. If you are uncertain as to whether a particular relationship is of a nature that should be disclosed, the Chairman of the Board of Trustees and/or the Chancellor should be consulted. They, in turn, may consult with legal counsel, the Executive Committee or the Board of Trustees in executive session. Such information, including information provided on the Conflict of Interest Statement, shall be held in confidence except when, after consultation with you, CCSNH’s best interests would be served by disclosure. Disclosure shall be limited to the determination that a conflict of interest was determined to exist and the basis for that determination.
Restraint on Participation: The Board Chair or designee shall become familiar with the statements of all Trustees in order to guide the conduct of the business of the board should possible transactions involving Trustees arise.

Should any item come before the Board of Trustees that might result in a Trustee or Principal Administrator having or appearing to have a conflict of interest, whether disclosed by his or her annual written statement or not, the Trustee or Principal Administrator shall make his/her personal interest known to the Board as soon as he/she recognizes a possible conflict and shall observe the following process, to comply with the provisions of New Hampshire RSA 7:19-a, the provisions of which are incorporated herein.

Trustees or Principal Administrators who have declared or been found to have a conflict of interest, after answering any questions that might be asked of him or her, shall withdraw from the meeting for so long as the matter shall continue under discussion, shall refrain from participating in consideration of proposed transactions, and shall not vote, or be present at the time of vote.

COMMUNITY COLLEGE SYSTEM OF NEW HAMPSHIRE

Conflict of Interest Statement

Name: _______________________________________

Please Print

I acknowledge that I, a member of the Board of Trustees or Principle Administrator of the Community College System of New Hampshire, have reviewed the Board of Trustee Policy Governing Conflicts of Interest before signing this statement. I hereby disclose information on all associations (all business and charitable organizations) in which I have a direct financial interest (as an owner, proprietor, partner, shareholder, employee, officer, a director or trustee thereof) or an indirect financial interest; I understand an indirect interest arises where such an association involves a person or entity of which a member of my immediate family is such an owner, proprietor, partner, shareholder, employee, officer, a director or trustee. (Feel free to attach additional sheets.)

1. Are you aware of any relationships with CCSNH between yourself or a member of your family as defined by the letter or spirit of the CCSNH Conflict of Interest Policy that may represent a conflict of interest?

___________ Yes ___________ No

If yes, please list below and elaborate such relationships and the details of actual or potential financial benefit as you can best estimate.
2. Did you or a member of your family knowingly receive, during the past 12 months, any gifts or loans from any source from which CCSNH buys goods or services or otherwise has significant business dealings?

_________________ Yes ______________ No

If yes, please list below such loans or gifts, their source and their approximate value.

I also understand that I have an ongoing obligation to disclose any other situation from which a possible conflict of interest might arise in the future.

I certify that the foregoing information is true and complete to the best of my knowledge.

Signature: _____________________________

Date: _______________________

3. Board Retreat – December 9

Ms. Roy-Czyzowski indicated that she met with Chair Holloway and Dr. Gustafson to discuss retreat plans. It will be held on December 9 at the Discovery Center with dinner at the Centennial Inn.

Discussion followed on suggested topics including: legislative landscape panel; panel of trustees who served as interim president (Roux, Hill, Bartlett); Guidance Counselor panel/underserved populations in NH/demographic information; wrap up session as well as a regular business meeting.

ACTION: The following assignments were made:
Roy-Czyzowski and Mills: work on schedule/agenda
Roy-Czyzowski: president panel
Gustafson/Reid: legislative landscape
Lopez and Jordan: guidance counselor etc.

4. Board Surveys – Self-evaluation and Interest

The self-evaluation has been conducted twice (May 2008 and May 2009).

ACTION: This self-evaluation will be reviewed at the next Governance meeting.
After discussion, it was agreed to conduct the Interest survey in December and distributed at the retreat.

5. New Recruits for Board

Alumni names submitted by Presidents were reviewed. Mr. Holloway indicated that the Governor was receptive of receiving Board suggestions for this representation. Of concern is the ability of recent graduates being able to commit their time to the Board.

**ACTION:** It was requested that the Chancellor again contact Presidents for names.

6. Other

Question was raised about the availability of online higher education news. It was suggested that we submit the email addresses of Trustees to receive Inside Higher Education. Ms. Mills will provide this information.

No future meeting date was set. Information will be sent by email.

The meeting adjourned at 1:27 p.m.

Respectfully submitted,

Marie Anne Mills
Assistant to the Chancellor