

**Executive and Audit Committee Meeting
Friday, June 18, 2021**

MINUTES

Call to Order/Roll/Declaration of a Quorum

Committee Members:

Paul Nicholson	Present	Jonathon Bullock	Present
Sheila Clough	Present	Daniel Santos	Present
Lyn Hennion	Present	Megan Davis Lightman	Absent

Chair Paul Nicholson called the meeting to order at 9:31 a.m.

The secretary recorded the roll and a quorum was verified.

Other trustees in attendance: Deborah Rosenberg, Bill Thorndike, and President Linda Schott.

Other attendees and Zoom webinar panelists included: Greg Perkinson, Vice President for Finance and Administration; Dr. Neil Woolf, Vice President for Enrollment Management and Student Affairs; Dr. Susan Walsh, Provost; Janet Fratella, Vice President for University Advancement; Mimi Pieper; Sabrina Prud'homme, Board Secretary; and Pamela Tomac, Office of the Board Secretary.

Public Comment

No public comments were received.

Consent Agenda

Trustee Bullock moved to approve the consent agenda as presented. Trustee Hennion seconded the motion, and it passed unanimously.

Reports

Internal Audit Report

In Jason Catz's absence, Chair Nicholson provided the report. There were no material reports received on the Ethics Point Hotline. President Schott sent the customary "tone at the top" email to campus a few weeks ago as a reminder to the campus of duties and obligations. Regarding the joint request for proposal (RFP) for internal audit services among multiple TRUs, the other institutions are in the process of review and will be providing feedback soon.

Action, Information and Discussion Items

Governance Work Group Update and Recommendations

Vice Chair Santos thanked Trustee Bullock and recognized Trustee Lightman's participation, stating that she will be missed. Vice Chair Santos added that it is a delight to have Trustee Hennion join the group to work on governance issues. In deciding on a standalone governance committee or a work group to continue to elevate the focus on governance issues, the work group provided a workplan in the materials.

Board Knowledge and Skills Matrix

Vice Chair Santos reviewed the knowledge, skills, and abilities board composition and recruitment matrix document presented with a few changes as noted, adding in the equity, diversity, and inclusion considerations. Later in the discussion, including a criterion for alumni would be desirable. The trustee's self-reporting would allow identification of knowledge gaps, such as political influence that the board needs and relies on heavily, in order to target the types of trustees who could best help build and fill those gaps. Vice Chair Santos brought up the need to have these areas identified, as there will be several board seats to fill next year.

Responding to Trustee Bullock, Board Secretary Sabrina Prud'homme said the matrix could be administered in a Qualtrics survey which would be the easiest way to complete and allow document analyzing.

Vice Chair Santos discussed the section containing service ability and strengths and would like to have greater notice taken of this due to family, business, and other vying responsibilities to be cognizant of the trustees' limitations of the capacity to perform some of this work.

Trustee Clough shared that currently she is sitting in a community group focused on behavioral and homelessness challenges. This group was able to apply the equity lens and engaged some committee members from underserved populations, and had a robust conversation that was insightful as to how boards can be open and accessible to all populations. One topic came up about some community members not having the resources to serve in these capacities; resources such as time and finances that are not taken into consideration but are needed to be on boards like this one. An inhibiting factor then for acquiring diversity of underrepresented populations could be the time and resources component. Board Chair Nicholson has encouraged the board to be thoughtful in this way, and that barriers are not being created to those having important representation and diverse viewpoints in our community.

Another component that Vice Chair Santos believed was an obstacle for younger people was the amount of time that might be available in their busy schedules to hold a board position. Ms. Prud'homme added that the board evaluation does ask those questions, and the trustees are encouraged to be as honest and forthright as possible in completing the responses so that any barriers can be understood and to the extent possible, the necessary support can be provided.

New Trustee Orientation Goals Discussion

Vice Chair Santos talked about the new trustee orientation plans. Ms. Prud'homme said that the entire cabinet participates in this orientation process, while the Association of Governing Boards (AGB) defines the priority areas that are shared with new trustees. These areas are: organizational structure; governance; justice, equity, diversity, and inclusion; academic programs; academic affairs; development and university advancement; finance and administration operations; affiliates like OLLI and JPR, and others. The peer-to-peer discussions with the new trustees are important, and every trustee's voice is valued.

Trustee Bullock added that the idea is to build a system where the new trustees are felt to be contributing right away without a waiting period. Thinking about the what-why-how methodology “what is it we are doing, why are we doing it and how do we do it.” If one gets right to the how, the what and the why can be missed. The hope is that board members can help new trustees understand what it is they are doing and why they are doing it, then the how helps people get engaged. Trustee Hennion later stated that one thing she has always enjoyed is the new members’ questions. Encouraging those questions may sometimes lead to the heart of the matter or something that has not yet been thought about; every voice is valued.

Trustee Clough stated that this board starts with a foundation of excellence; Ms. Prud’homme and the team do an excellent job of onboarding new trustees. Additionally, Trustee Clough highly encourages the new trustees to read the AGB document concerning highly effective boards and a trustee’s role. Ms. Prud’homme concurred and shared that this form is usually included in the new trustee onboarding and ongoing education. Trustee Thorndike encouraged the university to purchase the Arthur Kreisman book on the history of the college, feeling it would be a huge help with a historical perspective on the campus to new trustees.

2021 Board Annual Evaluation

Vice Chair Santos briefly reviewed the self-evaluation form. Responding to Board Chair Nicholson, Ms. Prud’homme replied that yes, a few questions were noted on the self-evaluation form for omission as not being relevant due to pandemic operations, but could be utilized when the world once again returns to “normal.”

President Schott shared views on making the board service more available and possible to other trustees by saying that on campus there is a sense of real consideration of fully embracing the hybrid meeting format.

Responding to Vice Chair Santos, Ms. Prud’homme said equity considerations are set in question five asking about any barriers to trustee participation or fulfillment of responsibilities, along with the follow-up question about how the university can help address these barriers. Ms. Prud’homme added that would be worthwhile to re-examine in the future the scheduling of board meetings as new members join to ensure full participation.

June 2021 – June 2022 Proposed Schedule of Governance Agenda Items

Vice Chair Santos moved to adopt the report of the work group as well as any necessary amendments with follow-up revisions as needed by Sabrina Prud’homme and the work group. Trustee Bullock seconded the motion, and it passed unanimously.

University President’s Compensation (Action)

Board Chair Nicholson stated that from the time the university converted employees to furlough in 2020 as part of its necessary cost savings, President Schott also has been on furlough. Consistent with the university’s parameters, the justification for this is trips to visit legislators to thank them for the support offered to higher education; tribal visits that were delayed due to the pandemic; and considerable additional time needed to support the presidential search committee and the board, ensuring a successful transition to the new president. As the president’s workload necessarily increases, a resolution is before the committee to recommend amending the compensation of the president to the board for adoption.

Trustee Hennion moved to approve the resolution relating to President Schott's salary as presented. Trustee Clough seconded the motion, and it passed unanimously.

Board Chair Nicholson wanted to be on record saying it is a huge relief that President Schott is so committed to supporting the work of the university, in particular a transition that is so vital. President Schott thanked everyone, appreciates this action, and is committed to staying fully engaged.

President's Evaluation

Board Chair Nicholson informed the board that with President Schott concluding her service to the institution, the presidential evaluation process will commence over the summer, consistent with the board's policy on this topic. With the president's departure, the final evaluation may look different, so although it may be less voluminous, it will still be a thorough process.

Future Meetings

The next meeting of this committee is scheduled to take place on Friday, September 1, 2021, at 9:30 AM to review the evaluation (or other special topics that may arise).

Following that, the next regular meeting of the committee will be on Friday, October 22, 2021, at 9:30 AM.

Adjournment

The meeting adjourned at 10:38 a.m.

Date: June 18, 2021

Respectively submitted by,



Sabrina Prud'homme
University Board Secretary