

**UNIVERSITY SYSTEM OF NEW HAMPSHIRE  
BOARD OF TRUSTEES**

**Governance Committee  
Meeting Minutes**

Center Lodge, Room 108  
Plymouth State University

**Members in Attendance:**

- Kass Ardinger, Chair
- David Westover
- Cathy Green
- Jamie Burnett

**Call to Order:** At 10:30 am, Committee Chair Ardinger opened the meeting and noted the presence of a quorum sufficient for the conduct of business. In addition to the committee members listed 2021, as presented with the agenda and materials for this meeting.

**Report on the Status of the GY2022 COI and Financial Disclosure Processes:** Ron Rodgers reported the BOT COI and financial disclosure processes for GY2022 are completed with all required forms filed and no disqualifying conflicts disclosed. The USNH Executive Officer disclosure process is nearly completed, with only two disclosure forms outstanding, both of which are expected by early in the coming week. There are no disqualifying conflicts disclosed in the forms filed to date.

**A Trustee's Duties of Care, Loyalty, and Confidentiality:** The committee had a substantial discussion about a trustee's fiduciary duty, often divided into the duties of care and loyalty, the latter of which includes confidentiality. The questions raised include the nature of the USNH Board (is it a representative body or a fiduciary governing board) and the implications that has for the duty and conduct of board members. The committee also considered whether and the extent to which members of the USNH Board are responsible for reporting to the constituency by which they were elected, appointed, or designated to be on the board. Finally, the committee discussed the implications answers to these questions will have for

