

BOARD OF TRUSTEES
EXECUTIVE COMMITTEE

Meeting Held at USNH System Office
5 Chenell Dr., Suite 301, Concord, NH
(May 19, 2022)

Meeting Minutes

In Attendance: Executive Committee Members present at meeting location (USNH System Office, 5 Chenell Dr., Concord, NH 03301) Chair Joseph Morone, Vice Chair Jamie Burnett, Secretary Kass Ardinger, Jackie Eastwood, Mike Pilot, and Alex Walker Executive Committee Members participating by videoconference Morgan Rutman. Other Trustees present at meeting location Don Birx, Jim Dean, Shawn Jasper, Kevin Knarr, Christiana Thornton, Melinda Treadwell and David Westover Other Trustees participating by videoconference Tim Gray, Cathy Green, Alana Lehouillier, Mackenzie Murphy, and Gregg Tewksbury.

Call to Order: At 4:05 pm, Chair Morone called the meeting to order, had the roll called, and noted the presence of a quorum sufficient for the conduct of business. Chair Morone then introduced two new USNH trustees, Christiana Thornton and Kevin Knarr, and welcomed them to the Board.

Approval of Meeting Minutes: On motion moved by Chair Morone and seconded by Trustee Eastwood, the committee unanimously approved the minutes of the meeting of January 20, 2022:

VOTED, that the Executive Committee approve the minutes of the Executive Committee meeting of January 20, 2022, as presented.

Investing in the Future of USNH: CAO Cathy Provencher gave presentation on the current and projected financial condition of USNH and the internal and external options for funding strategic investments (the PPT slide deck was distributed with the materials for this meeting). The Presidents will recommend the specific investments to the Board at its annual meeting on June 23 and 24. Committee members and other trustees asked many questions and engaged

bargaining strategy, and (4) consultation with legal counsel as authorized by RSA 91-A:2, I (a) and (b) and 91A:3, II (a) and (b).

Executive Nonpublic Session: At 5:55 pm, on motion made by Chair Morone and seconded by Trustee Eastwood, the committee unanimously voted by roll call to approve the following motion:

VOTED, that the Executive Committee go into executive nonpublic session as authorized by USNH Board Bylaws, Article V, Section 4g.

Return to Public Session: At 6:05 pm, on motion made by Chair Morone and seconded by Vice Chair Burnett, the Executive Committee unanimously voted to return to public session. Chair Morone announced the committee took the following votes while in non-public session:

Motion to Approve the Appointment of Provost and Vice President for Academic Affairs at Plymouth State University: On motion made by Chair Morone and seconded by Trustee Rutman, the committee unanimously voted by roll call to approve the following motion:

VOTED, on recommendation of Donald L. Birx, President of Plymouth State University, with the endorsement of the Executive Compensation and Performance Review Committee, that the Executive Committee hereby recommend the approval of the appointment of Dr. Nathaniel Bowditch to the position of Provost and Vice President for Academic Affairs at Plymouth State University, upon the terms outlined in the supporting materials distributed with this meeting agenda.

Motion to approve CAO Compensation Recommendation: On motion made by Chair Morone and seconded by Trustee Rutman, the committee unanimously voted by roll call to approve the following motion:

VOTED, on recommendation of the Executive Compensation and Performance Review Committee, whose recommendation is based on independent market assessment and reasonableness opinion and input from other Trustees, that the Executive Committee hereby determines (1) keeping USNH CAO compensation competitive with peer group benchmarks used in the independent market analysis in the best interest of USNH and the State of New Hampshire; and (2) the recommendation is consistent with USNH's Executive Total Compensation policy, which targets total cash compensation to be aligned between the 45th and 60th percentile of peers. FURTHERMORE, the Executive Committee, upon recommendation of the Executive Compensation and Performance Review Committee, agree to the equity adjustment of Chief Administrative Officer Catherine Provencher's FY22 base salary of 3.5%, effective May 20, 2022.

Adjourn: At 6:10 pm, Chair Morone called for further business and, hearing none, adjourned meeting