

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

Meeting Minutes

Memorial Union Building
Room 330
Durham

Fiduciary Duties of the Board and Trustees: The committee continued the extensive discussions had at its three previous meetings by considering drafts of amendments to two Board policies and the annual disclosure form. After substantial discussion of each proposed amendment, on motion by Trustee Green and seconded by Chair Ardinger, the committee voted unanimously to approve and recommend to the full Board an amendment to the policy on expectations of members of the Board of Trustees.

VOTED, the Governance Committee approves and recommends to the Board of Trustees for adoption the proposed amendments to the Board Policy on Expectations of Member of the Board of Trustees (BOT I.D) as presented in the materials for, and amended at, this meeting.

On motion made by Cathy Green and seconded by Christiana Thornton, the committee voted unanimously to approve and recommend to the full Board an amendment to the policy on conflicts of interest.

VOTED, the Governance Committee approves and recommends to the Board of Trustees for adoption the proposed amendments to the Board Policy on Conflicts of Interest (BOT III.I) as presented in the materials for, and amended at, this meeting.

On motion made by Cathy Green and seconded by Christiana Thornton, the committee voted unanimously to approve and recommend to the full Board an amendment to the annual disclosure form for conflicts of interest.

VOTED, the Governance Committee approves and recommends to the Board of Trustees for adoption the proposed amendments to the annual disclosure form for conflicts of interest as presented in the materials for, and amended at, this meeting.

Planning for GY2023 Training Programs: The committee briefly reviewed the draft slides on fiduciary duty and dual interests excerpted from the training deck used in new trustee orientation programs, committee chair training programs, and the newly developed annual fiduciary duty and conflict of interest refresher presentation to the full Board of Trustees. The committee's suggestions will be incorporated into the draft slides, which will be further developed in preparation for next year's training programs.

Diversity on the Board of Trustees: The committee discussed the desire for further diversity on the USNH Board of Trustees, which is a standing item on the committee's meeting agenda. The committee also discussed the efforts made this year to recruit more diverse candidates and the possible causes for the difficulty encountered. Finally, the committee discussed ways to better understand the root causes and what might be done to address them. Chair Ardinger committed to maintaining the issue on the meeting agendas and continuing to work o

Annual Review of Committee Charter: The committee reviewed the committee charter and