



State University of New York
College of Environmental Science and Forestry
Board of Trustees Governance Committee Meeting
February 9, 2022 – 9:00 a.m.
229 Bray Hall/Videoconference

MINUTES

In Attendance:

Trustee Matthew Marko, Committee Chair (non-voting member)
Trustee Vita DeMarchi
Trustee William Fisher

Staff:

Ragan Squier, Board Secretary
Kelly Berger, College Counsel
Nichole Dougherty, Administrative Assistant 2

Call to Order:

Committee Chair Marko called the meeting to order at 9:08 a.m. With all (two) voting members of the Governance Committee in attendance, Trustee Marko confirmed a quorum. The meeting format was hybrid with participation from 229 Bray Hall and via Zoom. The meeting was also livestreamed and recorded in compliance with the Open Meetings Law.

1. Approval of Minutes from the March 16, 2021 Meeting:

A draft of the minutes from the March 16, 2021 Governance Committee meeting was emailed to the Governance Committee for review prior to the meeting.

Trustee Marko called for a motion to approve the minutes from the Governance Committee meeting on March 16, 2021. A motion was made by Trustee DeMarchi and seconded by Trustee Fisher. Hearing no discussion, Trustee Marko called for a vote – the committee unanimously passed the motion to approve the March 16, 2021 minutes.

2. Review of Annual Self-Evaluation Results:

a. 2021 Results:

Trustee Marko reviewed the 2021 Trustee Self-Evaluation/Staff Evaluation results and will distribute the final aggregate results via email to the full Board of Trustees.

- Received five Trustee responses, four voting members and one non-voting member.
- Results were similar to the past.
- Responses to self-evaluation questions indicated opportunities for improvement in the following areas:
 - Board comprehension of their fiduciary responsibilities.
 - Board knowledge of the statutory obligations of the College and whether the College is in compliance with state law or seeks advice from counsel when questions arise therein.
 - Board members communicating effectively (with college administration, campus community members, or other trustees).



- Board knowledge about College programs financial statements, reporting requirements, and significant transactions or contracts.
- Board works with College Administration to implement risk mitigation strategies before problems occur.
- Trustee Marko speculated that the responses related to Board communication (with college administration, campus community members, or other trustees) are related to the pandemic. He noted that informal communications that takes place outside of official meetings when Trustees come to campus have been limited during the pandemic as most meetings have been conducted virtually.
- Trustee Marko also noted that the College is currently working on an enterprise risk management strategy and that Trustee Fisher is participating in the process, continued communication to the full Board will help improve this area.
- Trustee Fisher noted that he would present a new business item that should help address a number of items needing improvement.

b. Remaining Action Items from 2020 Evaluation:

Trustee Marko noted that a remaining action item from 2020 to have Kelly Berger present to the Board regarding fiduciary responsibilities and the College's statutory obligations will address these areas. He noted that she can also provide information regarding College programs financial statements, reporting requirements, and significant transactions or contracts.

- Trustee DeMarchi added that she serves on the SUNY Association of Council Members and Trustees (ACT) which currently has a sub-committee charged with reviewing College role's and fiduciary responsibilities system-wide with the most recent report in the final stages. She also noted that the ACT Handbook is currently being revised and has been reviewed by SUNY legal and that both the report and handbook will help to provide guidance and ensure that ESF is unified with the other SUNY campuses.
 - Trustee Fisher requested that Trustee DeMarchi forward the ACT report and handbook to Kelly Berger for review/analysis when they become available, after which time, he will schedule a working session for the Board with Kelly to review these areas.
- Trustee Marko reminded the Committee of Trustees Fisher's statement from 2020 regarding some stakeholders being more obvious than others and the importance of identifying the stakeholders that the Board of Trustees should aim to represent. He commented that, especially as new committees are formed, creating informative and concise Committee Charters will help to better communicate the role of each committee to all stakeholders outside of the Board of Trustees. Trustee Marko volunteered to create a committee charter for the Governance Committee and encourages other committee chairs to do the same for their committees.
 - Trustee Fisher noted that a Committee Charter can serve as a tool that committees can measure themselves against and that the DEI Committee is currently revising a committee charter that was initially very complex. He will encourage committee chairs to keep the committee charter to a single page. He also committed to creating a committee charter for the Sustainable Finance Committee.

3. BOT Policy Updates:



Trustee Marko reported that the Policy for Submitting Information and Agenda Items for Consideration by the SUNY ESF Board of Trustees had been completed. He asked Ragan Squier to ensure that the policy was posted prominently on the Board of Trustees homepage on the ESF website. He also noted that the Board of Trustees homepage is a critical tool to provide an interface with the rest of the ESF community.

- Ragan Squier reported that the Board of Trustees webpage had been updated and the policy had been posted as one of Nichole Dougherty's first assignments when she joined the Office of the President.

4. Bylaws Updates:

Trustee Fisher presented a proposal for a resolution that will amend the Bylaws, addressing the removal of the Sustainable Operations Committee from the Bylaws and the addition of a new Facilities Committee, the resolution will also allow the proposed amendments to be transmitted electronically to voting members of the Board.

- Trustee Marko provided time for Trustee DeMarchi to review the proposed resolution. He commented that as committees continue to evolve over time, proposed resolutions similar to the one presented will help keep the Bylaws up-to-date.
- Committee members commented that conducting business electronically may now be a superior method to conducting business by mail.
- It was noted that amendments will be mailed if electronic confirmation is not received.

Trustee Marko called for a motion to bring the proposed resolution to the full Board for a vote at the next meeting. Trustee Fisher made a motion to recommend adoption of the proposed resolution at the next meeting. Trustee DeMarchi seconded. Committee Chair Marko called for a vote – the committee unanimously passed the motion to recommend adoption of the proposed resolution at the next Board meeting.

5. Committee Action Items Update:

Trustee Marko requested updates on a list of several committee action items:

- Organization Charts:** Ragan Squier reported that organization charts are being reviewed as part of the website update, former PDF format were not accessible. Current website will be updated with accessible charts which will be transferred to the new website.
- Committee Charters:** Covered earlier in the meeting.
- Trustee Webpage:** Covered earlier in the meeting.
- Trustee Handbook:** Ragan Squier reported that the Trustee Handbook will be distributed electronically and that additional details will be discussed during a new business item that will be presented by Trustee Fisher.
- ESF Campus Policies (on-line catalog):** Ragan Squier reported that there is a current webpage for policies and administrative updates. She noted that some departments have their own policies and that all policies will be housed in one location on the new website. The College also plans to form a committee to review and update/modernize policies.

6. New Business:

Trustee Marko opened the floor for new business. Trustee Fisher reported that he and the Board Secretary, Ragan Squier, have been exploring communication tools that can be used by the Board of Trustees. ESF uses Microsoft Teams & Microsoft 365 and Ragan is investigating whether Trustees have access to Teams through the College, she has also requested esf.edu email addresses for each Trustee.



- Trustee DeMarchi commented that she utilizes Microsoft Teams for her business and that it is an excellent tool, she noted that she is not able to view documents shared for ESF business but believes that would be resolved if she were to login with her esf.edu email address.
- Trustee Marko noted that the Board of Trustees should use whatever platform will work best for the Board Secretary.
- Trustee Fisher noted (per advice from Kelly Berger) that anything shared on Microsoft Teams will be subject to Freedom of Information Laws.

Adjournment

With no further discussion, Trustee Marko called for a motion to adjourn. A motion was made by Trustee DeMarchi and seconded by Trustee Fisher. Meeting adjourned at 9:55 a.m.

Minutes respectfully submitted by Nichole Dougherty.