



State University of New York
College of Environmental Science and Forestry
Board of Trustees Governance Committee Meeting
January 26, 2023 @ 10:00 AM
229 Bray Hall & Zoom

MINUTES

Voting Members in Attendance:

Trustee William Fisher, Trustee Vita DeMarchi (via Zoom)

Non-Voting Members in Attendance:

Chair Matthew Marko

College Personnel in Attendance:

Kelly Berger, College Counsel; Nichole Dougherty, Administrative Assistant; Ragan Squier, Secretary to the Board

Call to Order

Chair Marko called the meeting to order at 10:04 am.

1. Approval of the Minutes Feb. 9, 2022: Chair Marko called for a motion to approve the minutes from the Feb. 9, 2022 Governance Committee meeting. Upon motion by Trustee DeMarchi, seconded by Trustee Fisher, motion approved.

2. Review of the 2022 Self-Evaluation Results and Discussion

- Chair Marko provided aggregated results from five Trustee responses.
- Trustee DeMarchi noted that knowledge about College's programs, etc. is something that grows over time, but it may be beneficial to review that information.
- Chair Marko noted that the 2021 questionnaire also identified uncertainty from the Trustees around their fiduciary duties and statutory obligations, which are on the agenda under Old business. He suggested the consideration of committing time for a training session or workshop on these duties and obligations.
- Trustee Fisher clarified that the Board addresses policies in its By-laws, but the policies and procedures could be better communicated to the Board.
- There is some uncertainty around enterprise risk management by the College.

3. Old Business

3.1. Committee Charters:

- Chair Marko provided a draft Governance Committee charter for review.
- DEI started a charter, it remains in draft status after a change in personnel. Committee will hold on finalizing a charter until a new CDO is appointed.



- Trustee DeMarchi recommended adding a record of committee review at the end of each committee charter to ensure historic relevancy for the current and future committee members.
- The Governance Committee charter will be brought to full the Board at the next meeting as part of the Committee report out.
- Trustee Fisher requested clarification between the annual evaluation and the Board of Trustees self-evaluation referenced in the Committee Charter. Chair Marko noted that the annual evaluation includes the whole process of completing the self-evaluation, reviewing the results, and implementing any necessary changes for improvement.

3.2. Presentations to Board on Fiduciary Duties and College's Statutory Obligations

Trustee Fisher requested a presentation from College Counsel on fiduciary duties and the College's statutory obligations at the March full board meeting.

3.3. Enterprise Risk Management

- Enterprise Risk Management will be added as an agenda item for the next Sustainable Finance Committee meeting. R. Squier was asked to look into any ERM-related documents.

3.4. Information sharing with the Board

- It was noted that COVID created a lack of opportunity for general/informal communication with the Board.
 - The College will resume the trustees dinner prior to March board meeting, this will help with informal communication between trustees and administrators.
 - Revisiting using Microsoft Teams could make communication more efficient and effective.
 - Will need to help trustees get over any hurdles such as adopting security standards.
 - Issuing College iPads to trustees could help address hurdles. R. Squier will look into the cost.
 - Trustee DeMarchi noted that cyber-security should be a part of enterprise risk management.
 - R. Squier noted that the infrastructure for using Microsoft Teams is in place. All trustees were issued an ESF email address and the Team has been built out. If trustees are on board, it will be easy to transition.

3.5. Trustee Website and Handbook

- R. Squier noted that infrastructure for the trustee website is available. She also announced that the new website is set to launch during the first week of February.
- Front-end pages for students and recruitment are being built out first.
- Trustees page is towards the top of the priority list.
- Uploading the handbook to Microsoft Teams would create efficiency.

3.6. Organization Charts for the College

- Organization charts needed to be taken down from the website due to accessibility issues but are slowly being updated according to accessibility standards and put back up.



Progress will resume after launch of new website.

3.7. Campus Policies

- R. Squier reported that President Mahoney has appointed a Policies Committee. R. Squier and K. Berger are both members of the Committee, along with other administrators.
 - The Committee is currently conducting a policy audit.
 - Trustee DeMarchi requested adding an update on policies for a future Board meeting.

4. New Business

4.1. Evaluation of Bylaws regarding Virtual Meeting Participation

- Trustee Fisher asked if SUNY establishes requirements for virtual participation or if ESF can establish its own requirements. R. Squier responded that we are required to follow the NYS Open Meetings Law which recently had an update regarding virtual participation being allowable only under extraordinary circumstances.
- K. Berger referenced 103A, local body law, she noted that the ESF Board of Trustees does not exercise government authority and is not able to pass laws, and therefore may be afforded additional flexibility (this is under review).
- It was noted that when we are able to comply with the Open Meetings Law requirements we should; when making other considerations, transparency must remain a top priority.
- Trustee Fisher suggested that the following process be considered regarding requests for virtual participation:
 - Request to participate virtually submitted in writing to the Chair with the Board Secretary copied.
 - Chair can approve virtual participation.
 - Creates a record and transparency for the virtual participation.
- Under review are the requirements necessary for a virtual participant to be allowed to vote, such as:
 - Virtual participant's location must be publicly noticed and stated at start of meeting.
 - Participant must be visible on-camera.
 - People attending virtually do not count towards the quorum.
- R. Squier noted that the Committee will need to establish written procedures, such as determining extraordinary circumstances.
- K. Berger will draft procedures and distribute to the Committee for review and comment.

Adjournment:

Chair Marko called for a motion to adjourn. Trustee Fisher motioned, Trustee DeMarchi seconded. Meeting adjourned at 10:57 AM.

Minutes respectfully submitted by Nichole Dougherty.