

Faculty Senate Meeting Minutes for April 30

Meeting summary

Monday, April 30, 2018



MINUTES SUMMARY

Meeting called to order at 3:30 p.m. on April 30, 2018

I. Roll – The following senators were absent: Baldwin, Ballestero, Bauer, Bstieler, Clarke, Gass, Mathieson, Ross, Roth, Shipe, and Simos. Friedman was excused. Maria Emanuel, Nicky Gullace, Bill Hersman, Wayne Jones, Mark Sedam, and Nancy Targett were guests.

II. Remarks by and questions to the chair – The chair reminded the Senate to look at the proposed slate of new Agenda Committee members for next year. This slate was sent out to all senators as an appendix to today's agenda (Appendix 2.1). The proposed slate recommends Scott Smith as chair for next year and David Bachrach as vice chair. Dan Innis will serve as past chair. The proposed at-large members are Jim Connell, Lori Hopkins, and Erin Sharp.

The chair said that he has some information from the dean of COLA regarding the policy on allowing the double counting of Discovery courses for major credit, but not all the information he was hoping for. He will communicate with Buzz Scherr regarding

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the tabled motion of censure and it is his hope that we can resolve the issue soon and get that motion withdrawn.

A senator asked about the process by which new Agenda Committee members are selected. Dan asked incoming chair Scott Smith to address the question. Scott said that the tradition of the Senate has been for the current Agenda Committee to prepare a slate of candidates for the following year's Senate, to include past, current, and vice-chairs plus three at-large candidates. That slate will be voted on by the incoming group of senators for the next Senate session. He said that if anyone would like to volunteer to take over the position of chair for next year, he is willing to step aside if that is the wish of the Senate. This process is in the Senate constitution which can be found on the Senate website. Jim Connell added that this process exists as a method of ensuring that the Senate has an Agenda Committee each year.

III. Approval of the Senate minutes from April 16, 2018 – It was moved and seconded to approve the minutes of the April 16, 2018 meeting of the Senate. Two changes were suggested, in Items III and IV. Thus adjusted, the minutes were unanimously approved, with 2 abstentions.

IV. Discussion and vote on Student Affairs Committee motion on policy prohibiting exams during the last week of classes – Allison Wilder of the SAC presented the motion from the last Senate meeting:

Motion: The Faculty Senate supports the existing policy regarding the administration of oral or written tests during the last 5 days of classes during the semester, preceding the examination period (Student Rights and Responsibilities Handbook, 05.23(fs) Examinations). We urge a broad interpretation of what constitutes “laboratory work” so as to facilitate such examination, during the last week of classes,

as appropriate for the discipline/major/program.

The motion was put to a vote and passed unanimously, with no abstentions.

V. Discussion and vote on Information Technology Committee motion on the FacultyEnlight platform – The chair reminded the Senate of the motion brought forward two weeks ago by the ITC.

Motion: The Faculty Senate accepts the termination of UNH Academic Technology's Booklist in favor of consolidation on Barnes & Noble's FacultyEnlight as the software system for registering book orders with the UNH Bookstore, starting with courses in Fall of 2018. The Senate appreciates the role of the Durham Book Exchange as a supplementary source of course materials and recommends that either the UNH Bookstore or UNH Academic Technologies regularly forward all book orders to the Durham Book Exchange.

The motion was put to a vote and passed unanimously, with one abstention.

VI. Discussion and vote on AAC motion on online student evaluations for 8-week courses – The Academic Affairs Committee motion returned to the Senate today slightly modified. After a conversation with IT director Terri Winters, the committee revised the wording to align more closely with policies recommended by that office. A member of the committee pointed out that the motion includes all eight-week courses, not just online eTerm courses. The revised motion also indicates when the availability of online evaluations to students should end.

Rationale: Faculty from the Department of Education and others have expressed concerns that student course evaluations for 8-week courses including those through UNH On-line Academic Programs are currently made available at week 6 prior to the delivery of a great deal of content and often prior to the time

students have completed major projects and/or received feedback for their work. Faculty report that this does not allow students to give a fair assessment of the course, and that it would be preferred to have the course evaluations not be dispersed prior to week 7. The UNH Information Technology recommendation made to the UNH Academic Standards and Advising Committee (ASAC) April 2018 was that student course evaluations of teaching for UNH 8-week On-line courses be made available to students for completion no sooner than 7 days prior to end of eTerm, and that they close 3 days after the end of the eTerm.

Motion: The Faculty Senate recommends that student course evaluations of teaching for all UNH 8-week courses including on-line courses be made available to students for completion no sooner than 7 days prior to the end of the course, and that they close 3 days after the end of the course.

The motion was put to a vote and passed unanimously with no abstentions.

VII. Academic Affairs Committee report on test optional admissions policy – The AAC offered a formal motion to accept the memo presented in the last Senate meeting. The memo was intended to “...demonstrate Faculty Senate support for sending a memo crafted by the Academic Affairs Committee to the Office of Admissions regarding the development of a proposal for UNH to move to a “test optional” admissions policy for undergraduate admissions at UNH”

Motion: The Faculty Senate supports sending the attached memo from the Academic Affairs Committee to the Office of Admissions regarding the development of a proposal for UNH to move to a “test optional” admissions policy for undergraduate admissions at UNH. The intent of the memo is to provide guidance for the development of a proposal that addresses faculty concerns and questions about making this

policy change.

The memo was included in today's agenda, and will be appended to the motion. The chair noted that the Deans' Council did not appear to be universally enthusiastic about the idea.

The motion was put to a vote and passed with 47 votes in favor, 9 votes opposed, and 5 abstentions.

VIII. Agenda Committee resolution – The Agenda Committee presented a motion, prepared by Lori Hopkins on behalf of the committee, regarding the closure of four programs in the Thompson School of Applied Science (TSAS):

Rationale: WHEREAS UNH announced March 9, 2018 that it would close four two-year programs in TSAS after the 2018-19 academic year, including horticulture technology, culinary arts and nutrition, civil technology and integrated agriculture management; and

WHEREAS TSAS faculty were caught off guard by the sudden announcement of the closings, and were not meaningfully included in final decisions that negatively affected both faculty and students who are directly invested in the academic programs; and

WHEREAS, as a result of this chain of events, faculty are concerned that other long-term strategic decisions may likewise lead to sudden closings of academic programs, and, moreover, are concerned that decisions like these gravely affect the morale of the university community: Now, Therefore

Resolution: BE IT RESOLVED that the Faculty Senate urges the University administration to develop and make clear to the faculty their policies and procedures for the closing of all academic programs. Such actions should involve both transparency as well as close and meaningful consultation with the faculty, under the agreement of shared governance, and therefore

BE IT FURTHER RESOLVED that we encourage future sessions of the Faculty Senate to be more vigilant in working with the administration to preserve existing programs.

The chair asked if the motion could be amended to say “remain vigilant” rather than “be more vigilant,” as he feels the Senate has been vigilant in this case. The committee agreed to that amendment.

A senator asked if faculty from the Thompson School will continue to have Senate representation if they are absorbed into other departments. Dan said it is not clear what the final structure of these programs will be. Any faculty connected to an academic department on campus will have representation on the Senate. In the case of faculty who shift to other departments, they will have representation in those new departments. A senator from the TSAS said that the real question is whether the TSAS will remain an academic department. He suggested that the administration may have reasons to streamline these programs, but he said that even the chairs of the incoming and outgoing departments do not know what their status will be going forward.

A senator asked if there will be joint appointments for faculty, in both the TSAS and another department, similar to EOS faculty who work in EOS (not a represented unit for Faculty Senate purposes) and also work in other departments such as Physics (which is a represented unit). The senator from TSAS was not sure, but pointed out that there is no director of the TSAS (comparable to a department chair). EOS has such a director.

A senator from COLSA referenced the AAUP Collective Bargaining Agreement (CBA) for tenure-track faculty, Article 14.4, which discusses the union’s agreement with the university regarding program displacement and faculty termination. Portions of the article were read, which state, (bold type added):

14.4 Programmatic Displacement/Termination

*14.4.1 The President shall notify the Association and the Faculty Senate Agenda Committee of the initiation of a program review in which programmatic displacement of bargaining unit faculty is possible or contemplated, at least one (1) academic year prior to the approval of said long-range program changes by the Board of Trustees. **The President, or his/her designee, shall meet with the Association and the Faculty Senate Agenda Committee within two (2) weeks of notification of long-range programmatic changes that may displace bargaining unit faculty and identify those programs or units being reviewed.***

14.4.2 The President will establish a Joint Review Committee, composed of the President's representative, three (3) bargaining unit faculty elected from the college or school involved, and three (3) other bargaining unit faculty members chosen by the Faculty Senate Agenda Committee. ...

14.4.3 When the President has decided upon programmatic changes that displace bargaining unit faculty, s/he shall meet with the Association and Faculty Senate Agenda Committee in joint session at least two (2) weeks prior to recommending said changes to the Board of Trustees in order to outline her/his recommendations. ...

There was discussion about whether the closure of the TSAS programs is purely an academic issue or a matter for grievance through the AAUP per the Collective Bargaining Agreement. A senator pointed out that the Senate's purview is the academic mission of the university, and that we do not police the contract. The chair will speak with Sterling Tomellini from the AAUP to get more information.

Scott pointed out that criteria for the "academic year" cited in 14.4.1 may have been met in the eyes of the administration because of the studies they were conducting on TSAS over the

last year or more. He suggested we should be clear on the timeline. The senator from TSAS said that shortly after the March 9 announcement of the closures, TSAS faculty met with the AAUP. In that process, the AAUP representatives did the math on that required year. He added that the Trustees made the decision to close programs well before March 9.

The chair said that the validity of the administration's action to close programs is less in question than the process used to carry out their plan.

Another senator shared that while he was in a local feed store, a petition was being circulated regarding the closure of the UNH Horticulture program. He noted that the program closures have implications beyond the Faculty Senate.

The resolution will lay over to the next Senate meeting for further discussion.

IX. Student Affairs Committee report and motion on study away GPA requirements – Martha Byam, SAC chair, and Joe Onosko reported on charge #5 to their committee:

5. Assess study abroad academic requirements and policies to ensure support and transparency for all students. Request rationale for refusing exceptions to 2.5 GPA requirements.

Martha shared some history, explaining that in 2004 the Senate adopted a new Study Away Academic Eligibility policy which included three provisions. Students:

1. Must have earned 32 credits, at least 12 of which are earned at UNH
2. Must have a minimum 2.5 cumulative GPA at the time of application, and at the time of departure
3. Must have a declared major

The committee established two fundamental questions. 1) What evidence exists to support the current policy and, 2) Who are the UNH students excluded from these learning opportunities?

To seek answers to these questions, the committee asked the registrar's office, ASAC (Academic Standards and Advising Committee, made up of the associate deans for the colleges), and the provost's office for a variety of data to answer those two questions with no real results. Martha was quick to say that she did not think this was unresponsiveness on the part of those offices, but rather a function of the workload carried by these offices. The SAC was seeking data on success rates of students in study away/study abroad based on GPA, and a profile of students who are being excluded; i.e. those with a 2.0-2.49 GPA.

Joe noted that they did learn that between 2004 and today, the number of students with a GPA of 2.0-2.49 has declined from 20% in 2004 to 10% today.

The SAC also communicated with 23 faculty directors of UNH study abroad programs, the COLA Study Abroad Coordinator, UNH Study Away Director, Paula DiNardo, Beth Kilinc, and Kerry Vroman, and the UNH study abroad advisory committee. The committee also reviewed studies on the impact of these programs on students' academic performance. In speaking with the study away directors, Martha reported, the majority of directors reported anecdotally that they saw little correlation if any to GPA and student success in the abroad experience. He said that some, like the SVPAA, said that they have observed a correlation between GPA and performance.

Martha said that a wide variety of programs exist, beyond simply a "junior year abroad" opportunity. The committee's conclusions refer only to the UNH Managed programs. Study Away/Study Abroad is considered a "high impact learning activity" as research demonstrates improved student academic performance

(measured by GPA upon return to home institution). The SAC also found that there is a lack of useful UNH data to inform the existing policy.

The committee believes that students in the department of Languages, Literatures, and Cultures (LLC) need some relief. Although the university's standard for students in good academic standing is 2.0 across the university, students in LLC must maintain a 2.5 GPA in order to go abroad, which experience is a required part of their major. The committee would also like to see a more manageable petition policy. The current petition is inflexible, with only 22% of petitions approved over the last four years. Martha noted that this number does not reflect the students who are advised to not even try to petition, as they will likely be refused. With the global nature of our environment, it seems appropriate to encourage students rather than not. Joe noted that short programs of just a few weeks, including J-term and summer programs, have been an area of growth for study away experiences, rather than a full semester abroad.

The committee thus recommends establishing a pilot program to test the waters and gather data on the actual success of students who study away. That pilot would be for UNH Faculty led and/or managed programs only. The pilot study would be for four semesters, including J-terms and summers, from January 2019 through May 2021. The committee recommends a minimum GPA requirement of 2.0. No major would be required. A minimum of 12 earned credits would be required to establish a GPA. Individual program directors may adopt different standards as needed for their program, including a higher GPA or GPA as competitive factor. This will allow each program/department to set their own standards if they choose. The provost or a designee would gather and review data on these students, and the SAC would review that data and issue a report in Spring '21 with its recommendations.

A senator from LLC said that the 2.5 GPA regulation was in effect before 2004. She added that she has never seen an exception made, even for students with 2.49 GPAs with strong faculty recommendations. She asked who the students are whose petitions are being approved, and whether petition approval may have more to do with the profitability to the university of the program being applied for. She asserted that her department, and the university, have lost students over this issue.

Martha said that the university has only been collecting useful data over the last four years.

A senator from COLSA noted that accreditation for certain study abroad programs in her college requires a 2.5 GPA. She noted that GPA requirements are used all across the university for a variety of reasons. Joe replied that the point in the motion that allows each department to set their own standard addresses her concerns.

Another senator said that we need to recognize students who are working and making positive progress. She wondered if there is a way to adjust the motion to focus more on LLC students, expressing some reservations for a blanket okay on the 2.0 GPA. She reminded the group that Beth Kilinc identified 2.5 as a national standard. She suggested that keeping the 2.5 GPA standard, but allowing a more accessible petition process would achieve the same objective. Joe noted that the pilot program recommended will allow directors and department chairs to set standards for their students, but would also provide access to these programs for students who are currently being denied the opportunity to participate because of past history that has little bearing on their potential for success.

This motion will lay over until the next Senate meeting.

X. Report from the Discovery Committee – Nicky Gullace, Faculty

Director and Chair of the Discovery Committee, reported on the work of the Discovery Committee to the Senate. She said that in the past year, the committee has reviewed 19 course proposals and approved 18. They received 72 undergraduate student petitions, approving 28 and denying 44. They helped move an inquiry course back into compliance after it had fallen out of compliance. They tracked syllabi and checked them for fidelity.

The committee has created a set of student learning outcomes for each Discovery category, and shared those with the Agenda Committee. A social identity attribute was reviewed and rejected by the committee. The VP for Campus Climate asked for and received an explanation of this rejection.

The committee also worked with the Senate Agenda Committee to create a charter for the Discovery Committee, codifying the rules governing Discovery.

She said that among the challenges the committee has faced are largely a sense of growing frustration with Discovery on the part of undergraduates, the associate deans and, in some cases, of the faculty. The committee is, in essence, a compliance office tasked with overseeing the Faculty Senate's rulings regarding Discovery.

The area of petitions is one of concern, and Nicky suggested that a mechanism needs to be put in place to allow a more humane reading of some petitions. Students in certain majors with heavy requirements have even less flexibility with Discovery courses. Perhaps some kind of faculty committee could be formed to address these concerns, helping students to find their way to courses in keeping with the spirit of Discovery, perhaps with specific waivers of some kind.

She noted that some students seem to believe that Discovery courses are a way to extend what should be a two-year degree into four years in order to make money for the university, and she pointed out the distinct academic difference between an associate

degree and a bachelor's degree, and that with or without Discovery, a bachelor's degree requires 128 credit hours. Discovery simply provides a measure of cultural capital to expand the cultural and academic understanding of our students. She acknowledged that Discovery has an important enrollment management function, and exists to provide a broad-based curriculum to our students.

She asked the faculty to be looking ahead to the next 5-year review of the Discovery Program in 2020, so that we can work together to address issues early on in ways that can preserve the program. We can do this by looking at successful models at other institutions, most of which have similar programs. NEASC requires this kind of broad curriculum.

A senator noted that a department with a variety of Discovery courses they would like to offer must first vet those courses through the associate deans, and that the proposed courses often do not make it to the Discovery Committee for review. She asked if there is any other way to submit course suggestions to the Discovery Committee. Nicky said that the committee does not have the authority to reject courses other than on their merit, adding that the problem is that there are so many wonderful new courses being suggested all the time. She said that we currently have a conflict between enrollment management and curriculum development that needs to be resolved.

Another senator asked if the Discovery Committee can offer any solutions to under-enrolled courses, and Nicky replied that that is outside of their purview. Low enrollments are noted by the provost, who alerts the deans, but the Discovery Committee does not police enrollments.

XI. Report and motion by the RPSC on policy for start-up companies – David Finkelhor, chair of the Senate Research and Public Service Committee, presented his committee's motion on a

revised policy about start-up companies and the financial conflict that can be created. The policy is appended to today's meeting agenda.

UNH faculty have generated a few start-up companies and UNH hopes that there will be more in the future, but a policy needs to be established to govern the potential conflict of interest between commercial interests and other faculty responsibilities. This is needed for clarity among the stake holders as well as for regulatory requirements. The motion states:

Rationale: *Universities around the country are adopting policies to protect against conflicts of interest that occur when active faculty members and other university personnel use discoveries and intellectual property to form commercial businesses in which they have a financial stake and fiduciary responsibilities to the businesses. These two documents clarify expectations. The committee believes these are reasonable rules that conform to standards being applied elsewhere.*

4. Motion: The Faculty Senate moves to endorse 1) the Policy on Conflicts of Interest in Start-Up Companies, and 2) the Policy on Management of Equity Interests in Start-Up Companies.

UNH Innovations developed a policy regarding start-up companies and conflict of interest. The policy has been reviewed by the Deans' Council and other administrators. The RPSC thought that the policy was generally reasonable, but this is a complicated and detailed issue. He introduced Mark Sedam, associate vice provost for innovation and new ventures, and Maria Emanuel, the associate director of UNH Innovation, to present the policy to the Senate. Other stakeholders have also been invited to attend today's meeting.

Mark said that he spoke to the Senate two years ago on an

earlier version of this policy. The university is changing as it relates to the commercialization of research. Over time, universities find areas where policies are lacking, and this is one of those. This policy has been in process since 2010, and relates to the management of conflicts of interest in research. We currently don't have any policy at the moment, which puts the university at risk. The proposed policy supports freedom of inquiry, supports students who might be sitting in the middle of research that is being commercialized, it supports the institutional mission, and gives us a process and guidance as to how to manage conflicts of interest.

The policy, as written, comes into effect only when three things are concurrently true:

- When an individual is an employee of UNH, and
- When an individual has a license to UNH intellectual property, and
- When an individual takes on a fiduciary role in the company

Maria informed the Senate that UNH Innovation looked at thirteen other institutions, including eight comparator institutions, as they developed draft policies, distributed them in October 2015 to various constituents, and received feedback from those various groups, including the Faculty Senate. Their office worked with Dr. Short, who has two start-up companies based on UNH intellectual property (IP), and has also consulted with Dr. Hersman, with whom there is some difference of opinion on the policy. From feedback that their office has received, they have made a number of revisions to the policy, which is the version shared with the Senate. While they have not been able to integrate every concern, they feel they have addressed all of them in an effort to align related policies, and to make sure there is clarification for ease of use in applying the policy. She said that their office has letters of support, including from Dr. Short and from the Deans' Council.

Mark defined fiduciary, which means an individual who must put the interests of an organization before any other interest. The situation his office is trying to manage is one in which in which an employee of the university would be compelled, by their fiduciary responsibility to their start-up company, to act in the best interest of their company rather than in UNH's (their employer's) best interest, which is problematic. Fiduciaries are CEOs and CFOs, or those who are making financial decisions on behalf of their company. Fiduciaries are not Chief Scientific Officers or Chief Technical Officers, which are subject matter roles. The proposed policy does not suggest that a UNH employee may not have a leadership role in a start-up; only that their role as a fiduciary must be limited to two years.

The policy applies to more than just faculty, but applies to any employee, and applies equally to companies that are not research based. The policy is primarily intended to deal with the launch phase of the company.

One of the concerns raised has been that there are not enough faculty on the oversight committee for this policy, and so they have agreed to increase the number of faculty on that committee. Mark noted that this policy is the most generous and permissive that they can find in the country, adding that Massachusetts Institute of Technology or Stanford University require faculty who want to engage in the creation of such a company to take a sabbatical to do so, with no exception or exemptions. The fact that this policy allows a faculty member two years in a fiduciary role is also generous compared to other institutions allowing only one year in such a role.

Maria added that the two-year limit does not date from the formation of the company, but only begins on the date at which all three of the above criteria are simultaneously true. Mark said that the real challenge is the issue of freedom of inquiry, and the issue

of students. Right now, with no policy, there is a huge institutional risk for UNH.

The RPSC chair then introduced Dr. Bill Hersman from the Physics department. Bill spoke to the Senate regarding his own start-up company, Xemed. Bill has been at UNH for 33 years, and has helped UNH write policies on conflict of interest, and said that he is generally in agreement with Mark and Maria. He is CEO of Xemed, which is a fiduciary position. He asserted that in that role he is not required to act against the best interests of the university and in the best interests of his company, because the company belongs to him. He said that he founded the company in 2004 to further his research when his academic grants expired. He was transitioning into a field of applied physics. He received SBIR awards to continue the research he was unable to get academic funding to conduct.

With legal advice, he learned that doing research in drug development is particularly sanctioned by the U.S. government as not being an infringeable activity, so he was exempt from executing a license. He was, however, strongly encouraged to license the intellectual property, and did so in 2007. He also gave UNH patents on projects developed while he was on sabbatical leave, working full-time for Xemed, which he was not required to do. Bill went on to explain why the proposed policy did not apply to his company, why his role in Xemed is not the same kind of fiduciary role the policy is concerned with since there are no shareholders, and how he has always put the university first. He asserted that the proposed policy creates the potential for unanticipated consequences, and is damaging to UNH's reputation.

David asked Bill what he would like to see happen, and Bill replied that he would like UNH to grandfather him, since his company was formed before the policy was written, and allow him to remain

as CEO of his company. A senator asked why UNH won't grandfather this company, and asked how many other companies are in this situation. Mark said that Xemed is the only company at this moment, although there was another one, but it was bought out, and is no longer in this position.

Mark said that the issue is the risk to UNH which is both identifiable and avoidable. He said that his office has tried to move things around sufficiently to allow an exemption for Xemed, but it is not possible. If the policy goes forward, then in the case of Xemed, Bill would be allowed two years in a fiduciary role from the date that the policy is implemented, but at the end of those two years, he would need to relinquish that role.

A member of the Agenda Committee said that that committee recalled what happened two years ago, when the same objections were raised to the previous version of this policy, in meetings also at the end of the school year. The result then was that the motion to support that policy was voted down. The Agenda Committee would like to avoid a repeat of that situation. To that end, the Agenda Committee would like to amend the motion proposed by the Research and Public Service Committee, with a substitute motion. Hopefully the Senate can vote on a procedural motion to accept this substitute motion (or not) in today's meeting. Whatever motion remains at the end of this meeting will be the final motion that will be presented at next week's final meeting of this Senate session.

Rationale: *Scholarly research at UNH sometimes results in intellectual property (IP) that can be best pursued by forming a start-up company. In some cases, funding agencies (e.g., the National Institute for Health, NIH) specifically encourage, and support, such a path. This involves UNH Faculty and/or Staff in having responsibilities to both UNH and the start-up company that are further complicated if the company licenses IP from UNH.*

This poses risks associated with conflicts of interest. The proposed “Policy on Conflicts of Interest in Start-Up Companies,” and “Policy on Management of Equity Interests in Start-Up Companies” seek to manage and minimize those risks.

As part of the policy, a committee composed of four administrators and three faculty members plays a role in implementation. By contrast, other committees that regulate faculty (e.g., the Internal Review Board for the Protection of Human Subjects, the Radiation Safety Committee, and the Disclosure Review Committee) have a majority of voting members who are faculty. This supports faculty governance and further protects academic freedom.

The new policies would apply ex post facto to existing start-up companies. The faculty and/or staff involved have often invested and made long-term plans prior to the new policy. The effects of these changes on those plans need to be taken into account. In effect, a contract was implied. While the policy allows two years for implementation by existing companies, financial commitments often extend well beyond two years, as do plans. For example, FDA (Food and Drug Administration) approvals typically take about a decade. Faculty and/or staff contemplating a new start-up company would also have to ask if policies might similarly change after they form a start-up company, and wonder if UNH is a reliable partner.

4. Motion: The Faculty Senate agrees, in principle, with the proposed “Policy on Conflicts of Interest in Start-Up Companies,” and “Policy on Management of Equity Interests in Start-Up Companies,” but cannot approve them as written for the following reasons:

1) any such policy must have a majority of faculty as voting members of its

regulating committee(s) related to faculty actions;

2) any such policy must have clear and adequate provisions to protect the interests of existing start-up companies (e.g., grandfathering) and the faculty and/or staff involved with those companies.

Jim said that the hope of the Agenda Committee is that this motion will send a clear message to the administration that the Senate's desire is not at all to prevent the implementation of a needed policy, but to seek direct address to the concerns raised. He noted that the committee recognizes there may be other options besides grandfathering which might address concern #2 in the motion. The Senate will debate the replacement of the RPSC's motion with the new motion from the Agenda Committee, and put the option to replace that motion to a vote. Should that vote fail, the original RPSC motion will be discussed and voted on at the next Senate meeting. Should the vote pass, the substitute motion will be discussed and voted on at that time.

A senator asked if the Senate has actual power to say yes or no to this policy, or if the administration can do this anyway without our approval. David said that his understanding is that the administration has the power to do this without our approval, but that they would like our input on this matter.

Another senator asked what the real legal risk is to the university; someone suing a UNH faculty member who is a fiduciary in a start-up, or a student suing because they are put in a Catch-22 position while doing research for such a faculty member. Mark said that both are examples of risk, adding that the real risk is what we don't know.

The provost stood to say that perfect shouldn't be the enemy of good. She said that her opinion is that the university should grandfather Xemed and Dr. Hersman. She said it is important that this policy move forward so that we have a policy in place. Without such a policy, she asserted, we are exposed and at odds with

best practices in this area. Regarding the oversight committee, she said that it is acceptable to have a majority of faculty members on that committee, but added that such a committee would then become an advisory committee. This is because fiduciary responsibility belongs to the administration, and the administration must be free to make fiduciary decisions if there are fiduciary conflicts. The board looks to the administration to manage such issues. She said that we will be in a much better place with this kind of cooperative effort to diminish the risk to the institution.

Erin asked David why his committee did not recommend grandfathering existing start-ups in their motion, and David replied that they asked for that option and were told it could not happen.

The motion to adopt the substitute motion on the policy on start-up companies was put to a vote and passed, with 50 votes in favor, 6 votes opposed, and 3 abstentions.

The adopted motion will lay over until the next meeting.

XII. New Business – There was no new business.

XIII. Adjournment – Upon a motion and second to adjourn, the meeting was adjourned at 5:07 p.m.

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