

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

BOARD GOVERNANCE COMMITTEE

Operational Guidelines for Nomination of Board and University Officer Appointments

1. Committee Charge

The Board Governance Committee shall serve as the nominating committee of the Board for candidates for Board and University officer appointments as approved by the Board on September 9, 2006. It is responsible for recommending to the Board a slate of officers as to whom election is held in accordance with Article 6 of the Bylaws.

2. Election of Officers

Under Article 6.1 of the Bylaws, the officers of the University are a Chair of the Board, the President, Treasurer, Secretary, Provost “and such other officers as the Board of Trustees may determine”. Any two or more offices may be held by the same person except (a) the offices of President and Secretary and (b) the offices of President and Provost. The Chair of the Board, the President and the Secretary must be members of the Board of Trustees. No trustee may be initially elected Chair of the Board unless he or she has at least two years of his or her term as trustee remaining. The Provost shall be an individual nominated by the President.

Under Article 6.2, all officers other than the President and the Chair are elected annually by the Board at a regular meeting held in February, or at such other time as the Board determines by resolution. Under the University Charter, the Chair must be elected at the first regular meeting following identification of new Trustees, which is typically the annual meeting of the Board in May.¹ The President may be elected at a regular or special meeting and s/he serves for an unspecified term.

The duties of the officers are set forth in Article 6.4 of the Bylaws.

¹ Since, under the Charter, new Trustees commence their terms on March 1, an incumbent Chair remains in office after March 1 pending either his/her re-election or the election of a new Chair. If the trusteeship term of the Chair expires at the end of February, the Board Vice Chair customarily serves as interim Chair until election of a new Chair.

3. **Content and Sequence of Committee Work**

In view of Bylaws specifications, the Committee will customarily begin its work in conjunction with the fall meeting of the Board. Its work will include (a) identification to the Board of the officer positions as to which a vacancy will arise as a result of the expiration of a term; and (b) initiation of a request to Trustees for nominations for vacancies. With respect to the second step, the Committee Chair will contact nominees to determine whether they are interested in standing for election, and consult with Trustees regarding the evolving list of nominees.

The Committee will, after such solicitation and consultation, convene promptly to deliberate on a proposed slate. The Committee will ordinarily advise the Board of its recommended slate of candidates at least 30 (thirty) days before the February meeting of the Board or, in the event of an off-cycle election, reasonably in advance of the next meeting of the Board.

At any meeting at which the election of officers occurs, the Board will conduct such elections in a manner consistent with the Bylaws and Robert's Rules.

4. **Eligibility of Committee Members to Stand for Election**

A Committee Member who is nominated for an officer position and who wishes to stand for election will, upon inquiry by the Committee Chair, so advise the Committee through its Chair.

5. **Vacancies during a Term of Office**

In the event that an officer becomes temporarily unavailable for such service, the vacancy shall be filled in accordance with the Bylaws or, in the absence of a governing Bylaws provision, with Robert's Rules. If the officer becomes permanently unavailable for service due to resignation, disability or death, with the exception of the offices of the President and Provost the Committee shall convene to identify a recommended candidate to fill the vacancy in a manner consistent with the Bylaws, these Guidelines and governance requirements.

Note: These Guidelines shall be applied in a manner consistent with applicable public access law requirements.

As endorsed by the Committee on April 7, 2005; and approved by the Board of Trustees on May 21, 2005. Revised to conform to Board direction by the Board Governance Committee on December 11, 2006. Submitted for information to the Executive Committee January 8, 2007.