A meeting of the Committee on Board Governance of the Board of Trustees of the University of Vermont and State Agricultural College was held on Tuesday, April 10, 2007, at 8:30 a.m., in room 351 Waterman Building.

MEMBERS PRESENT: Chair Robert Cioffi*, Ian Boyce*, Christine Hertz, and Debbie McAneny*

ABSENT: Edwin Amidon

PERSONS ALSO PARTICIPATING: Board Chair Carl Lisman and Vice President for Legal Affairs and General Counsel Francine Bazluke

* via conference telephone

Chair Cioffi called the meeting to order at 8:35 a.m.

Approval of Minutes

A motion was made, seconded, and voted to approve the minutes from the February 9, 2007 meeting as presented.

Continuing Trustee Education and Training

Chair Cioffi reviewed the memo distributed in advance with proposed education and training modules as identified by senior staff in consultation with Committee and Board leadership.

The nine modules identified as priority topics include:

1. Nonprofit Financials
2. Understanding Nonprofit Financial Statements
3. Nonprofit Board Guide to Fundraising: the Board’s role
4. Strategic Finance
5. Endowment and Investment Management
6. Campus Facilities
7. Student Financial Aid
8. Academic Quality and the Role of the Board
9. Student Achievement

The Committee agreed that topics 2 and 5 would most appropriately be addressed at the committee level rather than the full board. Topic 9 was identified as a current hot topic at the federal level.
After a brief discussion, the Committee recommended that the list of education/training modules be presented to Trustees at the May meeting and members asked to select in the order of priority which they would most be interested in attending. Following this exercise, the administration will be asked to begin preparing sessions for the most desired topics to be offered in conjunction with future Board meetings.

**Board Retreat (June 2008)**

The Committee continued discussions regarding the next Board Retreat scheduled in June 2008 and reviewed a two part retreat program recommended by the senior staff.

Part I of the retreat would be a continuation of work on Board effectiveness, the topic of last year’s retreat. Trustees only would attend this session. The Committee agreed that a facilitator should be retained for this portion of the retreat. Vice President Bazluke will seek facilitator recommendations from the 2006 facilitator, Robert Woodbury, recommended continuing to work with the Association of Governing Boards.

Part II of the retreat would be offered in two consecutive sections: Part IIA, consisting of a scan of mega-trends, nationally and in Vermont, affecting higher education; and Part IIB, consisting of a senior administration presentation and related trustee discussion of “super-metrics” that can be applied to the University’s strategic goals and plans. The Committee consensus appeared to be that a facilitator for Part II is not necessary, but Vice President Bazluke noted that a facilitator would allow the President and Provost to participate in the discussion rather than lead it.

The Committee emphasized the importance of active trustee discussion during Part IIB and also recommended that a “data dump” be avoided. A member suggested that, if possible, information be distributed in advance of the retreat for trustee review so that more time can be spent on discussion rather than presentation. Vice President Bazluke indicated that she would recommend to the administrators who will be developing Part II that a draft of the program be circulated to the Committee.

**Other Business**

- **Emeriti Trustee Program**

The Committee discussed its charge from Board Chair Lisman to develop a recommendation for an emeriti program for former trustees. Chair Lisman shared that it is his desire to reach out and re-engage this group, which he views as an unused asset. He also expressed a wish to invite former trustees to campus in conjunction with the September meeting, to be held at the Davis Center, for a special presentation on Friday afternoon followed by a social. He directed the Committee to work swiftly to create a program for implementation in September.

Vice President Bazluke and Trustees Coordinator Corinne Thompson will research programs at other universities including the Cornell Council recommended by President Fogel, prior to the next Committee meeting. Vice President Bazluke suggested that any proposal include a resource needs/impact statement.
➢ **Presidential Performance Review Policy**

The draft Presidential Performance Review Policy, which was previewed at yesterday’s Executive Committee meeting, will be sent to Committee members for their review and comment before the policy is presented to the Board for approval next month.

➢ **Completion of Assessment Forms**

Vice President Bazluke encouraged the continuation of completing meeting evaluation forms, as they assist not only in meeting improvement but in generating material for the Board effectiveness session at the next retreat. In an effort to ensure their completion, Board Committee staff will assist Committee Chairs by reminding them at the beginning of each meeting to encourage members to complete the forms, which will now be made available at the start of the meeting. Time will continue to be reserved at the end of each meeting for forms to be completed and collected.

➢ **Review of Work Plan**

Chair Cioffi reviewed the work plan and reported that planning for the 2008 Retreat would be a Committee priority for the next several months and that he would discuss with Chair Lisman other initiatives for the year.

**Adjournment**

There being no further business, the meeting was adjourned at 9:15 a.m.

Respectfully submitted,

Robert Cioffi, Chair