COMMITTEE ON BOARD GOVERNANCE
BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

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 Thursday, May 17, 2007, at 1:30 p.m., in room 427A Waterman Building.

MEMBERS PRESENT: Chair Robert Cioffi, Vice Chair Edwin Amidon, Bill Botzow, Ian Boyce, Daniel Fogel, Christine Hertz, Donna Sweaney and Stirling Winder

ABSENT: Debbie McAneny

PERSONS ALSO PARTICIPATING: Board Chair Carl Lisman, Trustees Jeanette White and Claire Ayer, Vice President for Legal Affairs and General Counsel Francine Bazluke and Vice President for Finance and Administration Michael Gower.

Chair Cioffi called the meeting to order at 1:55 p.m.

Approval of Minutes

A motion was made, seconded, and voted to approve the minutes from the April 10, 2007 meeting as presented.

For the benefit of new members, Chair Cioffi began the meeting by explaining the creation of this Committee and provided a summary of the work the Committee has completed since its first meeting in November 2005, including the outcome of the committee restructuring last November.

Mega-Committee Task Elaboration

Committee members and other participants engaged in active discussion of the memorandum offered by President Fogel and Vice President Gower, which is intended to clarify the distinction between the work of the Educational Policy and Institutional Resources (EPIR) and Budget, Finance and Investment (BFI) Committees with respect to the capital projects review process and the sequencing of project approval.

Vice President Gower reviewed the two-step process which would bring projects before the EPIR Committee to study feasibility study conclusions including the program, scope, conceptual plans and designs, site selection, schedule and budget estimates including benchmark data. This first step will provide the initial discussion of why the project is currently an institutional high priority.
If EPIR endorses the specific project and its timing, the Committee would recommend a resolution approving to move into the schematic design phase and request a funding plan review for the agenda of the next BFI Committee meeting (second step in the process).

The second step in the process would occur at a subsequent Board meeting. The BFI Committee would be asked to consider a funding resolution based on the development of a schematic design and associated cost estimate. If BFI endorses the specific project, the Committee would recommend a resolution approving the funding plan to the full Board for final phases of design and subsequent construction.

President Fogel shared that the administration is developing a criteria matrix which will show the Board in a transparent way the criteria, order, and rank of capital projects tied to a timeline. He stressed that the matrix is a communication tool, and not a machine, that will create the priorities.

Subject to discussion of the elaboration by the full Board and any additional refinement by the administration, the document will be placed in the Board Manual to accompany existing charge statements. Board Chair Lisman suggested that any adjustments of Committee charges await completion of a pilot period of continuing experience with the new Committee structure.

Emeriti Program for Former Trustees

Chair Cioffi referred the Committee to attachments 5 and 6 which provided members with a preliminary scan of trustee emeriti approaches used by other institutions. The Committee also revisited key features of the Cornell Council, initially designed to maintain an expanded alumni fundraising and development capacity, which now is a more broad-based endeavor including persons in addition to alumni, and is not principally focused on engagement of retired trustees.

Board Chair Lisman reminded the Committee that it is his desire to reach out and re-engage former trustees, a group he views as an unused asset with a wealth of institutional knowledge who could provide guidance and share expertise from their experiences.

Committee members and other participants discussed issues including rationales for a program, effective means of engaging former trustees, and the resource demands of various approaches including staffing. The Committee agreed that the Cornell Council serves a different purpose and is not a suitable model for the University to consider at this time.

The Committee considered the following questions:

1. Should former trustees be elected to emeritus status or automatically appointed upon retirement?
2. Should the number of years of service be evaluated considering the complexity of the work of the University?
3. Should former trustees receive meeting materials and be invited to attend meetings? (no voting rights)
4. Should speaking opportunities be offered?
5. What types of communications can former trustees receive to keep them apprised of what’s happening at the University?
6. What level of engagement is appropriate?

Committee Chair Cioffi ultimately indicated that he will appoint a work group, which may include former trustees, to continue study of these issues and to offer a recommendation to the Committee. In the interim, Board Chair Lisman reminded the Committee that former trustees will receive an invitation to an event in conjunction with the September Board meeting to be held at the Davis Center.

**Board Retreat (June 2008)**

Committee liaison Bazlute noted that June 2008 retreat plans are summarized in the April 10, 2007, Committee minutes, and that identification of a possible facilitator, as well as sites, was in process.

**Other Business**

Committee Chair Cioffi noted that several Committee initiatives were being noticed to the Board at this meeting for implementation, including the Trustee Self-Assessment instrument, the Education Modules survey, and the policy on presidential performance review (with compensation guidelines). Board Chair Lisman also indicated that he will be conducting exit interviews of the most recently retired trustees.

**Adjournment**

There being no further business, the meeting adjourned at 3:05 p.m.

Respectfully submitted,

Robert Cioffi, Chair