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 Monday, August 11, 2008 at 1:30 p.m., via conference call, in room 351 Waterman Building.

MEMBERS PRESENT: Vice Chair Edwin Amidon*, Bill Botzow*, Jason DePatie*, John Snow and Donna Sweaney*

ABSENT: Chair Robert Cioffi, Bill Ruprecht, and ex officio Board Chair Ian Boyce and President Daniel Fogel

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs and General Counsel Francine Bazluke and Trustee Coordinator Corinne Thompson

TRUSTEES ALSO PRESENT: None

Vice Chair Amidon called the meeting to order at 1:30 p.m.

Approval of Minutes

A motion was made, seconded and voted to approve the minutes from the April 18, 2008 meeting as presented.

Review of Revised Statement of Trustees Responsibilities

Vice Chair Amidon presented proposed amendments to the Statement of Trustees Responsibilities and offered an opportunity for comments (see attached). Discussion followed and members agreed to keep the fourth paragraph as originally written, to strike the first sentence of the proposed fifth paragraph, and to amend to further clarify the second sentence of the fifth paragraph. Vice President Bazluke agreed to incorporate the suggestions and redistribute the revised document to Committee members for review and comment. A motion was made, seconded and it was voted to recommend the Statement of Trustees Responsibilities to the Board for approval in September conditional upon a favorable outcome following the revised draft review process just described.

Review of Committee Charge

Discussion of the Committee’s charge was deferred due to the unavailability of the Committee Chair. Trustee John Snow reminded the Committee that one question that prompted placement of this issue on the agenda was whether the Committee charge should include an oversight role with regard to University, in addition to Board, governance. This topic will appear on the next meeting agenda.
Committee member Jason DePatie inquired about the role of the Committee when it serves as the Nominating Committee. Vice Chair Amidon responded that the Committee follows the Board of Trustees’ Nominations Committee Operational Guidelines developed to assist in the nominations process for Board and University Officer Appointments. The guidelines appear in the on-line Board Policy manual at: http://www.uvm.edu/trustees/policymanual/III%202%20Nominating%20Committee%20Guidelines%20fin_dec07.pdf

Discussion of Interim Chair Status

Vice Chair Amidon reminded members that, at the last Board meeting, a Trustee expressed concern regarding the challenge the Board faces during the interlude between expiration of the term of the Trustee who is serving as Chair and Board election of a new Chair at its May meeting. Following discussion, Vice Chair Amidon appointed a work group comprised of Bill Botzow, John Snow, and Jason DePatie to identify optimal solutions regarding the timing for election of Board Chair and next to consider implementation options. The Committee recognized that any change in the timing of the election of the Chair would require legislative action as the process is dictated by the University Charter. Vice President Bazluk will assist the work group with its work.

SRI Workgroup – Standing vs. Ad Hoc

Trustee John Snow, who serves as leader of the Socially Responsible Investing Work Group, offered a brief overview of the composition of the work group. The work group includes Trustees (appointed by the Chair of the Budget, Finance & Investment Committee), faculty, staff and students (recommendations are sought by the administrative liaison from each governance group leader); the Vice President for Finance & Administration serves ex officio as administrative liaison to the work group. The work group replaced the former Committee on Socially Responsible Investing, which dissolved under the Board Committees’ restructuring in 2006.

Trustee Snow then shared recommendations that he believes would strengthen the process: that 1) the Work Group be a ‘standing’ rather than ad hoc workgroup; 2) members be appointed for 2-year (renewable) terms; 3) meetings would be routinely scheduled during the academic year; and 4) the work group report to the Investment Subcommittee, which in turn would make recommendations to the Budget, Finance & Investment Committee (BFI) en route to the full Board for consideration.

Subject to review of the mega-Committee charges, Committee members agreed with the proposed recommendations. The administration will present a proposed process for implementing the recommendations at the next meeting.

Status Updates

June Retreat Follow-up

Vice President Bazluk reported that Board Chair Ian Boyce is in the process of implementing follow-up actions to the retreat recommendations, and that Trustees will receive progress reports from him in due course.
Emeriti Trustees

Trustee Coordinator Corinne Thompson reported that emeriti trustees will be invited to attend the September Board meeting, and that they will be especially encouraged to attend the education modules on Friday morning before joining trustees for lunch.

March & May Meeting Assessments

Vice Chair Amidon remarked that the completion rate of meeting assessments was declining. Ms. Thompson responded that on-line assessment forms will be available for completion following the September meeting.

Trustee Exit Interviews

Due to the unavailability of the Committee Chair, this topic was deferred until the next meeting.

Other Business

Vice President Bazlule and Ms. Thompson explained the cyclical review process instituted of all Board-approved policies. They advised that the Board Coordinator’s office will notify the relevant Committee Chair and administrative liaison when a policy is up for review.

Adjournment

There being no further business, the meeting adjourned at 2:30 p.m.

Respectfully submitted,

Edwin Amidon, Jr., Vice Chair
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE
BOARD OF TRUSTEES

STATEMENT OF TRUSTEE RESPONSIBILITIES

Trusteeship is exciting, rewarding, and demanding; it requires commitment, time, intellectual energy, and effort. Major responsibilities include but are not limited to the following:

**Standard of Care**

A Trustee shall at all times discharge his or her duties as a Trustee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Trustee reasonably believes to be in the best interests of the University.

**Diligence**

A Trustee shall carefully prepare for, and regularly attend, all scheduled Board meetings and the meetings of Committees to which he or she is assigned.

A Trustee should allocate the necessary commitment of time to be effective in meetings and participate actively in the group discussion.

A Trustee shall exercise his or her best judgment in making decisions which affect the course of the University.

A Trustee is expected to become knowledgeable in all aspects of the University including its governance, mission, strategic plans, and programs. In addition, in order to increase understanding of the University, its culture and community, a Trustee is encouraged to participate in the life of the University through attendance at its functions and social events.

A Trustee must be committed to the principles of equal opportunity and non-discrimination to all students, faculty and staff as well as to the University policy statement on diversity.
Loyalty

A Trustee may challenge the judgment of others when he or she deems it necessary to do so, and shall vote his or her individual convictions after listening to others. A Trustee must, however, be willing to work with fellow Board members in the best interests of the University and should support Board decisions publicly.

A Trustee shall maintain the confidential nature of Executive Session.

A Trustee shall support the President’s role as chief executive, to whom the Board has delegated responsibility for personnel, management and administrative matters. Furthermore, a Trustee shall communicate promptly and as appropriate any significant concern or complaint of which he or she becomes aware to the President or Board Chair.

A Trustee shall recognize that the President is the spokesperson for the University and the Chair is the spokesperson for the Board unless otherwise designated.

A Trustee shall recognize that the President is the primary spokesperson for the University, the Chair is the primary spokesperson for the Board, and that authority resides only with the Board as a whole and not in its individual members. A Trustee shall engage in communications with University personnel, students, the citizenry, and the media on that basis, mindful of the duty of loyalty.

A Trustee shall support the University’s fundraising activities through participation in fund drives according to their personal circumstances, and/or related activities.

A Trustee should have an abiding interest in higher education and in furtherance of the mission of this University.

Conflicts Avoidance

The constituency of each Trustee is the University, regardless of the source of appointment. A Trustee shall act independently for the benefit of the University of Vermont as a whole and not for the benefit of a particular program or interest.

A Trustee shall comply with the letter and spirit of the University Board of Trustees’ Conflict of Interest Policy.

Adopted by the Board of Trustees: May 20, 2006; Revised:

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