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 Friday, February 15, 2008 at 2:00 p.m., via conference call, in room 351 Waterman Building.

MEMBERS PRESENT: Chair Robert Cioffi*, Vice Chair Edwin Amidon, Bill Botzow*, Ian Boyce*, Daniel Fogel, Debbie McAneney* and Donna Sweaney*

ABSENT: Stirling Winder

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

TRUSTEES ALSO PRESENT: Frank Cioffi and Robert Young*

*via conference call

Chair Cioffi called the meeting to order at 2:08 p.m.

Approval of Minutes

A motion was made, seconded and voted to approve the minutes from the January 14 and January 21, 2008 meetings as presented.

Review Annual & Comprehensive Presidential Assessment Processes

Committee members, joined by several members of the ad hoc presidential five-year review committee and President Fogel, engaged in extended discussion of the comprehensive assessment process. The consensus is that the process well-served its objectives; however, members noted how critical it is to have a highly qualified consultant conducting and synthesizing the interviews. Members discussed aspects of the annual presidential performance review process including the timing for both processes, the benefits of recent enlargement of the annual review committee and review criteria.

Trustee Frank Cioffi suggested that perhaps the annual review process could be improved by using the recently completed 5-year comprehensive review process as a model.

President Fogel expressed the annual review as being very helpful in setting precedence for his own improvement and also noted that the review process has improved the communication between the Board and himself.
Trustee Debbie McAneney suggested that the reviews could be finalized within different time frames of any given year they are both required. She further suggested that the role of the review committees and the Board and the process for each review should be clarified and transparent.

Chair Cioffi and General Counsel Fran Bazluke agreed to prepare a document memorializing the processes taking into consideration the committee’s recommendations.

**Capital Projects – Committee Review Process and Tools**

The Committee endorsed the recent clarifications to the Capitol Projects review process and recommended the process be conveyed to the necessary Committees, the Board and the administration for immediate implementation and incorporated into orientation for new members.

**Review of Frequency of Meetings**

The Committee agreed that the current meeting schedule, of four meetings annually with alternate year retreats, is adequate. Members suggested refinements to the actual days of the week the meetings occur. The staff will propose alternate scheduling options for the Committee’s review to include a Thursday/Friday and Friday/Saturday format.

**Review of Trustee Expense Reimbursement Guidelines**

The Committee found the new guidelines for Trustee Expense Reimbursement to be very useful and referred the guidelines to the Audit Committee, en route to the Board, with a recommended minor revision to overnight accommodations.

**Public Comment Protocol Follow-Up**

Following discussion around feedback received after the last meeting, the Committee agreed that the current protocol is appropriate and that an important component is discretion vested in the Chair. A suggestion was made to move the public comment opportunity to Friday and staff was asked to consider this option when preparing alternate scheduling proposals.

**Status Updates**

**Draft Retreat Program**

Chair Cioffi provided an update to the progress in developing the agenda for the June Retreat. A survey will be distributed to Trustees this spring and responses submitted anonymously.

**November Meeting Assessments**

Chair Cioffi acknowledged the meeting assessment process has been very helpful in improving the Board meetings’ effectiveness. A recommendation was made to encourage the participation of more Trustees in completing the assessments.
Protocol for Trustee Exit Interviews

There was consensus that the Board Chair or the Governance Committee Chair should conduct all trustee exit interviews.

Trustee Education Modules

To allow for adequate implementation of new guidelines for module program planners, the first module ("The Board’s Role in Development") will be offered to Trustees in May. A Trustee noted the modules should emphasize education and not rely heavily on reporting.

Revised Benchmarking Against AGB Statement on Board Accountability

Committee members were advised that responsibility for action is now assigned in the benchmarking chart earlier submitted for Committee review.

Other Business

Chair Cioffi reported that he had received a request to consider extending the duration of the Board retreat scheduled on June 19-20, 2008. He and Committee Liaison Bazluke will revisit the retreat agenda and look into the availability of the facility beyond the current reservation.

Adjournment

There being no further business, the meeting adjourned at 3:54 p.m.

Respectfully submitted,

Robert Cioffi, Chair