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, April 26, 2010 at 2:00 p.m., via conference call, in room 345 Waterman Building.

MEMBERS PRESENT: Chair Frank Cioffi*, Vice Chair Donna Sweaney*, President Daniel Fogel*, and Adam Roof

ABSENT: Carolyn Branagan, Bill Ruprecht and Jeanette White

OTHER TRUSTEES PARTICIPATING: Board Chair Robert Cioffi*

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs and General Counsel Francine Bazluke and Vice President for Federal, State and Community Relations Karen Meyer* via conference call

Chair Frank Cioffi called the meeting to order at 2:04 p.m.

Approval of Minutes

A motion was made, seconded and voted to approve the minutes from the December 15, 2009 meeting as presented.

Committee Orientation

Vice President Bazluke reminded the Committee that orientation materials were forwarded to members via Board Coordinator Corinne Thompson. She suggested that it would be helpful for members to review and become familiar with the current Committee work plan, as well as looking through past plans. She also summarized the major responsibilities of the Committee such as assess and make recommendations regarding committee structure, analyze the effectiveness of meetings, be involved with retreat planning, offer recommendations regarding new Trustee orientation, and serve as the nominating committee, amongst others outlined in the Committee charge.

2010 Board Retreat Planning

Board Chair Robert Cioffi reminded the Committee that the 2010 retreat date has been rescheduled for September 10-11 at the Equinox Resort in Manchester, Vermont. The agenda format is anticipated to remain as outlined in a memo he sent electronically to the Board in a March 23 e-mail. The focus of the retreat will be to discuss the long-range mission and vision of the University and the Board-level strategies required to achieve it effectively.
The following broad categories have been identified for discussion: undergraduate/graduate education, academics, research, financial and physical planning, student and campus life, state and federal relations, and development. The goal is to have corresponding Vice Presidents provide white papers addressing each topic, to be distributed in advance of retreat. The first day of the retreat will be structured so that pre-selected Trustees will lead discussions for each white paper topic. The second day of the retreat will be dedicated to discussion of the upcoming campaign.

Trustee Donna Sweaney inquired if there would be time allotted for discussion of the role of legislative Trustees. She expressed that there have been several Trustees whom would like to better understand the relationship between the University and the State. The Committee agreed that this topic is significantly important and Board Chair Cioffi suggested that he and President Fogel would work on revising the agenda and share their suggestions with the Committee.

Committee Structure Assessment Work Group Recommendations

Vice President Bazluke reported that Committee Structure Assessment Work Group has examined the committee structure assessment surveys and developed recommendations for the full Committee. The Work Group concluded that, on balance, survey respondents view favorably the current Committee structure and find the Committee charges reasonably clear and well-aligned with the fiduciary responsibilities of the Board. The adjustments suggested related to Committee operations, rather than Committee structure. The Work Group recommends the following specific initiatives:

- Intensify the use of Committee workplans, ensuring that plans are aligned with the Committee charge and address fiduciary matters; also, monitor and assess Committee work outcomes.
- Consider the role of the Board in institutional strategic planning and how its role might be initially allocated to Committees en route to full Board deliberations and action.
- Review, and revise if necessary, the capital projects rating system.
- Improve leadership development at the Committee and Board level.
- Re-examine and adjust the process for identifying Commencement speakers.
- Identify ways in which the interface between the mega-Committees can be enhanced.
- Maximize opportunities for Committee and Board discussion of major substantive issues; also, minimize Committee and Board attention to pro forma matters.
- Study and clarify the role of the Executive Committee in relation to the reserved rights of the Board.
- Convey to prospective Trustees the nature and extent of workload expectations (e.g., number of Committee and similar assignments) in view of the data the Office of the Board Coordinator has generated.
- Provide the Board Chair with greater latitude in making Committee assignments so that interest and experience are given more weight than the source of Trustee appointments. Encourage, through training and education -- but also “mindset” -- Trustees to view Committee assignments as a learning experience as well as a venue in which to share their existing expertise.
- Consider establishing two new endeavors:
(1) A new EPIR subcommittee addressing “Quality”, which focuses on student outcomes and research outcomes; and
(2) A new joint EPIR-BFI Committee on institutional “Vitality”, which would monitor both financial status and programmatic quality indicators; this Committee could also be the primary benchmark reviewing body and the venue for a first look at changes to the institutional strategic plan.

In reference to the AGB article *An Immodest Proposal: Change Your Board* (Attachment 3), Trustee Adam Roof asked if the Work Group considered recommending a Service Committee as described in the article. Vice President Bazlukre replied that such a Committee would potentially involve the Board in areas of management and operations, which fall under the purview of the administration and are not aligned with the Board’s delegated rights and responsibilities.

A suggestion was made that the “Vitality” Committee might be a proper venue to review and monitor institutional benchmarks.

A question was also raised as to whether the Strategic Capital Plan could fall under the purview of one of the two suggested committees. President Fogel provided historical perspective as to why the plan was designed for full Board review, stating that it was an attempt to make administrative priorities more transparent. If it were to be reported to one of the newly suggested committees, he suggested it would likely fall under the purview of the “Vitality” Committee.

**Trustee Exit Interviews Status Update**

Chair Frank Cioffi indicated that this agenda item will need to be deferred until the next meeting as the exit interviews are still in progress.

**Other Business**

Vice President Bazlukre reported a decline in meeting assessment participation. Assessments are currently e-mailed in electronic form the day after each standing committee meeting. Several alternative assessment methods were discussed and the Committee agreed it would continue to find ways to improve the response rate. Board Chair Cioffi stated that the current method will be used for the May meeting, and he will ask all Chairs to emphasize the importance and value of Trustees completing assessments.

**Adjournment**

There being no further business, the meeting adjourned at 2:41 p.m.

Respectfully submitted,

Frank Cioffi, Chair