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, December 12, 2011 at 2:30 p.m., in room 351 Waterman Building.

MEMBERS PRESENT: Chair Frank Cioffi, John Hilton*, Joan Lenes*, and Bill Ruprecht*

ABSENT: Interim President John Bramley, ex-officio, Vice Chair Jeanette White and Brian Sozansky

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Executive Operations Gary Derr, Board Coordinator Corinne Thompson and Assistant Board Coordinator Erin St. John

OTHER TRUSTEE PARTICIPANTS: Board Chair Robert Cioffi (partial meeting)

*via conference call

Chair Frank Cioffi called the meeting to order at 2:50 p.m.

Approval of Minutes

A motion was made, seconded and voted to approve the minutes from the November 15, 2011 meeting as presented.

Review of Conflicts Disclosure From

Chair Cioffi invited Vice President Bazluke to review the proposed changes to the Trustee Conflicts Disclosure Form. Vice President Bazluke reminded members that the Committee reviewed a proposed amendment to the Conflicts Disclosure Form at its last meeting intended to eliminate confusion regarding the definition of ‘immediate family members’ included in the footnote on page one. As part of that review a question was raised regarding the current $1,000 financial disclosure threshold and the Committee requested research on university board practices. She called to attention attachment 2 in the meeting materials which offered a summary of highlights from the research she conducted. She noted that the research primarily covered the responsibilities of trustees serving public universities and systems, but also included samples of private university disclosure requirements. The research yielded the following findings:

- Many, if not most, public institutions are subject to a state ethics code, which either serves as the institutional policy or creates standards for a policy. UVM is not subject to such a statute, nor does the Vermont State Colleges policy reference any state law.
- There is no prevailing practice with respect to inclusion versus omission of specific thresholds.
- Of the policies that contain specific threshold, $10,000 appears to be most common.
Following Committee discussion, it was decided to bring the amended Conflicts Disclosure Form (attachment 3 in the meeting materials) to the Board in February for approval of the proposed amendment clarifying the footnote on page one regarding the definition of ‘immediate family members”, and to seek Board input regarding the current $1,000 financial disclosure threshold.

Review of Proposed Amendments to Public Comment Protocol

Chair Cioffi invited Vice President Derr to review the proposed amendments to the Public Comment Protocol. Vice President Derr reported that, in response to feedback provided following the October Board meeting and discussions at the last Committee meeting that the Public Comment Protocol was reviewed and revised. Because the formal comment period occurs at full Board meetings and these meetings mostly occur on Saturday, it is recommended that, any time the full Board meets, a time for formal public comment as defined in the protocol be allowed. Additional amendments intended to clarify the process for submitting public comment requests are also offered.

In response to comments regarding access to Board meetings and communications to Trustees, operational procedures were drafted outlining the following:

- how agendas are prepared for Board and Committee meetings and where to direct questions
- how meetings are publicly noticed and how to access board meeting materials
- clarifying the process by which members of the public may express opinions on matters under consideration by the Board during Committee meetings, and the opportunity to address the Board on any topic relevant to the University during the established public comment period at full Board meetings
- opportunities for individuals, groups, and organizations to communicate with the Board Chair or Trustees and guidelines for the distribution of invitations to trustee events

Vice President Derr briefly reviewed the process by which communications to trustees (either written or submitted electronically via the trustees@uvm.edu e-mail account) are managed by the Office of Board Coordinator. Upon receipt, communications are shared with the Board Chair. It is the practice of the Board Chair to manage communications in one of the following ways:

(a) respond directly to inquiries as to which a response from the Chair is appropriate;
(b) refer the communication to the President or an appropriate Vice President for response;
(c) take under advisement a communication that does not require a response.

The Chair exercises discretion whether to forward a communication and/or response to the Board as a whole and/or to administrators. It is proposed that, moving forward Trustees receive a monthly digest of all correspondence submitted through the Office of the Board Coordinator.

Vice President Derr concluded by noting that, pending Committee endorsement of the proposed amendments to the Public Comment Protocol, the protocol would be recommended for approval by the Executive Committee next month. Pending Committee feedback regarding the operating
procedures, they would go into effect immediately and the trustees’ website updated to include this information.

Following a brief discussion the Committee expressed consensus for posting the operating procedures on the trustees’ website and agreed that the monthly digest of communications would be helpful. Additionally, a motion was made, seconded, and it was voted to approve the proposed amendments to the Public Comment Protocol for approval by the Executive Committee (see protocol appended to the minutes).

**Other Business - Board Officer Nominations**

Chair Cioffi presented the following slate of candidates for Board and University officers:

- **Chair:** Robert Cioffi
- **Vice Chair:** Harry Chen
- **Secretary:** Donna Sweaney
- **Assistant Secretary to the Board:** Francine Bazluke
- **Provost and Senior Vice President:** Jane Knodell
- **Treasurer:** Richard Cate

A motion was made, seconded and the Committee voted unanimously to approve the slate of candidates as proposed.

The proposed slate for Vice Chair and Secretary and University officers will be recommended to the Board for approval at the February 4, 2012 meeting. The election of Chair will occur at a special meeting to be held on March 12, 2012 after the election of new trustees.

**Adjournment**

There being no further business, the meeting adjourned at 3:07 p.m.

Respectfully submitted,

Frank Cioffi, Chair
Preface

The University of Vermont is a distinguished institution with a proud history, based on a strong intellectual community and a concern for the quality of life in the communities that it serves. Its aspirations reflect its values, which include a commitment to rigorous intellectual inquiry and critical thinking, and a willingness to address difficult societal issues with honesty, civility, and practicality. This University community values respect, integrity, innovation, openness, justice, and responsibility and promotes the intellectual capacity to engage in ethical decision making.

Under the University Charter, the Board of Trustees (“the Board”) has ultimate responsibility for the entire management and control of the affairs and property of the institution “and all things relating thereto”. In keeping with its fiduciary role, and of necessity, it delegates responsibility for institutional management and operations to the President and the administration, while retaining responsibility for approval of strategic plans and other major institutional commitments, whether of a policy or financial nature.

With these allocations of authority in mind, the Board will, as explained below, provide members of the public with a reasonable opportunity to express opinions on matters it considers during meetings as long as order is maintained.

Preparation of Meeting Agendas

Under the University Bylaws, the President prepares the agenda for Board meetings in consultation with the Chair of the Board. The agendas of the Committees of the Board are set by the Committee Chairs in consultation with the Board Chair and with Vice Presidential liaisons to the respective Committees.

Agendas must be publicly noticed in advance of meetings, and finalization of agendas therefore must occur reasonably before the dates on which meetings are scheduled. The dates of Board and Committee meetings and Committee agendas are posted on the Board webpage (http://www.uvm.edu/~trustees) once established.
Individuals, groups, and organizations are at all times welcome to send letters or other written communications to the Board Chair, Trustees, and/or the President regarding matters pending before the Board. Correspondence to the Chair and Trustees may be directed to the attention of the Assistant Secretary of the Board, c/o Office of the General Counsel, 357 Waterman Building, Burlington, VT, 05405 (802-656-8585). Communications to the President should be directed to the attention of Corinne Thompson, Office of the President, 349 Waterman Building, Burlington, VT, 05405 (802-656-3186).

1. Public Comment During Board or Committee Meetings

During open sessions of the Board or its Committees, members of the public will be given a reasonable opportunity to express opinions on matters under consideration by the body during the meeting, as long as order is maintained. Public comment shall be subject to reasonable rules established by the Board or Committee chairperson.

2. Additional Opportunity for Public Comment at Full Board Meetings

In the discretion of the Board Chair, additional time not to exceed fifteen (15) minutes may be allocated during a at the beginning of each regularly scheduled Full Board meeting (customary held Saturday morning) meeting of the Board for brief oral presentations from members of the University community or the public who wish to express views on issues germane to the Board. Comment opportunities shall be administered as explained below.

(1) Requests to address the Board must be made in writing through the Assistant Secretary of the Board Board Coordinator’s Office no sooner than two weeks before and at least forty-eight (48) hours prior to a scheduled meeting of the Board (based on calendar days) by submitting the Public Comment Protocol Form to trustees@uvm.edu. The Office of the Board Coordinator will issue a communication acknowledging receipt of requests and confirm logistical details for the public comment period.

(2) Speakers may submit to the Assistant Secretary of the Board Board Coordinator written information to be distributed to the Board. In such event, the speaker is responsible for bringing an adequate number of copies for distribution (a minimum of thirty copies).

(3) At the commencement of remarks, each speaker shall identify him or herself; any relevant title; the group or organization, if any, for which he or she serves as spokesperson; any personal or business interest in the subject matter as to which comment will be made; and the topic to be
addressed. The Board Chair will recognize each speaker consecutively, maintain order, and require adherence to a three-minute maximum time limit allotted to each speaker. The Chair retains discretion to decline a request to comment if an individual, group, or organization has previously appeared before the Board regarding the same matter. Individuals signed up for public comment who are unable to attend on the day of the meeting may not send substitutes.

(4) No action shall or may be taken by the Board at public comment sessions. In his or her discretion, the Board Chair may refer a matter raised during public comment for subsequent response by the President, the President’s designee, or an appropriate Board Committee. The Board Chair may also request or permit comment by members of the administration.

(5) To ensure that the scheduled business of the Board is conducted in a timely manner pursuant to the published agenda, the time allotted to the comment session will not be enlarged by the Board Chair absent extenuating circumstances, to be determined in his/her sole discretion. Persons whose comments were not heard due to time constraints are encouraged to communicate in writing with Trustees, the President, or appropriate Vice Presidents. Communications may be submitted to the Office of Board Coordinator for routing purposes at trustees@uvm.edu

(6) Failure to adhere to these guidelines may result in the suspension of privileges to address the Board at future meetings.

Approved by the Board of Trustees: September 9, 2006.
Amended by the Board Governance Committee: November 16, 2009
Approved as revised by the Board of Trustees: February 6, 2010
Amended by the Board Governance Committee: December 12, 2011

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