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, 2016 at 2:30 p.m., in room 351 Waterman Building.

MEMBERS PRESENT: Chair Frank Cioffi, Vice Chair Ron Lumbra*, David Brandt, Carolyn Dwyer*, Joan Lenes, Donna Sweaney*, Lisa Ventriss* and President Thomas Sullivan, ex-officio

ABSENT: Robert Brennan

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Executive Operations Gary Derr, Chief of Staff and Senior Counsel to the President Sharon Reich Paulsen and Trustee Coordinator Corinne Thompson

*via conference call

Chair Frank Cioffi called the meeting to order at 2:35 p.m.

Approval of Minutes

Chair Cioffi presented the minutes from the November 11, 2016 meeting for approval. A motion was made, seconded, and it was voted to approve the minutes as presented.

Review of Presidential Performance Review Policy

Chair Cioffi noted that, at the Board Chair’s recommendation, the Committee is being asked to review the policy in advance of the comprehensive presidential review to be initiated in February. He reviewed the proposed amendments outlined in attachment 2 of the meeting materials noting that Chair Daigle has discussed the changes with the President and others. An opportunity for discussion was offered.

Vice President Bazluke reported that she and staff revisited notes from the previous comprehensive review process and that some of the changes reflect recommendations coming out of the experience garnered from that process.

There being no further discussion, the Chair entertained a motion to endorse the proposed amendments to the Presidential Performance Review Policy, appearing as appendix A to this document. The motion was seconded and the Committee unanimously approved endorsing the amendments for referral to the Board for approval at the February 4, 2017 meeting.
Executive Session

At 2:39 p.m., the Chair entertained a motion to enter executive session to discuss the appointment or evaluation of a public officer. All in attendance were invited to remain.

The meeting was re-opened to the public at 2:46 p.m.

Board and University Officer Nominations

Chair Cioffi thanked Committee members for their outreach to individual Trustees to solicit nominations and presented the following slate of candidates for Board and University officers:

Chair:    David Daigle
Vice Chair: Ron Lumbra
Secretary: Donna Sweaney

Assistant Secretary to the Board: Francine Bazluke
Provost and Senior Vice President: David Rosowsky
Treasurer:          Richard Cate

A motion was made, seconded and the Committee unanimously approved the slate of candidates as presented. Trustee Ron Lumbra recused from the vote on the positon of Vice Chair and Trustee Donna Sweaney recused from the vote on the position of Secretary.

Chair Cioffi outlined the next steps in the process. The proposed slate for Vice Chair and Secretary and University Officers will be recommended to the Board for approval at the February 4, 2017, meeting. The election of Chair will occur at a special meeting to be held on March 6, 2017 after the election of new trustees. A memo from the Committee Chair to Trustees announcing the slate of candidates and timeline for Board action will be issued this week.

Adjournment

There being no further business, the meeting was adjourned at 2:49 p.m.

Respectfully submitted,

Frank Cioffi, Chair
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE
BOARD OF TRUSTEES

PRESIDENTIAL PERFORMANCE REVIEW POLICY

Policy

It shall be the policy of the Board of Trustees to review the performance of the President annually. In addition, the Board shall customarily conduct a comprehensive presidential performance review within a minimum of a period of a minimum of three years and maximum of a five-year time period.

The purpose of the annual review is to enable the President to strengthen his or her own performance, to allow the President and the Board to reset mutually agreeable goals, and to inform annual decisions on compensation adjustments and other terms of presidential employment.

The purpose of the comprehensive review is to examine the effectiveness of the relationship between the President and the Board in the discharge of their respective and collective governance responsibilities; to obtain feedback from key constituents on the progress of the President and the Board in achieving institutional priorities; to reaffirm the partnership between the President and the Board; and, as requested by the Board and the President, to consider consultant recommendations for improving both presidential and Board performance.

The review processes are not intended as a substitute for regular, ongoing communication about progress toward goals between the President and the Board.

The Board shall periodically review and, as necessary or desirable, revise this policy and its associated procedures in light of experience gained, best practices, and legal developments as applicable.

Procedures

Annual review

Criteria and Scope
The annual review will cover the preceding year. The criteria for evaluation and information responsive to those criteria will be based principally on the President’s self-assessment with respect to goals mutually set by the Board Chair and the President, in consultation with the Board, for the year in review. The review will encompass input from Trustees, solicited in the manner described below, and such additional information as the Board Annual Review Subcommittee may request of the President to assist in its assessment of progress toward the mutually established goals.

President’s Self-Assessment

The retrospective elements of the President’s self-assessment will customarily include:

- A copy of the mutually-agreed upon goals, with a description of efforts to meet them and the President’s progress assessment.
- A description of other personal or institutional achievements of which the Annual Review Subcommittee should, or might, be informed by the President as aspects of performance or accomplishment.
- Identification of significant institutional or personal challenges the President faced over the course of the review year that affected progress toward goals, with particular focus on those that are likely to persist into the upcoming year or beyond.
- Presidential self-assessment of relationships with the Board, key governance and constituency group leaders, or other significant stakeholders.
- Key areas in which the Board has been especially supportive.

The prospective elements of the President’s self-assessment will customarily include:

- Goals the President proposes for him/herself and the institution over the course of the (1) upcoming year, and (2) next five years.
- The President’s professional development plans and any associated requests of the Board.
- The President’s assessment of the University’s principal current opportunities and challenges.
- Key areas in which the President would especially benefit from Board support.

The Annual Review Subcommittee

The Board Chair will appoint an ad hoc Annual Review Subcommittee from the membership of the Executive Committee ordinarily to be comprised of no fewer than five members. The Chair may, in his/her discretion, serve as a member of the Subcommittee. If the Chair serves
on the Subcommittee, s/he will serve *ex officio* as chair of the Subcommittee; if the Chair declines to serve on the Subcommittee, s/he will appoint a chair.

The review process, including consultation undertaken by the Annual Review Subcommittee or its members with the President and Trustees, and Subcommittee deliberations, shall be confidential. Following consideration by the Subcommittee of the President’s self-assessment and input solicited from other Trustees (including the Board Chair if s/he is not a member of the Subcommittee), the Subcommittee will first advise the Executive Committee (in an Executive Session from which the President will be excused) of the status of its review. Subsequent to the Executive Committee meeting, the Chair will, in an Executive Session from which the President will be excused, convey to the full Board the results of the review and provide adequate opportunity for Board discussion and deliberations regarding the findings. Promptly thereafter, the Board Chair will meet with the President to discuss the results of the review. A significant portion of the latter meeting shall include articulation of performance goals for the upcoming year.

The annual review process will generally be initiated in the spring and completed by the September Executive Committee meeting.

*Setting of goals*

Subsequent to the completion of the annual review process described above, the Board Chair will, in consultation with the President, establish and memorialize in writing performance goals for the upcoming year. In addition, the Chair will convey to the President any recommendations, concerns, or priorities arising out of the review process and the Board’s discussion of review outcomes. The Board shall promptly approve or ratify the goals established by the Chair and President for the upcoming year.

*Setting of Compensation and other Terms of Employment*

In conjunction with its review process, the Subcommittee will make a recommendation to the Board Chair regarding any component of an annual salary adjustment based on merit. Compensation and other terms of employment will otherwise be set pursuant to guidelines adopted by the Board, provided that the annual compensation review process shall occur subsequent to completion of the annual performance review.

*Comprehensive Review*

At approximately five-year intervals, the Board Chair will, on behalf of the Board, initiate a comprehensive review process.

*Criteria and Scope*
The comprehensive review, which ordinarily will be initiated in September, initiated at the direction of the Board Chair, will cover the first five-year period of a presidency or the interval since the last comprehensive review. The criteria for evaluation and information responsive to those criteria will be based on the President’s self-assessment of progress toward goals mutually set by the Board and the President, including those articulated in the institutional strategic plan; all previous reviews, including annual reviews; and qualitative interview data elicited from Trustees, leaders of governance groups, senior administrators, and significant constituencies and stakeholders with direct and substantial knowledge and experience with the President and the University, regarding progress toward established institutional goals and the effectiveness of relationships necessary to sound institutional governance and interactions with external stakeholders and partners.

The Review Committee

The Board Chair will appoint an ad hoc Comprehensive Review Committee from the membership of the Board to be comprised of no fewer than five members. The Chair will serve as a member and chair of the Review Committee. In addition, the Chair may, following consultation with the Board, retain a qualified consultant to assist the Board in the review process, including creation of interview questions, conduct of interviews, and development of recommendations for enhancement of the performance effectiveness of the President and the President-Board relationship.

The Review Process

In addition to the procedures outlined above for the comprehensive review, the following procedures will apply:

- Prior to commencement of the comprehensive review process, the Chair will summarize for all Trustees in writing the steps associated with the process.

- The University community will next be informed of commencement of the review through a communication from the Board Chair and President. The purpose, scope, and procedures associated with the review will be described in the communication.

- The substance of the review process, including deliberations, shall be confidential.

- The review process will customarily be completed within approximately 6 months of its initiation.

- The results of the review, including recommendations, will be discussed and synthesized by the Review Committee, with the assistance of any consultant retained. The Chair will next review the results with the full Board in Executive Session, from which Session the President will be excused. Following provision of an adequate opportunity to deliberate regarding the review results, the process will advance to its next step. The Chair, accompanied or not in his/her discretion by the Review
Committee, will promptly meet with the President to share the result of the review. The Chair will also at that time convey to the President any recommendations or specific requests and expectations associated with the review, which will be memorialized as an amendment to the President’s annual performance goals.

• At the conclusion of the foregoing steps, the Board Chair will issue a final communication to the University community announcing completion of the review process.

Adapted from: AGB Board Basics Annual Presidential Performance Reviews (2001)
Approved by the Board of Trustees: May 18, 2007
Amended by the Board of Trustees: May 17, 2008
Ratified by the Executive Committee: June 4, 2008
Amended by the Board of Trustees: