

**THE UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE  
BOARD OF TRUSTEES**

**COMMITTEE ON BOARD GOVERNANCE**

Chair Frank Cioffi, Vice Chair Ed Pagano, Jodi Goldstein, Jennifer Ha,  
Stephanie Jerome, Kristina Pisanelli, and Marlene Tromp (*ex-officio*)

**Tuesday, December 16, 2025**

12:00 p.m. – 12:15 p.m.

President's Conference Room, 352 Waterman Building

**AGENDA**

	<b>Item</b>	<b>Enclosure/ Exemption</b>	<b>Discussion Leader</b>	<b>Time</b>
	<b>Call to Order</b>			<b>*12:00 p.m.</b>
1.	Approval of November 25, 2025 meeting minutes	Attachment 1	Frank Cioffi	12:00-12:02
2.	Nomination of board officers**	Appointment of a public officer	Frank Cioffi	12:02-12:07
3.	Approval of slate of board and university officers' for 2026		Frank Cioffi	12:07-12:10
4.	Other business		Frank Cioffi	12:10-12:15
	<b>Motion to adjourn</b>			<b>12:15 p.m.</b>

\* Times are approximate.

\*\* As necessary, the Chair will entertain a motion to enter into executive session to discuss the appointment of a public officers.

**COMMITTEE ON BOARD GOVERNANCE  
BOARD OF TRUSTEES  
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE**

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 Tuesday, November 25, 2025, at 12:00 p.m., in the President's Conference Room, 352 Waterman Building, via remote conferencing.

MEMBERS PRESENT: Chair Frank Cioffi, Vice Chair Ed Pagano, Jodi Goldstein<sup>1</sup>, Jennifer Ha, and President Marlene Tromp<sup>2</sup>, *ex-officio*

ABSENT: Stephanie Jerome and Kristina Pisanelli

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen and Trustee Coordinator Corinne Thompson<sup>2</sup>

<sup>1</sup>Joined the meeting at 12:04 p.m.

<sup>2</sup> Attended the meeting in person.

Chair Frank Cioffi called the meeting to order at 12:02 p.m.

**Approval of minutes**

Chair Cioffi presented the minutes from the December 16, 2024, meeting for approval. A motion was made, seconded, and it was voted to approve the minutes as presented.

**Board and university officers' nomination process**

Chair Cioffi reviewed the *Operational Guidelines for Nomination for Board and University Officer Appointments* included as attachment 2 in the meeting materials. He explained that the committee serves as the Nominating Committee for candidates for board officers and is charged with facilitating the nominations process. The committee's work includes identification of board officer positions as to which a vacancy will arise as a result of the expiration of a term, and initiation of a request to trustees for nomination for vacancies or re-election of incumbent officers. The President recommends candidates for university officers.

Chair Cioffi reported that he consulted with Board Chair Cindy Barnhart, Board Vice Chair Don McCree, and Board Secretary Catherine Toll and each are eligible and willing to stand for re-election.

Chair Cioffi reminded committee members that once the committee finalizes a slate of officers, the recommended slate will be shared with the Board. Then, at the February 7, 2026 Board meeting, trustees will vote on the slate of board and university officers with the exception of the office of chair. Election of the chair will occur at a special meeting of the Board in March after the election of new trustees, consistent with the University Charter.

Chair Cioffi concluded by indicating he will seek committee members' assistance in contacting trustees to advise them of the incumbents' eligibility and willingness to stand for re-election and to solicit additional nominations. Trustee Coordinator Corinne Thompson will provide committee members with trustee contact information as well as pertinent information to be communicated regarding the nominations process and timeline. The committee will reconvene next month to deliberate on a slate of officers.

### **Adjournment**

There being no further business, the meeting was adjourned at 12:10 p.m.

Respectfully submitted,

Frank Cioffi, Chair