

**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 Thursday, November 8, 2018 at 11:00 a.m., in room 351 Waterman Building.

MEMBERS PRESENT: Chair Frank Cioffi, Vice Chair Ron Lumbra*, Carolyn Dwyer*, Caitlin McHugh, Donna Sweaney*, and President Thomas Sullivan, *ex-officio*

ABSENT: Briar Alpert, Robert Brennan and David Aronoff

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen and Trustee Coordinator Corinne Thompson

*via conference call

Chair Frank Cioffi called the meeting to order at 11:02 a.m.

Approval of Minutes

Chair Cioffi presented the minutes from the December 12, 2017 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 initiated annually in the fall. The Committee's work includes identification of Board officer positions as to which a vacancy will arise as a result of the expiration of at term, and initiation of a request to Trustees for nomination for vacancies or re-election of incumbent officers.

With respect to the second step, Chair Cioffi reported that Board Chair David Daigle and Board Vice Chair Ron Lumbra are each eligible and willing to stand for re-election. Secretary Donna Sweaney will be completing her term of service at the end of February and is not eligible for re-election. Chair Cioffi reported that Trustee Curt McCormack has been nominated for the office of Secretary.

Chair Cioffi stated that he will seek Committee members' assistance in contacting Trustees to advise them of the incumbents' willingness to stand for re-election and to solicit additional nominations. He indicated that 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. He reminded Committee members that they are scheduled to reconvene to deliberate on a slate of officers on December 13, 2018 at 3:00 p.m.

He concluded the discussion by reminding Trustees that, once the slate of officers has been finalized, the Board will be advised of the recommended slate of candidates. At the February 2, 2019 meeting, the Board will vote on the slate of 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. That meeting is scheduled for March 4, 2019 at 1:00 p.m., and will be held via conference call.

Adjournment

There being no further business, the meeting was adjourned at 11:11 a.m.

Respectfully submitted,

Frank Cioffi, Chair