

**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, December 12, 2019 at 3:00 p.m., in room 351 Waterman Building.

MEMBERS PRESENT: Chair Frank Cioffi, Vice Chair Briar Alpert\*, Johannah Donovan, Carolyn Dwyer\*, Sidney Hilker\*, Ron Lumbra\*, and President Suresh Garimella, *ex-officio*

ABSENT: Robert Brennan and Jodi Goldstein

PERSONS ALSO PARTICIPATING: Board Chair David Daigle\*, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen and Trustee Coordinator Corinne Thompson

\*via conference call

Chair Frank Cioffi called the meeting to order at 3:03 p.m.

**Approval of minutes**

Chair Cioffi presented the minutes from the December 13, 2018 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.

**Executive session**

At 3:06 p.m. the Chair entertained a motion to enter into executive session to discuss the appointment of a public officer. All trustees and Vice President Reich Paulsen and Trustee Coordinator Thompson were invited to remain.

The meeting was re-opened to the public at 3:39 p.m.

### **Other Business**

Chair Cioffi stated that he will seek committee members' assistance in contacting trustees to advise them of the incumbents' eligibility and willingness to stand for re-election, advise of nominations, and to solicit additional nominations. He indicated that Trustee Coordinator 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 after the holiday break to deliberate on a slate of officers.

Chair Cioffi 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 1, 2020 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 2, 2020 at 1:00 p.m., and will be held via conference call.

### **Adjournment**

There being no further business, the meeting was adjourned at 3:41 p.m.

Respectfully submitted,

Frank Cioffi, Chair