

**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 Monday, November 16, 2020 at 2:30 p.m. The meeting was held via remote conferencing due to the COVID-19 pandemic.

MEMBERS PRESENT: Chair Frank Cioffi, Vice Chair Briar Alpert, Carolyn Dwyer¹, Jodi Goldstein, David Gringeri and President Suresh Garimella, *ex-officio*

ABSENT: Robert Brennan and Johannah Donovan

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

¹ Joined at 2:38 p.m.

Chair Frank Cioffi called the meeting to order at 2:33 p.m.

Approval of minutes

Chair Cioffi presented the minutes from the January 30, 2020 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.

Chair Cioffi reported that he consulted with Chair Ron Lumbra and Vice Chair Cindy Barnhart and each are eligible and willing to stand for re-election. The incumbent Secretary, Curt McCormack, will be completing his term of service at the end of February and is not eligible for re-election.

Executive session

At 2:36 p.m. the Chair entertained a motion to enter into executive session to discuss the appointment of a public officer. All in attendance were invited to remain.

The meeting was re-opened to the public at 2:44 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 including the nomination of Trustee Johannah Donovan for the office of Secretary. The committee will reconvene on December 14th 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 5, 2021 meeting, the board 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. That meeting is scheduled for March 1, 2021 at 1:00 p.m.

Adjournment

There being no further business, the meeting was adjourned at 2:45 p.m.

Respectfully submitted,

Frank Cioffi, Chair