

**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 8, 2021 at 2:00 p.m., in the President's Conference Room, 351 Waterman Building.

MEMBERS PRESENT: Chair Frank Cioffi*, Vice Chair Briar Alpert*, Robert Brennan*, Jodi Goldstein*, and Berke Tinaz

ABSENT: Johannah Donovan, Carolyn Dwyer and President Suresh Garimella, *ex-officio*

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

*Joined by phone.

Chair Frank Cioffi called the meeting to order at 2:03 p.m.

Approval of minutes

Chair Cioffi presented the minutes from the December 18, 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, John Bartholomew, agreed to serve for a one-year term, expiring in February 2022. Trustee Johannah Donovan has been nominated for the office of Secretary.

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 trustees of nominations already received, 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 on December 6th to deliberate on a slate of officers.

Chair Cioffi concluded the discussion by reminding committee members that once the committee finalizes a slate of officers, the recommended slate will be shared with the board. Then, at the February 4, 2022 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. That meeting is scheduled for March 1, 2022 at 1:00 p.m.

Adjournment

There being no further business, the meeting was adjourned at 2:09 p.m.

Respectfully submitted,

Frank Cioffi, Chair