

**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 1, 2022, at 12:00 p.m., in the President's Conference Room, 351 Waterman Building, via remote conferencing.

MEMBERS PRESENT: Chair Frank Cioffi, Vice Chair Carolyn Dwyer, Robert Brennan, Johannah Donovan, Jodi Goldstein, Kisha Kalra, Kristina Pisanelli, and President Suresh Garimella, *ex-officio*

ABSENT: None

PERSONS ALSO PARTICIPATING: Board Chair Ron Lumbra, Vice President for Legal Affairs & General Counsel Trenten Klingerman, Special Assistant to the President Jonathan D'Amore and Trustee Coordinator Corinne Thompson

Chair Frank Cioffi called the meeting to order at 12:07 p.m.

**Approval of minutes**

Chair Cioffi presented the minutes from the December 6, 2021 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 Chair Ron Lumbra and Vice Chair Cindy Barnhart and each are eligible and willing to stand for re-election. The incumbent Secretary, Johannah Donovan, will be completing her term of service at the end of February and is not eligible for re-election.

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 20<sup>th</sup> to deliberate on a slate of officers.

Chair Cioffi concluded 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 11, 2023 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 on March 1, 2023 at 1:00 p.m.

### **Executive Session**

At 12:14 p.m., Chair Cioffi entertained a motion to enter into executive session to discuss the appointment of a public officer. All in attendance were invited to remain.

### **Adjournment**

The meeting was re-opened to the public at 12:19 p.m. There being no further business, the meeting was adjourned.

Respectfully submitted,

Frank Cioffi, Chair