

**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 Friday, December 1, 2023, 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, Jodi Goldstein, Kenny Nguyen, 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, Chief of Staff to the President Jonathan D'Amore, and Trustee Coordinator Corinne Thompson

Chair Frank Cioffi called the meeting to order at 12:00 p.m.

Approval of minutes

Chair Cioffi presented the minutes from the December 20, 2022 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 Board Chair Ron Lumbra, Board Vice Chair Cindy Barnhart and Board Secretary Catherine Toll and each are eligible and willing to stand for re-election.

Chair Cioffi reminded committee members that once the committee finalizes a slate of officers, the recommended slate will be shared with the Board. Then, at the February 2024 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.

Chair Cioffi concluded by indicating he will seek committee members' assistance in contacting trustees to advise them of the incumbents' eligibility and willingness to stand for re-election and

to solicit additional nominations. 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. The committee will reconvene on December 12th to deliberate on a slate of officers.

Adjournment

There being no further business, the meeting was adjourned at 12:05 p.m.

Respectfully submitted,

Frank Cioffi, Chair