

MEMORANDUM

TO: Chair Adam Grinold
Janette Bombardier
Lynn Dickinson
Bill Lippert

FROM: Sophie Zdatny, Chancellor *SZdatny*

DATE: May 31, 2021

SUBJECT: Meeting of Nominating Committee of Board of Trustees on June 3, 2021

Nominating Committee:

The materials are now available for the upcoming Committee meeting scheduled for **2:00 p.m.**, on **Thursday, June 3rd, 2021**. The meeting will take place via Zoom and will be livestreamed on YouTube.

Following approval of the minutes of the February 9, 2021, the Committee will take up two sets of nominations, as set forth in the Nominating Committee's Areas of Responsibility in the Trustee Handbook (included in the materials).

First, the Committee is charged with recommending VSC Board Officers to the full Board for election at the upcoming annual meeting on June 16th. Chair Dickinson is not up for election as she is completing former Chair Hindes's two year term, to which he was appointed last year.

The current officers are:

Vice Chair – Megan Cluver
Treasurer – David Silverman
Secretary – Karen Luneau

Second, the Committee is charged with recommending five members for election to the Audit and Risk Management Committee by the full Board. The current committee members are:

Chair – Linda Milne
Vice-Chair – David Silverman
Dylan Giambatista
Mary Moran
Shawn Tester

Vermont State Colleges Board of Trustees Nominating Committee Meeting
Zoom Meeting/YouTube Stream
Thursday, June 4, 2021

AGENDA

2:00 P.M. – Nominating Committee Meeting

- 1) Call to order
- 2) Approval of February 9, 2021 Meeting Minutes
- 3) Nomination of Board Officers
- 4) Nomination of Audit Committee members
- 5) Other Business
- 6) Public Comment – sign up here: www.vsc.edu/signup
 - Contact Jen Porrier at jen.porrier@vsc.edu for information on how to attend the Zoom meeting
 - This will also be livestreamed on YouTube at www.vsc.edu/live

ITEM 1:
February 9, 2021 Minutes

Minutes of the VSCS Board of Trustees Nominating Committee meeting held Tuesday, February 9, 2021 at 4:00 p.m. via Zoom - UNAPPROVED

Note: These are unapproved minutes, subject to amendment and/or approval at the subsequent meeting.

The Vermont State Colleges Board of Trustees Nominating Committee conducted a meeting Tuesday, February 9, 2021.

Committee members present: Adam Grinold (Chair), Janette Bombardier, Lynn Dickinson

Absent: Bill Lippert

Other Trustees: Mary Moran

From the Chancellor's Office: Donny Bazluke, Network/Security Analyst
Jen Porrier, Administrative Director
Kathryn Santiago, Assistant General Counsel
Meg Walz, Director, Program Manager
Sophie Zdatny, Chancellor

1. Chair Dickinson called the meeting to order at 4:02 p.m.
2. Approval of Minutes
 - a. January 26, 2020

Trustee Grinold moved and Trustee Bombardier seconded the approval of the January 26, 2020 minutes. The motion was approved unanimously.

3. Election of Chair of Nominating Committee

Chair Dickinson called for nominations for a new Chair of the Nominating committee.

Trustee Grinold accepted the nomination for Chair of Nominating Committee and Trustee Bombardier seconded the nomination. The motion was approved unanimously.

4. Discussion of possible nominees to serve as trustees

At 4:06 p.m. Trustee Dickinson moved that the VSC Board of Trustees Nominating Committee enter executive session pursuant to 1 V.S.A. § 313(a)(3) to discuss the appointment of a public officer. The motion stated that the Board would make any final decision regarding any such public officer in an open meeting and would explain the

reasons for this final decision during the open meeting. Along with the members of the Board present at the meeting, the Board invited the Chancellor and the Assistant General Counsel, to attend portions of the executive session. Trustee Bombardier seconded the motion and it passed unanimously.

The Committee exited Executive session at 4:30 p.m.

Trustee Dickinson moved and Trustee Moran seconded the motion to recommend to the Board the election of Karen Luneau and Janette Bombardier to fill the Board-elected seats on the Board of Trustees. The motion was approved unanimously.

Chair Grinold explained that there has been a gradual transition over the past few years, reducing the number of gubernatorially-appointed trustees and increasing the number of Board-elected trustees. Consequently, of the five positions that expire at the end of February, two of these will be filled by election of the Board and three will be appointed by the Governor. Chair Grinold added that the Board will continue to communicate with the Governor's office with regard to the gubernatorial appointees and provide an update at the next meeting.

5. Other Business:

Chancellor Zdatny discussed the possibility of an additional meeting needed prior to the February 22nd Board meeting and it was agreed that would be explored.

6. Public Comment:

There was no public comment.

Chair Grinold adjourned the meeting at 4:35 p.m.

ITEM 2:
Nominating Committee Areas of Responsibility

Nominating Committee Areas of Responsibility

The Committee shall comprise at least three members elected annually by the Board at its first meeting of the new calendar year. The Chair of the Committee shall be appointed by the Chair of the Board of Trustees.

1. Annually, the Committee shall recommend VSC Board officers for election at the annual meeting provided, however, that the Committee shall only recommend nominees for Board Chair in years the Chair is up for election, and shall recommend for election members to chair or serve on the committees to the extent such election is contemplated by the resolution creating the committee.
2. Effective July 15, 2015, the Committee biennially shall recommend to the Board of Trustees members for election at the annual meeting to the office of Chair of the Board.
3. Annually, the Committee shall recommend to the Board of Trustees members for election to the Audit and Risk Management Committee.
4. The Committee shall recommend for election officers, committee chairs, or committee members in the event of a vacancy where the original election called for a recommendation of the Nominating Committee.

In making recommendations for election to an office or position, the Committee may either recommend individual candidates or present competing candidates for the Board's consideration.

5. In 2017 and biennially thereafter, and as vacancies may occur, the Committee shall recommend to the Board of Trustees individuals for election to the Board as self-perpetuating members, addressing its goals for diversity within its membership.

Revised 01-15-21