


## MEMORANDUM

TO: Chair Adam Grinold  
Janette Bombardier  
Lynn Dickinson, *ex officio*  
Bill Lippert

FROM: Sophie Zdatny, Chancellor 

DATE: December 9, 2022

SUBJECT: Meeting of Nominating Committee of Board of Trustees on December 12, 2022

---

Nominating Committee:

The materials are now available for the upcoming Committee meeting scheduled for **3:00 p.m.** (or as soon as the Finance and Facilities meeting concludes, whichever is later) on **Monday, December 12, 2022**. The meeting will take place via Zoom and will be livestreamed on YouTube.

Following approval of the minutes of the June 10, 2022 Committee meeting, the Committee will go into executive session to discuss its recommendation to the Board of Trustees to fill a Board-elected seat, as set forth in the Nominating Committee's Areas of Responsibility in the Trustee Handbook (included in the materials). A copy of NECHE's *Statement on Appointment to Governing Boards of Public Systems and Public Institutions of Higher Education* is also included in the meeting materials.

The terms of three trustees will be expiring at the end of February. Two of these are gubernatorial seats (Adam Grinold and Mary Moran) and one is a Board-elected seat (Megan Cluver).

As a reminder, membership on the Nominating Committee is determined by the Board at its first meeting of the calendar year and, thus, at the upcoming regular Board meeting on January 23, 2023, the Board will elect (or re-elect) at least three members to serve on the Nominating Committee.

**Vermont State Colleges Board of Trustees Nominating Committee Meeting**  
**Zoom Meeting/YouTube Stream**  
**Monday, December 12, 2022 at 3:00 p.m.**

**AGENDA**

- 1) Call to order
- 2) Comments from the public – sign up at [www.vsc.edu/signup](http://www.vsc.edu/signup)
- 3) Approval of June 10, 2022 Meeting Minutes
- 4) Discussion of possible nominees to serve as trustees (the Committee may enter into executive session to consider individuals for appointment)
- 5) Other Business
- 6) Adjourn
  - Contact Jen Porrier at [jen.porrier@vsc.edu](mailto: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](http://www.vsc.edu/live)

## MEETING MATERIALS

- Item 1: June 10, 2022 Meeting Minutes
- Item 2: Nominating Committee's Areas of Responsibility
- Item 3: NECHE – *Statement on Appointment to Governing Boards of Public Systems and Public Institutions of Higher Education*

**ITEM 1:**  
**June 10, 2022 Minutes**

**Minutes of the VSCS Board of Trustees Nominating Committee meeting held Friday, June 10, 2022 at 9:00 a.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 Friday, June 10, 2022.

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

Other Trustees Present: Mary Moran

From the Chancellor's Office: Jen Porrier, Administrative Director  
Patty Turley, General Counsel  
Meg Walz, Director, Program Manager  
Sophie Zdatny, Chancellor

From the Colleges: Beth Walsh, President, VSCUP, Northern Vermont University

1. Chair Grinold called the meeting to order at 9:00 a.m.
2. Approval of January 10, 2022 Meeting Minutes

**Trustee Dickinson moved and Trustee Bombardier seconded the approval of the January 10, 2022 minutes. The motion was approved unanimously.**

3. Discussion and recommendation of possible nominees to serve as officers of the Board

Chair Grinold reminded the committee of its charge – annually the committee shall recommend to the Board officers for election at the annual meeting, and biennially shall recommend to the Board members for election to the office of Chair of the Board. Additionally, the committee shall recommend to the Board, members for election to the Audit & Risk Management Committee. Chair Dickinson indicated she had spoken with all of the current officers and all were interested in continuing in their positions.

**Trustee Dickinson moved and Trustee Bombardier seconded the motion to recommend to the Board the reelection of Chair Dickinson, Vice Chair Megan Cluver, Secretary Karen Luneau and Treasurer David Silverman. The motion passed unanimously.**

Trustee Lippert clarified that the Board Chair serves a two year term and this is the year in which the Board Chair is elected. The other officer positions are elected annually.

4. Nomination of Audit Committee members

**Trustee Dickinson moved and Trustee Lippert seconded the motion to recommend to the Board that Sue Zeller, David Silverman, David Durfee, Mary Moran and Shawn Tester be reelected to the Audit Committee. The motion was approved unanimously.**

Trustee Grinold noted that the majority of the Audit Committee had indicated to him they were interested in continuing in their positions.

5. Other Business:

Trustee Lippert inquired about the current succession plans for the Chancellor and Board Chair of the VSC. A discussion was held as to which committee should take responsibility for developing emergency plans. The committee also discussed the need for succession planning for the Treasurer. It was agreed that the Executive Committee would take up further discussions regarding succession plans at their next meeting.

6. Public Comment:

There was no public comment.

Chair Grinold adjourned the meeting at 9:19 a.m.

ITEM 2:  
Nominating Committee's 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 elected by the members of the Committee.

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. At the annual meeting, 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 12-06-21



ITEM 3:

*NECHE – Statement on Appointment to Governing Boards of Public  
Systems and Public Institutions of Higher Education*



New England Commission of Higher Education

3 Burlington Woods Drive, Suite 100, Burlington, MA 01803-4514

Tel: 781-425-7785 | Fax: 781-425-1001 | [www.neche.org](http://www.neche.org)

---

## Statement on Appointment to Governing Boards of Public Systems and Public Institutions of Higher Education

**Introduction.** The New England Commission of Higher Education (NECHE) accredits all public institutions of higher education in the six New England states. The Commission understands and appreciates both the importance of public higher education to the states and the key role of the governing boards in ensuring institutional success and therefore the success of students and graduates<sup>1</sup>. This statement is designed as a resource for Governors in consideration of appointments to the governing boards of higher education institutions and systems.

### Considerations when appointing members of higher education governing boards

Public higher education is one of the most important investments a state can make to ensure the economic success and well-being of its citizens and of its economy and civic life. Appointing persons of stature to the board communicates this importance. Appointing persons with a diverse set of expertise and backgrounds who understand their responsibilities in this key role can provide the governing board with the capacity to ensure the effectiveness and integrity of the state's public institutions of higher education.

**1. Collective composition of the board.** Overall, the board should:

- Include individuals with executive level experience in complex organizations in the private, public, and voluntary sectors.
- Broadly represent the population to be served, including economic and demographic diversity
- Include alumni/ae of the institution(s) as well as those with different higher education experiences.

**2. Expertise of individuals.** The board should include a mix of individuals with high-level expertise in:

- Law
- Finance, including strategic finance
- Complex systems
- Higher education
- Risk management
- Human resource management
- Strategic planning
- Evaluation, including program assessment
- Public policy
- Economics and workforce development
- Communications and crisis management
- Mission-related fields (e.g., research, arts, maritime affairs)
- Legislative affairs

---

<sup>1</sup> The Commission's standard on *Organization and Governance* includes its expectations for governing board and can be found here: [https://www.neche.org/resources/standards-for-accreditation/#standard\\_three](https://www.neche.org/resources/standards-for-accreditation/#standard_three)

- Major business sectors
- K-12 education

**3. Responsibilities of board members.** Board members should:

- Understand and assume the fiduciary responsibilities of the governing board:
  - Duty of care: to prepare for, attend, and actively participate in board and committee meetings.
  - Duty of loyalty: to operate in the interest of the system or the institution, and not in one's self-interest.
  - Duty of obedience: to understand and accept the responsibility to operate within relevant law and board governing documents.
- Understand the responsibilities of the board to: establish the mission of the institution(s) or system consonant with legislative statute and intent; serve as the legal owner of the institution's/system's assets with all attendant legal and governance responsibilities; select, support, and evaluate the chancellors and presidents; set board policies within statutory authority; approve major institutional decisions such as strategic plans and new degree programs; approve and audit system and institutional budgets; and ensure the integrity and educational effectiveness of the institution(s)/system.
- Accept the broad responsibility of the governing board to serve the state, avoiding partisan or overly parochial interests.
- Discuss challenging topics in public sessions, being open to varying perspectives.
- Support the system or institution through influence in the community, fund-raising, and as ambassadors for public higher education.

November 2019