


## MEMORANDUM

TO: Janette Bombardier  
Lynn Dickinson  
Bill Lippert

FROM: Sophie Zdatny, Chancellor 

DATE: May 4, 2023

SUBJECT: Meeting of Nominating Committee of Board of Trustees on May 8, 2023

The materials are now available for the upcoming Committee meeting scheduled for **2:00 p.m.** on **Monday, May 8, 2023**. The meeting will take place via Zoom and will be livestreamed on YouTube.

The first action will be to appoint a Chair of the Nominating Committee to replace former trustee Adam Grinold. As set forth in the Trustee Handbook, the Chair of the Committee shall be elected by members of the Committee. Trustee Bombardier has indicated her willingness to serve as Chair of the Committee.

Following public comment and approval of the minutes from the Committee's December 12, 2022 meeting, the Committee will discuss and vote upon its recommendation of trustees for election to the Audit and Risk Management Committee. Several trustees have indicated their interest in serving on the Committee in response to the recent Board survey.

The Committee will discuss and vote upon its recommendation of trustees for election as Board officers,<sup>1</sup> before addressing any other business and adjourning.

The Committee may enter into executive session if it chooses and so votes, in order to discuss the appointment of public officers, pursuant to 1 V.S.A. § 313(a)(3).

The materials include:

1. Agenda
2. Minutes of December 12, 2022
3. Nominating Committee's Areas of Responsibility (from the Trustee Handbook)

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<sup>1</sup> The Vice-Chair, Treasurer and Secretary are elected annually and the Chair is elected biennially. See Bylaws, Article III, Sections 1 and 2. The Chair's current term concludes this year.

**Vermont State Colleges Board of Trustees Nominating Committee Meeting**  
**Zoom Meeting/YouTube Stream**  
**Monday, May 8, 2023 at 2:00 p.m.**

**AGENDA**

- 1) Call to order
- 2) Appointment of Nominating Committee Chair
- 3) Comments from the public – sign up at [www.vsc.edu/signup](http://www.vsc.edu/signup)
- 4) Approval of December 12, 2022 Meeting Minutes
- 5) Discussion and vote to recommend trustees for election to the Audit and Risk Management Committee at the Board’s upcoming annual meeting. If it so chooses and votes, the Committee may go into executive session to discuss the appointment of public officers.
- 6) Discussion and vote to recommend trustees for election as Board officers at the Board’s upcoming annual meeting. If it so chooses and votes, the Committee may go into executive session to discuss the appointment of public officers.
- 7) Other Business
- 8) 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)

**Minutes of the VSCS Board of Trustees Nominating Committee meeting held Monday, December 12, 2022 at 3:00 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 Monday, December 12, 2022.

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

Absent: Bill Lippert

From the Chancellor's Office: Donny Bazluke, Network Security Analyst  
Kathrine Levasseur, Director of Governmental & External Affairs  
Jen Porrier, Administrative Director  
Patty Turley, General Counsel  
Meg Walz, Director, Program Manager  
Sophie Zdatny, Chancellor

From the Colleges: Sarah Chambers, Director of Learning Technologies, Castleton University

1. Chair Grinold called the meeting to order at 3:02 p.m.
2. Public Comment:

There was no public comment.

3. Approval of June 10, 2022 Meeting Minutes

**Trustee Dickinson moved and Trustee Bombardier seconded the motion to approve the minutes of June 10, 2022. The motion was approved unanimously.**

4. Discussion of possible nominees to serve as trustees

Executive Session:

**At 3:02 p.m. Trustee Dickinson moved that the Nominating Committee enter executive session pursuant to 1 V.S.A. § 313(a)(3) to discuss the appointment or employment of a public officer. Along with the members of the Board present at this meeting, in its discretion, the Committee invited the Chancellor and the Director of Governmental and**

**External Affairs to attend the executive session. Trustee Bombardier seconded the motion and it was approved unanimously.**

The committee exited executive session at 3:37 p.m.

**Trustee Bombardier moved and Trustee Dickinson seconded the motion to recommend to the full Board the nomination of Megan Cluver to serve a second term as a Board-elected Trustee. The motion was approved unanimously.**

5. Other Business:

There was no other business.

Chair Grinold adjourned the meeting at 3:38 p.m.

UNAPPROVED

### **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