

MEMORANDUM

TO: Janette Bombardier
Lynn Dickinson
Marc Mihaly

FROM: Elizabeth Mauch, Chancellor



DATE: May 1, 2024

SUBJECT: Meeting of Nominating Committee of Board of Trustees on May 6, 2024

The materials are now available for the upcoming Committee meeting scheduled for **10:00 a.m. on Monday, May 6, 2024**. The meeting will take place via Zoom and will be livestreamed on YouTube.

Following public comment and approval of the minutes from the Committee's May 8, 2023 meeting, the Committee will discuss and vote upon its recommendation of trustees for election to the Audit and Risk Management Committee. A poll of the existing Committee members has confirmed their interest in continuing to serve on the Committee.

The Committee will discuss and vote upon its recommendation of trustees for election as Board officers,¹ 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 May 8, 2023
3. Nominating Committee's Areas of Responsibility (from the Trustee Handbook)

¹ 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 6, 2024 at 10:00 a.m.

AGENDA

- 1) Call to order
- 2) Comments from the public – sign up at www.vsc.edu/signup
- 3) Approval of May 8, 2023 Meeting Minutes
- 4) 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.
- 5) 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.
- 6) Other Business
- 7) Adjourn
 - 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

Minutes of the VSCS Board of Trustees Nominating Committee meeting held Monday, May 8, 2023 at 2:00 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, May 8, 2023.

Committee members present: Janette Bombardier, Lynn Dickinson, Bill Lippert

Other Trustees Present: Mary Moran

Presidents: Joyce Judy

From the Chancellor's Office: Kathryn Levasseur, Director of Governmental and External Affairs
Jen Porrier, Administrative Director
Patty Turley, General Counsel
Sophie Zdatny, Chancellor

Shared Services: Donny Bazluke, Network Security Analyst
Kellie Campbell, Chief Technology Officer
Sarah Chambers, Director of Learning Technologies
Meg Walz, Director, Program Manager

From the Colleges: Sarah Truckle, Vice President, Business Operations, Vermont State University

1. Trustee Dickinson called the meeting to order at 2:00 p.m.
2. Appointment of Nominating Committee Chair

Trustee Dickinson moved and Trustee Lippert seconded the motion to nominate Trustee Bombardier as chair of the Nominating Committee. The motion was approved unanimously.

3. Public Comment:

There was no public comment.

4. Approval of December 12, 2022 Meeting Minutes

Trustee Dickinson moved and Trustee Lippert seconded the motion to approve the minutes of December 12, 2022. The motion was approved unanimously.

5. Discussion and vote to recommend trustees for election to the Audit and Risk Management Committee at the Board's upcoming annual meeting.

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 and Risk Management Committee. The motion was approved unanimously.

Chair Bombardier noted that the current members of the Audit Committee had indicated their interest in continuing in their positions.

6. Discussion and vote to recommend trustees for election as Board officers at the Board's upcoming annual meeting.

Trustee Dickinson moved and Trustee Lippert 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 was approved unanimously.

Trustee Lippert voiced his appreciation for the hard work of the elected officers of the Board.

7. Other Business:

Trustee Lippert requested a more formal process for the discussion of the succession plans for Board officers of the VSC. It was agreed to include this as an agenda item at the next full Board meeting. Informational documents, such as the expiration of each trustee's term, will be provided to the trustees at the June meeting.

Chair Bombardier adjourned the meeting at 2:17 p.m.

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