



**University of Vermont and State Agricultural College Foundation, Inc.
DRAFT Governance Committee Meeting Minutes
June 2, 2025, 1:00 – 1:30 ET**

A meeting of the Governance Committee of the University of Vermont and State Agricultural College Foundation, Inc. was held Monday, June 2, 2025, at 1:00PM, at 61 Summit Street, Burlington, VT, room 308 as a hybrid meeting with a Zoom virtual option.

PRESENT: (Chair) Rob Brennan, Debbie McAneny, Deb Mignucci, Monica Delisa, Whit Wagner, Vito Imbasciani, Mara Saule, Anne Forcier, Bob Phillips, Diane Seder

PERSONS ALSO PARTICIPATING: Brian Gagnon (recording secretary), Ben Yousey-Hindes

PERSONS NOT IN ATTENDANCE: (Vice Chair) Michele Cohen, Lydia Bates, Courtney Crowley, Carole Greenberg

Committee Chair, Rob Brennan called the meeting to order at 1:03 p.m. after a quorum was established.

Review & Approval of March 19, 2025 meeting minutes

The minutes of the Governance Committee meeting from March 19, 2025 were presented to the committee for approval. A request to correct the misspelling of a committee member's name was noted, motion was made to accept the minutes as amended, it was seconded, and the committee unanimously voted to approve the amended minutes.

Review & Recommend: Bylaw Amendment

The committee reviewed the proposed resolution amending Article VI, Section 2. and Section 2.c of the bylaws which would expand the total number of board seats. Chair, Brennan asked Director of Board and Volunteer Relations, Brian Gagnon to provide background on the Article, and to explain the process and effects of this decision.

Chair, Brennan asked if there was a motion to recommend the resolution for a vote of the full board. A motion was made, seconded, and passed with unanimous approval.

Review & Evaluate: Leadership Volunteer Nominee

At 1:09 p.m. Chair, Breanna asked for a motion to enter into Executive Session for the purpose of discussing the appointment of a public officer of which premature general public knowledge will clearly place the Foundation a substantial disadvantage. A motion was moved, seconded, and the Committee entered into executive session at 1:09 p.m.

The Committee returned to general session at 1:15 p.m. ET.

A motion was made to approve, for consideration of the board, the nominee for service on the Board of Directors as discussed in the executive session.

The motion was seconded, and passed with unanimous consent There

being no further business, the meeting was adjourned at 1:18 p.m. ET.

DRAFT