



University of Vermont and State Agricultural College Foundation, Inc.
Governance Committee

Meeting Minutes March 19, 2025, 1:00 – 2:00 EDT

A meeting of the Governance Committee of the University of Vermont and State Agricultural College Foundation, Inc. was held Wednesday, March 19, 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, (Vice Chair) Michele Cohen, Deb Mignucci, Monica Delisa, Vito Imbasciani, Mara Saule, Anne Forcier, Carole Greenberg, Bob Phillips, **PERSONS ALSO PARTICIPATING:** Brian Gagnon (recording secretary), Ben Yousey-Hindes

PERSONS NOT IN ATTENDANCE: Lydia Bates, Courtney Crowley, Whit Wagner, Diane Seder

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

Approval of September 12, 2024 meeting minutes

The minutes of the Governance Committee meeting from September 12, 2024 were presented to the committee for approval. A motion was made, seconded, and the committee unanimously voted to approve the minutes.

Executive Session

At 1:08 p.m. EDT Chair Brennan requested a motion to move into executive session for the purpose of discussing the appointment of a public officer, of which premature public knowledge would clearly place the Foundation at a substantial disadvantage. The motion was moved, seconded, and the the Committee unanimously voted to move into executive session.

The Committee returned to general session at 1:30 p.m. EDT.

A motion was made to approve, for consideration of the board, the full slate of nominees for service on the Board of Directors, Foundation Leadership Council, and Fellows, as discussed in the executive session.

The motion was seconded, and passed with unanimous consent.

Discussion: Board Assessment Subcommittee Summary

The Committee reviewed a summary of the Board Assessment Subcommittee's work. Members concurred with the subcommittee's recommendation to move forward with the development and implementation of a board assessment and endorsed the proposed scope of work.

A motion was made to recommend that the board establish an ad hoc Board Assessment Committee at the Spring board meeting. The motion was seconded and approved unanimously.

Review of Bylaw - Article VI, Section 2.(a) of the Bylaws

The Committee reviewed a proposed amendment to Article VI, Section 2(a) of the bylaws. The revision would permit the Chair of the UVM Medical Center Foundation to designate a representative to serve as an ex officio member of the UVM Foundation Board of Directors, subject to the approval of the Governance Committee.

A motion to recommend the amendment to the full board was made, seconded, and unanimously approved.

Discussion: Establishing an Advocacy Working Group

The Committee discussed the creation of a task force for exploring the feasibility and potential impact of an "advocacy working group". The Committee made the assessment that the task force wasn't necessary and would recommend to the board that this working group be established at the Spring board meeting.

A motion was made to recommend to the board the establishment of an advocacy working group at the Spring board meeting, seconded, and unanimously approved.

There being no further business, the meeting was adjourned at 2:00 p.m.