State University of New York

College of Environmental Science and Forestry

**Board of Trustees Governance Committee Meeting**

March 16, 2021 – 12:30 pm

Videoconference

**In Attendance:**

Trustee Matthew Marko, Governance Committee Chair

Trustee Linda Brown-Robinson, Governance Committee Member

Trustee Vita DeMarchi, Governance Committee Member

William Fisher, BOT Chair and Ex-Officio

**Staff:**

Joseph Rufo, Board Secretary

Ragan Squier, Assistant to the President

Robin Perkins, Administrative Assistant II

**Call to Order:**

Trustee Marko called the meeting to order at 12:38 p.m. With all three voting members of the Governance Committee in attendance, Trustee Marko confirmed a quorum. The meeting is being conducting via zoom and is being recorded.

1. **Approval of Minutes from the November 19, 2020 Meeting:**

A draft of the minutes from the November 19, 2020 Governance Committee meeting was emailed to the Governance Committee for review.

* Trustee Marko called for a motion to approve the minutes from the Governance Committee meeting on November 19, 2020. A motion was made by Trustee Brown-Robinson and seconded by Trustee DeMarchi. Hearing no discussion, Trustee Marko called for a vote – the committee unanimously passed the motion to approve the November 19, 2020 minutes.

1. **Review of Annual Self-Evaluation Results**

The 2020 Trustee Self-Evaluation results were circulated in final form via email to committee members.

* Received 8 responses which included the student trustee. There was one trustee who did not send in a response. All of the questions were answered on each response. The first 13 questions on the form were regarding the trustees and the last five were on staff evaluation. The aggregated results were shared with all Trustees by email.
* Discussed the responses and areas that may suggest some improvement is needed. Question 8 regarding Statutory Obligations of the College was split between agree and somewhat agree. The committee feels it would be good to have this as an action item and to review it at the full board level. It was suggested to ask Kelly Berger, College Counsel, to give a presentation about the Statutory Obligations of the College at an upcoming full board meeting. Question 12 regarding Risk Mitigation was another area that may need improvement. It would be beneficial to make sure the Board is working with the current administration to ensure risk management/mitigation strategies are being employed. Trustee DeMarchi asked Secretary Rufo if he was familiar with running an Enterprise Risk Assessment. Joe said SUNY wants all campuses to do it and that ESF has been thinking about it for some time now, but haven’t fully engaged primarily due to budgetary constraints. There are many different risks - cyber, financial, reputational - and we would need to unbundle it. Help from Board would be valuable. Trustee Fisher mentioned that the Finance Committee would be happy to take that on. More discussion is needed on this topic. Overall, this was a healthy exercise and discussion, proving to be enlightening and worth continuing with some potential adjustments to the questions in the future.
* Trustee Fisher stated that as a matter of good board governance, it would be helpful for Trustees to identify the different stakeholders that the Board of Trustees should aim to represent. Some stakeholders are obvious, such as undergraduate students, graduate students, faculty, and staff. Others, such as parents or the local community, are less obvious.

1. **Proposed Bylaws Amendments**

The Proposed Bylaws Amendments was emailed to the Governance Committee for review.

* Creation of Diversity, Equity and Inclusion (DEI) Standing Committee
* Trustee Marko added language to the Bylaws for the newly established DEI Standing Committee.
* Improved description of committee charges/duties
* Trustee Marko added language regarding overseeing the annual evaluation process to the duties and charges of the Governance Committee. He offered Chair Fisher and Chair Fedrizzi to amend the Sustainable Operations Committee and Sustainable Finance Committee charges if needed.
* It was discussed and agreed there should an update to the Article VI, Section 2 Notice
  + The language would include that proposed amendments of the bylaws and copies could be mailed *and/or emailed* to the Board members as long as there was a confirmation that the document was received.
* Trustee Marko asked for a motion to recommend to the full board the proposed modifications to the bylaws as well as amending the hard copy distribution requirement, permitting electronic format. Trustee DeMarchi made a motion; seconded by Trustee Brown-Robinson. For these changes, Ragan will adhere to the current bylaws and mail the proposed amendments. Trustee Marko called for a vote – the committee unanimously passed the motion to recommend to the full board the proposed modifications to the bylaws.

1. **Review of Draft Policy for Submitting Information and Agenda Items for Consideration by the SUNY ESF Board of Trustees**

A draft of the Policy for Submitting Information and Agenda Items for Consideration by the SUNY ESF Board of Trustees was circulated to the Governance Committee for review.

* Trustee Marko led an explanation on how the draft policy came about and the intent of it. It provides a formal process for people to be able to get on the BOT meeting agenda. It was suggested that a standard form be created and put on the BOT website. Joe will draft a form and send to Ragan for her review; Ragan will then forward on to the committee. The DEI Committee will need to be added to the policy language. Trustee Marko asked for a motion to bring the draft policy with the noted changes to the full board for approval – Trust DeMarchi made a motion and was seconded by Trustee Brown-Robinson. Trustee Marko called for a vote, which was passed unanimously by the committee.

1. **Discussion on Previous Action Items**

Below is a list of action items from the previous committee meeting and subsequent activity:

* Updating organizational charts for all administration staff as part of the BOT Manual
* Trustee Marko would like updated organizational charts provided to the board at the next meeting. Joe will pass along message to President Mahoney.
* Creation of Committee Charters – a description and responsibilities of each committee.
* Bylaws are a place to provide a brief vision for each committee. A Committee Charter is a place for Committees to further define roles, responsibilities, and goals.
* Meeting Minutes posted to trustee webpage
* Ragan is working on getting minutes posted to the web page.
* Online version of Trustee Handbook (including JCOPE handbook)
* Discussed in previous meetings that this could be an online handbook rather than hard copy.
* Improved on-line catalog of ESF campus policies
* College Counsel is working on this.
* Trustee on-boarding and training
* We hope to get a new appointment of one or more trustees. If and when we do, we will want a more formal training process by then.

1. **New Business** – Chair Marko opened the floor for new business.

There was no further actions or discussion of the Committee.

**Adjournment**

Chair Marko asked for a motion to adjourn – Trust Brown-Robinson made a motion and was seconded by Trustee DeMarchi. Meeting adjourned at 1:42 pm

Minutes respectfully submitted by Robin Perkins