

Board of Trustees
Committee on Governance and Long-Range Planning
Minutes of Special Meeting
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November 15, 2013

A special meeting of the Committee on Governance and Long-Range Planning was held via conference call on Friday, November 15, beginning at 10:00 a.m.

The following committee members, constituting a quorum, were present: Keith Eckel, Marianne Alexander, H. Jesse Arnelle, James Broadhurst, Richard Dandrea, Barbara Doran, Anthony Lubrano, Keith Masser and Carl Shaffer.

Constituent Representative Roger Egolf was in attendance, as well as the following staff members: Jeanie Andrews, Frank Guadagnino, and Tom Yuhas.

The meeting was called to order by Chair Eckel, who stated that the sole purpose of the meeting was to consider governance consultant engagement proposals. Following roll call, Trustee Lubrano suggested postponing the discussion based upon legislator discussions.

Chair Eckel framed the process leading to the special meeting, in particular that at the September meetings of the Committee and full Board, it was reported that the Board would be moving forward with a review of consultants to advise and assist the Committee and Board with respect to ongoing review of governance issues. Chair Eckel outlined the process for solicitation and review of proposals, including that eleven proposals were reviewed by a three-person subset of the Committee (Eckel, Doran, and Masser), and three firms were identified for invitation to present to the full Committee; presentations occurred on October 31 and November 1, 2013. In advance of this special meeting, each Committee member submitted a rank order preference of the three firms in order to facilitate the discussion. Seven individuals submitted preferences: Vendor A received one first preference; Vendor C had six individuals indicating first preference; and Vendor B had no first preference endorsers.

Chair Eckel called for any discussion among the Committee. Trustee Lubrano indicated he did not respond to the rank order, and that he supported Vendor A. He suggested that Vendor C, in a previous setting, discussed marginalizing dissenting trustees and was unresponsive in providing him follow-up information. Trustee Shaffer made a motion to engage Vendor C, and the motion was seconded by Trustee Arnelle. Trustee Lubrano re-iterated his concern with Trustee Doran expressing a similar concern. Trustee Shaffer noted that all three firms responded to the questions posed by the committee.

By a 7-2 vote, with Trustees Lubrano and Doran voting against, the motion carried to engage Vendor C. Following concluding thoughts by Chair Eckel regarding the importance of working together to move forward in exploring best governance practices, the meeting was adjourned.

Respectfully submitted,

Janine S. Andrews
Director
Board of Trustees