

UNIVERSITY OF MAINE SYSTEM
Board of Trustees

January 6, 2009
Conference Call

Trustee Affairs Committee

Present: **Committee Members:** Victoria Murphy, Chair; Jean Flahive, Tamara Grieshaber, Barry McCrum and Wayne Newell. **Staff:** Kelley Wiltbank and John Diamond.

Absent: Paul Mitchell and Lyndel Wishcamper.

Trustee Murphy convened the committee at 9:01 a.m.

Trustee Murphy reviewed the purpose of the meeting, which was to discuss possible changes to Board policies and practices submitted by various members of the Board as well as by Chancellor Pattenaude and individual UMS presidents. The suggestions pertained to operating practices and possible cost-savings.

LOCATION OF MEETINGS. The Committee discussed the possibility of holding its scheduled Board meetings in a central location, as opposed the practice of rotating meetings among several locations. They noted that when Board meetings are held away from greater Bangor, UMS Senior Staff and other System-level employees incur travel and lodging expenses that otherwise would be necessary. Clerk Wiltbank noted that the UMS Charter states that the Board “shall meet from time to time at each of the various campuses of the University of Maine System whenever reasonably practical.” He explained that financial considerations could be considered reasonable grounds from maintaining a central location(s), should the Board wish. The Committee agreed by consensus to recommend that the Board’s regularly scheduled meetings be held in Bangor unless the Board specifically acts to hold a meeting elsewhere. The Clerk noted that current by-laws permit the Board Chair to schedule additional meetings as necessary. Meetings may also be called by written request of at least seven Board members, he said.

SCHEDULING. The Committee discussed a suggestion to confine its meetings to one day unless the Board specifically schedules a meeting to extend beyond one day. The topic was presented primarily as a way to save money. The Committee discussed the impact that the change could have on the length and scheduling of the various committee meetings and sessions that normally are held during the two-day sessions. Committee members said it might be necessary to shorten the length of those meetings and updates, or to schedule them at other times or through other means (e.g., Polycom or conference call). The Committee also discussed whether the one-day meeting should be held on Sundays or Mondays. Following discussion, the Committee agreed to recommend such a change in practice, and requested the Clerk of the Board to prepare a sample agenda for a one-day meeting. Furthermore, Committee members agreed to recommend that the meetings be held on Mondays. The Clerk said he would assemble a breakdown of cost savings which would reflect those expenses incurred by the Board as well as those incurred by Senior Staff and the individual universities.

The Committee also discussed a suggestion to reduce the number of scheduled meetings to four per year (quarterly). After discussion, the Committee decided to continue the practice of scheduling six Board meetings per year. Members expressed the belief that the proposed conversion to one-day meetings, combined with the urgency of many issues the Board anticipates dealing with over the next few years, would require continuing the practice of scheduling six meetings per year.

PARTICIPATION VIA TECHNOLOGY. Committee members discussed a suggestion to modify the by-laws to allow trustees to participate in committee meetings and/or Board meetings by videoconference. The Clerk reported that current by-laws state that “a trustee who cannot be in physical attendance may participate and vote by telephone, Polycom [videoconferencing], or other similar technology where the Chair has determined on the record that the physical presence of the non-attending trustee is prevented by a serious medical condition which makes it inadvisable or impossible to attend the meeting. The presence of the non-attending trustee in this manner shall be counted toward a quorum [i.e., a majority of the current membership]. In order to exercise this option the Trustee must be able to clearly hear and understand the proceedings in process and the public must be able to hear clearly the non-attending trustee.” [III. QUORUM BY VIDEO HOOKUP: Section 4.6. Quorum] He said that as currently written, this provision does not permit a trustee to participate via technology in committee or Board meetings for any other purpose.

Trustee McCrum said that the by-laws should continue to require a physical presence but could make additional exceptions beyond those currently in place. Trustees Flahive and Newell suggested that any new provision should require that a physical quorum be in place for Board meetings, and as long as that condition is met, the Chair may permit one or more members to participate via technology in the event of severe weather conditions or other special circumstances. Furthermore, the Committee agreed to recommend that members may participate via technology for certain committee meetings. The Committee’s recommendations would permit committees to meet and vote using Polycom or other acceptable technology, but that all committees must be particularly sensitive to the need for adequate public access and interest. Chair Murphy and Trustee McCrum said that any decision to permit one or more committee members to participate via technology in a committee meeting should take into consideration the issues to be discussed to and the public’s interest in the matter. Trustee Grieshaber agreed, adding that the distinction should be based on whether the items to be discussed deal with substantive matters as opposed to the general conduct of Board business. Chair Murphy asked the Clerk and Staff to develop, for future consideration, suggested language that would address the practices and conditions that would allow members to participate and vote in Board and committee meetings via technology.

COST-REDUCTION PRACTICE. The Committee discussed adopting policies guiding the provision of overnight lodging to trustees attending Board meetings. The Committee concluded that if the Board adopts its one-day meeting recommendation, Board members should not expect overnight lodging so long as their travel to and from the meeting could be reasonably and safely accomplished on the Board’s meeting day. The Committee also agreed that the practice should be flexible to accommodate the individual and extenuating circumstances of members.

EXECUTIVE COMMITTEE AUTHORITY. The Committee and Clerk reviewed the Executive Committee's role, responsibilities, and authority. The Committee did not recommend any changes.

Chair Murphy adjourned the meeting at 9:49.

John Diamond for

J. Kelley Wiltbank, Clerk