

CSCU Board of Regents

AGENDA

Governance & Nominations Committee

March 9, 2026 @ 3:00 p.m.

Conducted Virtually and Livestreamed at: <https://youtube.com/live/XsknOPyuaNc>

- 1. Call to Order and Declaration of Quorum**
- 2. Introductory Remarks**
- 3. Adoption of Agenda**
- 4. Approval of Minutes – February 9, 2026 Meeting Page 1**
- 5. Succession Planning for CSCU and its institutions.....Page 4**
 - Review of draft policy
- 6. Board Member Orientation Schedule**
 - Update on scheduled training
- 7. Board of Regents Governance Review and Discussion**
 - Executive Committee/emergent circumstances/special meetingsPage 7
 - Draft guidance
- 8. Board Committee Charter Review**
 - Draft communication to Board Committee Chairs regarding Charter reviews.....Page 8
- 9. Executive Session Anticipated**
- 10. Adjournment**

**BOARD OF REGENTS FOR HIGHER EDUCATION
CT STATE COLLEGES AND UNIVERSITIES (CSCU)
MINUTES
BOR GOVERNANCE & NOMINATIONS COMMITTEE
February 9, 2026
CONDUCTED VIRTUALLY: <https://youtube.com/live/immo8zlj2cA>**

REGENTS – PARTICIPATING (Y = yes / N = no)	
Rick Porth, Chair	Y
Ira Bloom	Y
Juanita James	Y
Don Williams	Y

CSCU/BOR STAFF/REGENTS:

O. John Maduko, Chancellor, Interim
Adam Joseph, Vice Chancellor of External Affairs
Karen Buffkin, General Counsel/Secretary to the Board

1. **CALL TO ORDER**

Committee Chair Porth called the meeting to order and, following roll call, declared a quorum present.

2. **CHAIR INTRODUCTORY REMARKS**

Committee Chair Porth thanked everyone and recognized Regent James for her work in guiding the committee. The Chair further remarked that the Committee has a full agenda, leadership transition and that we can agree to be fluid and flexible. We have important issues on our agenda, the items in front of us today, and in the future the work we do will help us to do it in the right way.

3. **ADOPTION ON THE AGENDA**

A motion was made to adopt the agenda by Regent James. Regent Bloom seconded the motion. The motion was unanimously adopted.

4. **APPROVAL OF JANUARY 12, 2026 MEETING MINUTES**

Regent Williams made a motion to approve the December 5, 2025 meeting minutes. Regent James seconded the motion. The motion was unanimously adopted.

5. **SUCCESSION PLANING FOR CSCU AND ITS INSTITUTIONS**

Chair Porth requested that General Counsel Buffkin provide an overview of policy options for codifying the requirement for a succession plan. Purpose of each draft option is to have a formal succession plan in the event of absences in key leadership roles of the chancellor and institution presidents.

General Counsel Buffkin reviewed for the options some of the key definitions that would govern, the required notices based on the length of the absence, appointment based upon roles and qualifications, and what level of approval is required.

Additionally, it was noted that another approach could be to amend the bylaws to include a requirement that the chancellor or institutional president shall annually provide notification of the individual or position that is in charge with full authority during a period of absence.

The regents discussed that the policy should reflect flexibility to make changes within the organization and in the future a designated position may not exist in the future, clarity with respect to whether a designee would be limited to system employees, who makes the decision about the expectation of the length of the absence and does it require board approval or simply notification, and need to clarify the two step process of a standing designation and when the length of the absence exceeds what was contemplated.

Regent Williams indicated that the policy contemplates a call being made and who makes that determination, or does it spring to life based on the progression of the calendar. If there is a sudden absence of unknown there needs to be clarity.

Regents Porth and Bloom expressed that a multi-leader policy or scenario should not be contemplated. Chancellor Maduko shared his insights into the policy that there should be a pool of individuals as a certain level to designate from, that there should be a role for the board chair, and lean into the existing policies or contracts that provide for what happens when the chancellor or president is unavailable. It accounts for potential vacancies and inexperienced new leaders. The consensus was that an absence exceeding a certain time frame should go to the Board.

The discussion concluded with a request that a new draft of the policy be developed that reflected the discussion and consensus on certain points as noted.

6. BOARD MEMBER ORIENTATION SCHEDULE

The committee was updated on the poll for delivery of board member orientation and training. Additional dates will be added as necessary and re-confirmation of all board members being encouraged to attend the training.

7. BOARD OF REGENTS GOVERNANCE REVIEW AND DISCUSSION

Board member information

Matrix of board member information was discussed and that this would be an internal working document

Board vacancies

Current and anticipated vacancies were mentioned. The committee discussed developing a candidate pipeline, referencing previous discussions and avoiding conflicts of interest. The process of identifying candidates will become a standing agenda item, possibly broadened to "board engagement."

Executive Committee/emergent circumstances/special meetings

The Chair opened the discussion on the need for an executive committee of the board and how do we address emergencies. General Counsel Buffkin provided an overview of the

requirements for a special and emergency meeting of a board under the Freedom of Information Act. In addition, the bylaws were reviewed regarding the existing executive committee, which has not been amended. The governance committee has been created which negates the second charge of the executive committee and continues to exist to address emergency circumstances.

Consensus that this is an area to update and remind the Board of Regents of its role, notification that they are on the executive committee, and include it as part of board orientation. In the event it is invoked that all members are notified.

8. COMMITTEE CHARTER REVIEW

The committee discussed what the process for review should entail. Regent James suggested that perhaps it makes sense to ask the committee chairs to review and make recommendations with respect to their committee charters and do they reflect the current work. The suggested approach had general agreement among the members. Regent Williams suggested it may make sense as part of its review flag specific responsibilities that required of each committee. Those tasks would be shared with the Governance committee.

It was noted that there was no Executive Session items for consideration.

9. ADJOURNMENT

A motion to adjourn was made by Regent Bloom and seconded by Regent James. The motion was unanimously approved.

Respectfully submitted,

Karen K. Buffkin
General Counsel, Secretary to the Board of Regents for Higher Education

Policy #	Policy Name	BOR Resolution	Adoption Date

Policy Owner(s): Connecticut Board of Regents for Higher Education.

Applicability: This policy is applicable to the Chancellor and Presidents of system institutions.

Effective Date: TBD

I. Background

In accordance with Section 10a-1b of the Connecticut General Statutes and as incorporated into the bylaws of the Board of Regents for Higher Education (BOR), the chancellor is the Chief Executive Officer of the Connecticut State Colleges and Universities andThere shall be an executive staff responsible for the operation of the Board of Regents for Higher Education. The executive staff shall be under the direction of the chancellor of the Connecticut State Colleges and Universities, who shall be the chief executive officer of the Board of Regents for Higher Education.

II. Purpose

The purpose of this policy to provide a formal succession plan is to ensure that there are clear lines of authority, and to provide continuity in performance of the duties of the chancellor and in conduct of the administration of the system in the event of an absence of the chancellor.

This Policy is intended to be interpreted and implemented in a manner that is consistent with all applicable federal and state laws and regulations, and other applicable policies and procedures of the BOR.

III. Definitions

- a. **Extended absence** is an absence in which it is expected that the Chancellor or Institutional President may be absent for a period that exceeds ninety (90) days.
- b. **Long-term absence** is an absence of the Chancellor or institution President expected to be for a period exceeding thirty (30) days but less than (90) days and return to the position at the conclusion of the circumstance precipitating the absence is expected.
- c. **Senior Level Administrative Leader** is the rank of position or individual who the Chancellor or President may designate in the event of an absence of the Chancellor or institution President and possesses appropriate qualifications.
- d. **Short-term absence** is an absence in which it is expected that the Chancellor or institutional President will be absent for a period of 30 days or less, excluding vacations, and return to the position is expected.

IV. Policy

a. Chancellor

i. Short term absence

Not later than July 1st of each fiscal year the Chancellor shall designate in writing a senior level administrative leader from within the system with executive level administrative experience and designated signatory authority to exercise full authority as chief executive officer and for administration of the CSCU system for the period of absence not to exceed 30 days. The written designation shall be transmitted to the BOR.

If during the fiscal year the designated senior leader is unavailable, the Chancellor shall provide an updated designation and transmit it to the BOR as soon as practicable. Nothing in this policy shall prohibit the Chancellor from providing a secondary designation in the event the primary designee is unavailable to serve.

The Chancellor shall notify the Chair of the BOR when the Chancellor has a planned absence in which the Chancellor is unable or unavailable to perform the full duties and responsibilities of the position.

ii. Long term absence

If the Chancellor anticipates an absence that is long term, the Chancellor shall notify the Chair of the BOR of the need for the absence and the expected period of such absence. The Chancellor shall confer with the Chair of the BOR and in the absence of an objection by the Chair, the Chancellor's designee shall serve for a period not to exceed 90 days.

iii. Extended absence

In the event of an extended absence of the Chancellor, the Chancellor shall notify the Chair of the BOR and the BOR may, in accordance with the terms of the Chancellor's contract, BOR policy and/or bylaws, appoint an interim chancellor to lead the system.

iv. Absence without notice

If the Chancellor is absent for any period without notice to the Chair of the BOR, the Chair shall operationalize the Chancellor's designation for a period of 30 days to enable the BOR to call a special meeting to address the absence in the role of the Chancellor.

b. Institutional Presidents

In the event that an institutional president is absent, whether planned or unplanned, for a short-term, long-term or extended period of time, the Chancellor shall appoint an interim President from among the vice presidents of the institution.

c. BOR Responsibilities

Nothing in this policy is intended to interfere with, amend or delegate the authority of the BOR over the selection and appointment of the Chancellor of the CSCU system.

V. Communication and transition plans

The Chancellor shall cause the development of a communication plan to the CSCU System, including internal and external stakeholders and key external state offices and agencies.

VI. Enforcement

Failure to follow the policy may result in disciplinary action.

DRAFT



Board Operational Protocol for Emergency Meetings

The bylaws for the Board of Regents for Higher Education established an Executive Committee of the Board with the authority to “The Executive Committee shall exercise in emergencies the authority of the Board of Regents, consistent with the policies of the Board or with any action taken earlier by the Board. For purposes of executive committee action, a matter shall be deemed an emergency circumstance when delaying action until the full Board’s next meeting could result in significant risk, expense, or disruption to the Universities, Colleges or their operations.”

In addition, the Freedom of Information Act provides for public bodies to hold Special Meetings and Emergency Meetings in accordance with the general statutes. An Emergency Meeting can be called and held with less than 24 hours’ notice if circumstances dictate. A Special Meeting requires not less than 24 hours’ notice.

It is the recommendation of the Governance and Nominations Committee, to ensure transparency and engagement of the full Board where possible, that where possible a Special Meeting of the full Board of Regents be called to address emergent circumstances, unless time is of the essence. If the Executive Committee convenes to address an emergency circumstance all Board members will be notified and provided the opportunity to participate in the discussion.



MEMORANDUM

TO: Committee Chairs
FROM: Governance and Nominations Committee
DATE:
RE: Review of Committee Charters

As reported at our last Board of Regents meeting, the Governance and Nominations Committee is undertaking a periodic review of board governance documents and, as part of that effort, we would like to seek your input and assistance with respect to the committee that you lead in completing this review.

We are asking that each Committee conduct a review of their respective committee charter and consider whether any revisions, updates, or clarifications are necessary or recommended and does the charter accurately reflect the committee's current responsibilities and operations. Please submit any recommended changes, or confirmation that no changes are proposed, for consideration as part of the Committee's overall governance review.

The Governance and Nominations Committee will compile and consider all feedback as part of its overall charter review process and will bring any proposed amendments forward for appropriate consideration.

Thank you for your assistance and continued commitment to effective board governance.