COMMITTEE OF THE WHOLE
BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, February 6, 2015 at 8:00 a.m., in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Debbie McAneny, Vice Chair David Daigle, Secretary Joan Lenes, Cynthia Barnhart, Bill Botzow, Christopher Bray*, Robert Brennan, Frank Cioffi, Carolyn Dwyer**, Richard Gamelli, Samantha Lucas, Ron Lumbra, Don McCree, David Potter, Dale Rocheleau, Donna Sweaney, Tom Sullivan, Raj Thakrar, Lisa Ventriss, Jeff Wilson, and Mark Young

MEMBERS ABSENT: Carolyn Branagan, Anne O’Brien, Kesha Ram, and Governor Peter Shumlin

ALSO PARTICIPATING: Provost David Rosowsky, Student Government Association President Aya AL-Namee, Alumni Association Board of Directors Member Afi Ahmadi, Faculty Senate President Julie Roberts, Graduate Student Senate President Lane Manning, Staff Council President Renee Berteau, Professor of English David Jenemann, Professor of Anthropology Luis Vivanco, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations and Administration Tom Gustafson, Vice Provost for Student Affairs Annie Stevens, Associate Vice President & Director of Athletics Bob Corran, Special Assistant to the President and Director of State Relations Clarence Davis, Director of Capital Planning and Management Robert Vaughan, Senior Advisor to the President and Provost John Evans, Vice President for Executive Operations Gary Derr, Director of Institutional Research John Ryan, Vice President for Enrollment Management Stacey Kostell, Chief Risk Officer Al Turgeon, and UVM Foundation CEO & President Rich Bundy

*Present for the afternoon session only.
**Departed the meeting at 5:20 p.m.

Chair Debbie McAneny called the meeting to order at 8:05 a.m.

Approval of Minutes

Chair McAneny presented the October 17, 2014 minutes for approval. A motion was made, seconded and voted to approve the minutes as presented.

Chair’s Report (see full report appended to minutes, beginning on page 15)

President’s Report

President Sullivan began his brief report by recognizing retiring Trustees. He next highlighted his Foundation-related travel since October 2014. He also introduced Nancy Mathews, who joined
the University in July as Dean of the Rubenstein School of Environment and Natural Resources. Dean Mathews is a leading environmental scholar and educator who came to the University from the University of Wisconsin-Madison.

President Sullivan moved on to report that the 2nd Legislative Summit was held on campus November 18th. Over 100 state legislators, state agency representatives, faculty and students were in attendance. He then provided a brief update on applications noting that, as of last week, over 25,000 applications were received for 2,355 seats. He thanked Vice President for Admissions Stacey Kostell for facilitating record application numbers. President Sullivan next acknowledged student Connor Luong, who is shadowing the President for his first day of a job-shadowing exercise. President Sullivan also reported that Josh Speidel, a UVM basketball recruit in the class of 2019, was recently injured in an automobile accident and remains in critical, but stable, condition. He wished Josh a swift and complete recovery. President Sullivan concluded his report by recalling that the University has hosted several distinguished speakers this semester, including Salman Rushdie, Wil Haygood and Alan Alda.

**Governance Leaders Reports**

Chair McAneny invited Student Government Association (SGA) Aya AL-Namee to provide her last report. President AL-Namee reported SGA is currently collaborating with numerous departments to organize Healthy Relationship Week, Equity Week and Earth Week. They have also selected the next student Trustee, David Brandt. SGA has been pleased to be involved with the process to review the academic calendar, and the SGA Academic Affairs Committee is working to communicate the changes to students and collect feedback. SGA will also be holding a campaign to encourage students to participate in professor evaluations. President AL-Namee next reported that SGA’s Public Relations Committee is compiling a list of on and off-campus resources to support and advocate for victims of sexual assault. SGA is moving forward with transitioning its budget model and will be holding a workshop to address issues or questions regarding the application process. President AL-Namee was pleased to announce that, after a redistricting process, Ward 8 will include approximately 70% of UVM students, which will offer a new platform for interaction and collaboration with Burlington residents. President AL-Namee closed her remarks by advocating for the Students Climate Culture who has recommended that the University divest from fossil fuels. She encouraged the Board to ensure that the group is heard.

Chair McAneny asked President AL-Namee what advice she would give the incoming SGA President. President AL-Namee answered that she would encourage the President to complete required courses prior to taking office to assist with time management.

Alumni Association Board of Directors Member Afi Ahmadi provided the Alumni Association report on behalf of President Kristina Pisanelli. He reported that Alumni continue to express interest in being involved in career services assistance. Nearly 8,000 alumni members participate in the LinkedIn career support group. The Alumni Association is also partnered with the Career Services Center, and they have recently developed a shadow program where 50 alumni have volunteered to have students shadow them for a business day. Mr. Ahmadi next reported that the Affinity Program continues to grow with the launch of new affinity groups occurring at twice the
rate of original predictions. Regarding the demolition of Chittenden/Buckham/Wills (CBW) residence hall, he reported that the Alumni Association is planning a social media engagement campaign inviting six decades of alumni to share their experience in the halls. Alumni will also be offered the opportunity to purchase a commemorative CBW brick. On behalf of the Alumni Association, he thanked the Board for its commitment and dedication to the UVM Alumni House project.

Faculty Senate President Julie Roberts highlighted Faculty Senate engagement with students. She reported that the Faculty Senate Student Affairs Committee continues to review the academic calendar to determine ways it might be shifted to increase student academic rigor and to encourage healthy choices. The Executive Council and Faculty Senate Officers have been participating in the evaluation in teaching project to encourage a more broad-based and stringent look at UVM teaching. President Roberts noted that she, along with Vice President Stephanie Kaza, have appreciated the opportunity to attend meetings of the Board of Trustees’ Career Services Work Group. She next reported that the Faculty Senate Financial and Physical Planning Committee continues to work on ensuring communication between central administration and faculty, especially regarding the Incentive Based Budgeting (IBB) model. President Roberts expressed pride to report that a successful faculty book reception took place in December and referred to an online brochure on the President’s webpage that highlights the event. She next reported that on Monday, February 9, the Senate is scheduled to vote on the second general education requirement: sustainability. Finally, President Roberts reported that Faculty Senate President-elect Lisa Aultman-Hall will take office July 1st.

Trustee Bill Botzow asked President Roberts whether she believes that academic rigor and well-being are connected. President Roberts replied that the two are definitely connected. She added that there is a need to look into how to structure the academic calendar to de-emphasize when students tend to make bad choices.

Trustee David Daigle asked President Roberts how she feels the IBB initiative is going. President Roberts replied that a year from now would be a better time to opine on the success of the initiative, as it is running simultaneously with the current budget model. However, she said that she is encouraged that both the Faculty Senate and the Administration are discussing possible unintended effects of IBB and brainstorming on how they might address those before they occur.

Graduate Student Senate (GSS) President Lane Manning provided a brief report. He highlighted that Vice President for Research Richard Galbraith invited him to explore local resources and opportunities, which President Manning hopes more graduate students will explore. One of the resources was the Burlington Generator, located in Memorial Auditorium, which serves as a space to support science, art and creativity. President Manning next reported that, in the area of career services, the GSS held a successful professional development event that focused on resumes and locating jobs. Regarding IBB, he previewed that the model will underscore the notable cost associated with graduate studies, specifically in regard to funded PhD students. He emphasized that the need for awareness of how mission-critical graduate students are to the University.
Chair McAneny described her excitement upon learning about Burlington Generator. President Manning shared her sentiments and noted that the space is very much like a club and only requires a small monthly fee. Provost David Rosowsky added that UVM is partnering with Burlington Generator, in addition to other resources that are collectively part of the local entrepreneurship ecosystem. He added that he will be reporting more on these resources within the year.

In reference to Burlington Generator, and other entrepreneurial resources, Trustee Botzow asked if the University’s efforts are scalable for the rest of Vermont. Trustee Frank Cioffi replied that Senior Advisor to the President and Provost John Evans was the catalyst for the creation of the Vermont Center for Technologies (VCET), which supports local entrepreneurs. VCET’s headquarters are located in Burlington with presence also on UVM and Middlebury College campuses, and it is accessible in a virtual way throughout the State. VCET will continue to expand physical locations, with the next space planned in Bennington. Trustee Cioffi explained that the challenge with such initiatives is to find space that is provided at almost no cost because these resources do not generate revenue. He emphasized that the success of VCET would not be possible without the support it has received from the University.

Trustee McAneny returned to President Manning’s concern regarding the expense of a graduate education. She assured him that graduate students are mission-critical to the University. She also added that it is clear to her that the graduate student government structure has improved and thanked President Manning for his enthusiasm and work towards GSS’s success.

Staff Council President Renee Berteau began her report by referencing the recent Vermont Labor Relations Board election as a catalyst for the Staff Council to expand advocacy on behalf of staff. Staff Council plans to host focus group sessions where staff will be invited by random sampling to participate in dialogue about things that are going well and areas of concern for staff. The input gathered from these sessions will be used to form common themes, and then larger-scale brainstorming sessions will be conducted to generate ideas to address staff concerns. Staff Council hopes to bring information gained from this initiative to the Board’s attention at its May meeting.

Chair McAneny thanked President Berteau for her report and stated that she is pleased that Staff Council is conducting the study and she looks forward to hearing about it in May.

**Action Items**

Committee on Board Governance Chair Frank Cioffi introduced a resolution approving revisions to the Committee’s charge. He explained that, over the summer, a cyclical review of all Committee charges was conducted by University and Board leadership, and, as a result revisions are being recommended. The proposed revisions to the Board Governance Committee charge aim to simplify the charge and to reflect current Board practices with regard to retreat planning and Board and Committee self-assessments. On November 3, 2014, the Board Governance Committee reviewed and recommended the proposed changes for Board approval.
The following resolution was presented for approval:

**Resolution Approving Revisions to the Committee on Board Governance Charge**
RESOLVED, that the Board hereby approves revisions to the Committee on Board Governance charge appearing as Appendix A to this document.


Audit Committee Chair Mark Young reported that the Audit Committee reviewed the FY 2014 Audited Financial Statements on November 10, 2014. This was the first year that Grant Thornton conducted the audit. He presented the following resolution for approval:

**Acceptance of Fiscal Year 2014 Audited Financial Statements**

WHEREAS, the financial statements of the University of Vermont and State Agricultural College for the Fiscal Year ended June 30, 2014, have been audited by Grant Thornton LLP, Certified Public Accountants, and the report of the audit has been published in detail in accordance with 16 V.S.A. Section 2281(a);

BE IT RESOLVED, that the Board hereby accepts the FY 2014 Audited Financial Statements as recommended by the Audit Committee and presented today and acknowledges receipt of the FY 2014 Financial Report.


Chair McAneny sought approval of the appointments of Trustees Frank Cioffi, Joan Lenes, Dale Rocheleau, and herself to the Presidential Housing Work Group along with the Work Group’s charge included as Appendix B. She proposed the resolution with an amendment to reflect that she is the leader of the Work Group.
The following resolution was presented for approval:

Resolution Approving Presidential Housing Work Group Charge and Appointments

RESOLVED, that the Board hereby approves the appointment of Trustees Debbie McAneny (leader), Frank Cioffi, Joan Lenes, Dale Rocheleau to the Presidential Housing Work Group and the charge appearing as Appendix B to this document.


Chair McAneny noted that included in the meeting materials, for informational purposes, is the President’s Official Residence University Operating Procedures (UOP). The UOP reflects housekeeping amendments, including reference to Board oversight via the Presidential Housing Work Group, the use of Englesby House for private events, and the transition in administrative liaison from the Vice President for University Relations and Administration to the Vice President for Executive Operations. She noted that no action is required.

Chair McAneny reported that, at their January 12 meeting, the Executive Committee approved the appointment of trustees Richard Gamelli and Lisa Ventriss to the UVM/UVMMC Joint Strategic Planning Committee. She noted that the Committee charge will be amended to underscore the advisory nature of the group.

Chair McAneny next asked for approval of rescheduling the 2015 fall Board meeting date, from October 17-18 to October 2-3, to coincide with Homecoming Weekend and launch of the Campaign. She also asked for approval of the Board meeting and retreat dates for 2016 as proposed in Attachment 8 of the meeting materials.

A motion was made, seconded and voted to approve the rescheduling of the October 2015 meeting date and the 2016 meeting and retreat dates as presented.

Acknowledgement of Grants and Contracts Awards Report


Academic Presentation

Professor David Jenemann, Department of English, and Professor Luis Vivanco, Department of Anthropology, co-chairs of the Humanities Center (the Center), provided a presentation of their plans for the Center and its role in elevating and expanding the humanities at UVM.
Professor Jenemann explained that the Center was established in 1994 and originally operated out of a faculty member’s office. In the last several years, an effort was made to revitalize the humanities on campus including an effort to provide a dedicated space for the Center. In response to the claim of a “crisis in the humanities”. Professors Jenemann and Vivanco reported the opposite and highlighted the centrality and relevance of the humanities in the 21st century. The Center will support the contributions of the arts and humanities toward the betterment of the human condition, society, and the natural world, through interdisciplinary collaborations both within the College of Arts and Sciences and across the University. The Center’s mission includes these focus areas: curricular and extracurricular activities, championing faculty, and engagement.

Professor Vivanco discussed community engagement and the Center’s goal to broaden its reach. For example, the Center has hosted two meetings of the Mayor’s Book Club, and had approximately 50 participants at each event. The Center has also supported and participated in events such as the Burlington International Film Festival. Plans are underway for a “City as Classroom” course that will provide students with the opportunity to interact with civic leaders.

Professor Jenemann highlighted future plans for the Center. He stated that it is collaborating with the Colleges of Arts and Sciences to develop internship courses in fine arts and humanities. The publication, *Humanities*, that was handed out to the Board this morning will be broadly distributed and available on the web, and will celebrate and promote the University’s scholarly achievements in the humanities. The Center will also have a physical space in Billings as part of the building’s renovations. In terms of curricular initiatives, the Center is working to create a sophomore seminar and developing an undergraduate humanities certificate. Finally, an important initiative on their horizon is fundraising. The Center is currently working on an application for a National Endowment for the Humanities (NEH) challenge grant.

Professor Vivanco concluded the presentation by describing the next steps in the Center’s advance. They seek to develop leaders with interdisciplinary experience, they will play a role in the STEM Initiative, and they will continue to enhance the Center’s profile in the community, across the state, and nationally.

Trustee Bill Botzow asked how we compare to peer centers and what can be done to attract the best students. Professor Jenemann replied that, in terms of enthusiasm, engagement, teaching and research in the humanities, we are at par with our peers. However, in terms of resources, we are behind. Professor Vivanco added that there is a need to build awareness of the remarkable scholarship being conducted by faculty and students at UVM.

Trustee Lisa Ventriss suggested that the Center explore a partnership with the Vermont Young Writer’s Project. Professor Jenemann welcomed the suggestion and indicated that such a partnership would complement a current initiative underway which is called “A Community Sabbatical”.

Trustee Botzow asked how social media fit into plans for the Center. Professor Vivanco explained faculty are responding to the role of social media and the Center is as well. They are currently looking to expand ways to reach the student audience via social media.
Provost David Rosowsky emphasized that the University excels in its understanding of the connections between the humanities and arts, STEM, and the social sciences. He also stated that there are obvious opportunities to connect these areas between colleges and that he sees the Center playing a crucial role in making those connections. Provost Rosowsky acknowledged that the *Humanities* publication was part of a series of reports that are part of our strategic efforts to celebrate and promote our scholarly achievements, engage supporters and recruit talent to the University of Vermont. He noted that the next report will concern the social sciences.

President Sullivan thanked Professors Jenemann and Vivanco for their presentation. He recalled that, three years ago this week, he was interviewing for his current position. He was asked questions concerning the Spires of Excellence initiative which he acknowledged was important and also noted the need for a similar focused effort in the humanities. He said that he is thrilled to see the momentum this area has gained in his time at the University.

At 9:35 a.m., the Committee took a short break.

At 9:48 a.m., the meeting resumed.

**Science, Technology, Engineering and Mathematics (STEM) Project Concept Update**

Provost Rosowsky provided an update on the STEM complex. He began by recapping the major components of the project, which will result in a three-facility complex. The facilities will include a selectively renovated Votey Hall and the new Discovery and Innovation buildings. The project cost is estimated at $104 million, with 75% of the funding from debt and 25% non-debt. The project planning began in November 2012 and will be completed by May 2015. Construction will begin in May 2015 and is estimated to be completed by June 2018.

Provost Rosowsky described the space planning and engagement processes employed to design the space and determine how it will best be used. Planning discussions have occurred at more than 500 meetings and have included faculty, staff, administration, students and others. Provost Rosowsky noted that space planning guiding principles were developed in October of 2013 and have been utilized throughout the process. Benchmarking exercises and site visits have also been conducted. He also reviewed a timeline of presentations, reports, and approvals that have occurred at the Board level over the last three years.

Provost Rosowsky presented concept slides and a video that illustrated the complex’s exterior. He highlighted the sequencing of demolition and construction from May 2015 to June 2018: Angell Hall will be demolished and the Discovery building will be constructed; next, Cook Building will be demolished, and the Innovation building will be constructed. Votey Hall will also be undergoing renovation throughout this entire period of construction.

Trustee Robert Brenman asked what level of Leadership in Energy & Environmental Design (LEED) certification the buildings will meet. Director of Capital Planning and Management Robert Vaughan replied that the goal is for the buildings to reach Gold-level certification; however, the architects have been tasked with having the buildings meet Silver-level at a minimum.
Trustee Jeff Wilson inquired whether any value-engineering decisions are being made. Special Advisor to the President and Provost John Evans and Provost Rosowsky both acknowledged that smaller-scale design changes have been made to create cost savings and that spaces are being designed to maximize flexibility and utilization.

Trustee Joan Lenes expressed her excitement of the openness of the space-sharing design. Special Advisor Evans noted that, for the first time, multiple departments will be located in a shared space which will increase efficiency and better support students.

Trustee David Daigle emphasized the importance that the project not exceed $104 million and inquired about options in place to respond to unexpected expenses. Director Vaughan replied that most of the cost overage prevention occurs in the design phases. He explained that after each phase there is a new estimate and budget reconciliation by independent firms. If the reconciliation is not on budget the design is revised to meet budget parameters. Director Vaughan noted that half of the construction documents have been completed and there will soon be a third estimate exercise. They will not move forward with the project until they are sure the budget will be under $104 million. Trustee Daigle next asked what levers are in place if something goes wrong during the construction phase. Director Vaughan replied that, until the project has gone out to bid, and all details are finalized, they cannot conduct value engineering exercises or scope reduction, but he fully anticipates to have those options during construction.

Trustee Ron Lumbra asked if a master plan has been created that focuses on the impact of all of the central campus construction projects. Director Vaughan acknowledged that the Chiller Plant Renovation, new student housing, the STEM Complex project, and the demolition of Chittenden/Buckam/Wills residence halls will all happen over the next several years. He stated that many discussions have centered on the development of plans to manage construction traffic, pedestrian traffic and safety, create temporary walkways and support other logistics including emergency services.

Trustee Lumbra next asked when the construction will have its maximum impact. Provost Rosowsky answered that it is safe to say it will be throughout the next three years. He explained that the length of time between classes has been extended to ensure that students and faculty can reasonably navigate the changes. He also added that reasonably short-term inconveniences will be offset by the excitement for the project.

Trustee Botzow asked if there will be a net increase or decrease in energy use with the STEM complex. Director Vaughan stated that the buildings will be more efficient, but that there will be more square footage requiring energy.

Trustee Young noted the close proximity of the hospital project and the STEM complex and inquired about the architectural style of that project. Senior Advisor Evans and Provost Rosowsky explained that there have been discussions regarding the blending of the architecture and it will be complementary.
Executive Session

At 10:14 a.m., Chair McAneny entertained a motion to enter into executive session to consider contracts, of which premature general public knowledge would clearly place the University at a substantial disadvantage. She noted that action was anticipated following and that the session is anticipated to last 10 minutes. Everyone was excused from the meeting with the exception of Provost Rosowsky; Vice Presidents Cate, Gustafson and Bazluke; Associate Vice President & Director of Athletics Bob Corran, and Special Assistant to the President and Director of State Relations Clarence Davis.

At 10:33 a.m., the meeting was re-opened to the public.

Other Business

The following resolution was presented for approval

Resolution Authorizing Agreement with Learfield Sports, Inc.

BE IT RESOLVED, that the Vice President for University Relations and Administration, or his successor, is hereby authorized to negotiate and execute a multi-media rights agreement with Learfield Sports, LLC, or its affiliate, Catamount Sports Properties, LLC, for a ten-year term beginning July 1, 2015. In exchange for exclusive worldwide sponsorship and marketing rights relating to the University’s Athletics teams and programs, the University will receive guaranteed annual payments ranging from $750,000 to $1 million per year, along with a signing bonus and a share of Learfield’s adjusted gross revenues over certain specified thresholds.


At 10:34 a.m. the meeting was recessed.

The Committee reconvened at 3:42 p.m.

Dashboard Indicators Annual Review

Provost Rosowsky first introduced the 2015 UVM Fact Sheet. He explained that the document has been created in a new format as part of a broader effort to re-think how the University presents itself.

Director of Institutional Research John Ryan presented this year’s dashboard indicators and reminded Trustees that the format was revised last year. The dashboard includes input and output
dimensions. It also includes a benchmark dimension to gauge position and change over time. The indicators are aligned with the Strategic Action Plan and Academic Excellence Goals.

Director Ryan next noted that there is not much change from last year in the profile of comparator institutions. He stated that UVM tends to be smaller in terms of size and enrollment than our peers. He pointed out that a noticeable difference is in the area of graduate enrollment: UVM tends to have a ratio of 6 undergraduates for every graduate student and the comparator average is 2 to 1.

Director Ryan commented that the overall trends of the input indicators are mixed. Applications are up, international enrollment is up, and the student-faculty ratio is favorable. SAT scores, class rank and Pell Grant recipients are relatively stable or slightly lower than recent years. He noted that yield is in a long downward trend, which is a national phenomenon.

Director Ryan next reported that many output indicators appear to be positive and/or near the comparator average. One exception is a recent decline in the four-year completion rate which he feels is a one-time anomaly. Indicators are positive in high impact experiences, such as student research, and there is an emerging upward trend in retention that bodes well for future completion rates. Director Ryan noted that efforts are under way to increase graduate enrollment.

Director Ryan indicated that financial indicators are largely stable and favorable as the University is seeing a recovery in endowment assets. One exception is that the University continues to experience a decline in State support, as to which UVM is 46th out of the 50 States. He also noted that we are below the national average for indebtedness.

Director Ryan concluded that “closing the gaps” is a challenge, as our comparators are also working to improve in problem areas. He suggested that the University focus on “strategic” indicators that might accelerate improvement in multiple areas.

Trustee David Daigle observed that the yield rate for first-time first-year out-of-state students seems low relative to our comparators. He asked what efforts are being made to improve in this area. Vice President for Enrollment Management Stacey Kostell explained that efforts are being made in front-end recruitment and marketing to ensure that UVM places higher on prospective students’ list when they apply. She also noted that they are starting to rethink admission strategies such as Early Decision.

Trustee Daigle asked how yield is affected as the target area is broadened. Vice President Kostell replied this is an area of challenge as some of our competitors are becoming more accessible to students. She cited the University of Massachusetts and the University of Connecticut as examples. President Sullivan added that there is a direct relationship between yield and the amount of State support our comparators receive.

Trustee Potter inquired to whether there are disadvantages to using Early Decision as a strategy. Vice President Kostell explained that, for early strategy to work properly, the University has to be thoughtful in ensuring it is accessible enough so that students can afford to be bound to enrolling here if they choose UVM.
Chair McAneny asked President Sullivan which indicators stand out most to him. He answered that, in the area of selectivity, the trend moved five points in a positive direction, which is a great improvement. In reference to yield, he explained that, as the University’s reputation enhances, it will become more competitive; however, once in a more competitive market, it will be expected that the yield will decrease. He also observed that, regarding debt, about 40% of graduates leave UVM without debt, which is a notable positive compared to our peers. Of the 60% of students with debt, they average about $45,000 less than the public average, which is a huge selling point.

**Annual Enterprise Risk Management (ERM) Report**

Vice President for University Relations and Administration Tom Gustafson invited Chief Risk Officer (CRO) Al Turgeon to offer, and address questions related to, the annual ERM report.

CRO Turgeon described the University’s annual risk-opportunity management process. He explained that a preliminary risk inventory is identified and then a draft risk-opportunity register is created. A final risk-opportunity portfolio is developed, along with a heat map, and is presented to the President for his approval. Higher-level risks are assigned to responsible officials, who are then tasked with creating a management response plan (MRP). The officials are also required annually to brief the President, as well as their assigned Board Committees. CRO Turgeon provides an overall briefing to the Audit Committee and the Committee of the Whole every February.

CRO Turgeon next presented the risk-opportunity portfolio-register heat map as well as the 2015 schedule of when each responsible official’s MRP will be presented to their assigned Board Committees.

Trustee Wilson expressed concern about deferred maintenance. He asked that a deferred maintenance analysis and plan be presented to the Board at a future meeting.

Trustee Lisa Ventriss inquired how broader State issues might influence the University’s ERM process. She cited the potential legalization of marijuana as an example. CRO Turgeon replied that external factors can be introduced and included in the process at any time. He added that the marijuana concern did not arise this year, but alcohol and drug use did.

Trustee Daigle noted that UVM’s relationship with the State is categorized as an opportunity, and asked whether it should be a risk with the potential reduction of the State appropriation. He also opined that debt as a whole should be considered a risk factor and is currently absent from the ERM portfolio. CRO Turgeon agreed and indicated debt will be incorporated as a risk.

Trustee Botzow returned to deferred maintenance and noted he would like for the Board to know its options in this area and to have the information presented more graphically.

Trustee Young and Chair McAneny both commended the work CRO Turgeon has conducted and his efforts in bringing ERM to the forefront.
Executive Session

At 4:26 p.m., Chair McAneny entertained a motion to enter into executive session to consider contracts of which premature general public knowledge would clearly place the University at a substantial disadvantage, and a civil action. She noted that action was anticipated following and the session would last 25 minutes. She also disclosed that she, President Sullivan, Rob Brennan, and Don McCree serve on the Foundation Board and that a matter will be discussed in executive session that relates to the Foundation. She stated that these Trustees are not required to recuse themselves from the discussion or subsequent vote unless the non-conflicted trustees so request or unless the Foundation-associated Trustees individually decide to do so. She provided the opportunity for anyone to express their wish to recuse themselves. As there were no such wishes expressed, a motion was made, seconded and voted to enter executive session.

Everyone was excused from the meeting with the exception of Provost Rosowsky; Vice Presidents Cate, Gustafson, and Bazlueke; Vice Provost for Student Affairs Annie Stevens; Special Advisor to the President and Provost John Evans; UVM Foundation CEO & President Rich Bundy and Special Assistant to the President and Director of State Relations Clarence Davis.

Special Advisor John Evans was excused after the first item.

Vice Provost Stevens was excused after the second item.

Trustee Carolyn Dwyer departed the meeting at 5:20 p.m.

At 5:23 p.m., the meeting was re-opened to the public.

Other Business

The following resolutions were presented for approval:

**Resolution Regarding the Sale of 308 South Prospect Street**

RESOLVED, that the Committee hereby authorizes the Vice President for Finance and Treasurer to negotiate and execute a contract for the sale of the residence and real property located at 308 South Prospect St., Burlington, on the terms reported on this date.

**Resolution Authorizing Chittenden/Buckham/Wills Residence Halls Demolition Project**

WHEREAS, the University put out to bid various services associated with the demolition of the Chittenden, Buckham and Wills (CBW) residence halls; and

WHEREAS, the primary elements of the project will include construction costs associated with the demolition, hazardous materials abatement, and design and
construction of the portion of the Green Mountain Walkway that will traverse the site, which will entail multiple contracts;

THEREFORE, BE IT RESOLVED, that the Committee hereby recommends to the Board that it authorize the Vice President for Finance or his designee to expend up to $2,000,000 to complete the CBW demolition project; and

BE IT FURTHER RESOLVED, that the funds for such expenditures be drawn from funds due to the University from the University of Vermont Health Network under the terms of the affiliation agreement between the parties.

Resolution Authorizing Loan to UVM Foundation for Alumni House

WHEREAS, the University of Vermont Foundation (Foundation) has planned a $9.9 million renovation of Alumni House; and

WHEREAS, the Foundation is planning to pay for the renovation project with a combination of private gifts, reserves, and loans; and

WHEREAS, one of the private funding sources is a commitment for an estate gift that has an actuarially estimated value of approximately $2.7 million, the receipt of which is not expected for several years;

NOW THEREFORE, BE IT RESOLVED, that the Committee hereby recommends to the Board that it authorize the Vice President for Finance and Treasurer, or his designee, to use a portion of the net assets of the University to extend a non-interest bearing loan to the Foundation in the amount of $2.7 million subject to a note from the Foundation that calls for full repayment of the loan immediately upon receipt of the aforementioned estate gift.


There being no further business, the meeting was adjourned at 5:25 p.m.

Respectfully submitted,

Joan Lenes, Secretary
Deborah H. McAneny  
Board of Trustees, Chair’s Report  
February 6, 2015

We have a very full agenda today so I am going to keep my comments very brief.

This morning, among other things the Educational Policy & Institutional Resources (EPIR) Committee will be reviewing a proposal to approve a new minor in Musical Theatre and will hear a report of progress on Academic Excellence Goals 1 and 2 which call for increasing the percentage of undergraduate students graduating in four years and improving undergraduate student retention in years 1-4. The Budget, Finance & Investment Committee (BFI) will be doing the annual review of the Debt Policy and the annual review of net assets.

The afternoon has been left open for EPIR Committee members to attend the BFI Committee session for an update on the all-important Incentive Based Budget Implementation, as well as the discussion relating to the Science, Technology, Engineering & Mathematics (STEM) funding plan, and the authorization to move forward with the General Obligation Bonds.

As you are all aware, the STEM facility is a major element of the President’s Strategic Action Plan and an important strategic priority for both the University and the state of Vermont. We have been reviewing preliminary designs and programming and highlighting this project frequently over the past year or so. The leadership of BFI and I have also met several times since our last meeting with President Sullivan, Provost Rosowsky and Vice President for Finance Richard Cate to review and discuss the STEM funding and liquidity plans. These discussions culminated in the proposal you have before you today. I want to strongly encourage all the EPIR Committee members to attend BFI for this very important meeting.

Let me also take just a moment to recognize our retiring Trustees. There will be more to come on this topic tonight and tomorrow morning, but please join me in thanking our five retiring Trustees: Chris Bray, Carolyn Branagan, Dave Potter, Raj Thakrar, and Mark Young. Thank you all for the work that you have done to help us move forward during your terms.

We also have a new Trustee-in-waiting, who will begin his term on March 1st. Our new student Trustee, replacing Raj Thakrar, is David Brandt. David is a sophomore from Underhill, Vermont where he attended Mount Mansfield High School. He’s a senator of SGA serving on the Academic Affairs Committee. And I hear he is very passionate about Vermont and UVM. David can you please stand to be recognized. We welcome David and look forward to working with him. David will be joined by three new legislative trustees and a gubernatorial trustee who will be chosen later this month.

This concludes my Chair’s Report.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

COMMITTEE ON BOARD GOVERNANCE

The Committee shall periodically review the University Bylaws and Board of Trustees’ (“Board”) standards for Trustee conduct, such as the Statement of Trustee Responsibilities and the Trustee Conflicts of Interest policy, and make appropriate related recommendations to the Board.

The Committee shall serve as the nominating committee of the Board for candidates for Board and University officer appointments.

The Committee shall periodically offer recommendations to the Board regarding new Trustees’ orientation, and training and development programs for continuing Trustees, including Board retreats. The development of these recommendations will occur in active consultation with the President and/or the President’s designees.

The Committee shall initiate and oversee Board and Committee self-assessments to maximize Board performance effectiveness.

The Committee shall consider and make recommendations to the Board regarding such other Board policy and protocol matters as the Board Chair may refer to the Committee with notice to the Board, following his or her consultation with the Board.

Approved by the Board of Trustees: September 9, 2006
Amended by the Board Governance Committee: November 3, 2014
Approved by the Board of Trustees:
Presidential Housing Work Group Charge

The charge of the Board of Trustees’ Presidential Housing Work Group is to review periodically the suitability of the President’s Official Residence (“Englesby House”) for its intended purposes and to make associated recommendations to the Board. The Work Group also reviews and authorizes any special capital projects, including improvements to the grounds, which would not be considered routine maintenance or upkeep. Finally, the Work Group monitors compliance with the President’s Official Residence University Operating Procedure. The Chair of the Board serves as the Leader of the Work Group and appointments are made annually by the Chair following consultation and authorization by the Board.