A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, May 17, 2019, at 8:00 a.m. in the Mansfield Room, Room 210 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair David Daigle, Vice Chair Ron Lumbra, Secretary Curt McCormack1, Briar Alpert, David Aronoff2, Cynthia Barnhart, John Bartholomew3, Otto Berkes, Robert Brennan, Kevin “Coach” Christie4, Frank Cioffi5, Johannah Donovan3, Carolyn Dwyer, Jodi Goldstein5, David Gringeri, Sidney Hilker, Bernard Juskiewicz, Carol Ode3, Ed Pagano, Shap Smith5, Thomas Sullivan, Tristan Toleno7, and Samuel Young3

MEMBERS ABSENT: Don McCree and Governor Phil Scott

ALSO PARTICIPATING: Interim Provost and Senior Vice President Patricia Prelock6, Professor of German and Folklore Wolfgang Mieder, Faculty Senate President Cathy Paris, Alumni Association President Penrose Jackson, Student Government Association Jillian Scannell, Staff Council President Stephen Lunna, Graduate Student Senate President Joseph Campbell, UVM Foundation President & Chief Executive Officer (CEO) Shane Jacobson, UVM Foundation Board of Directors Chair Jim Keller, Director of Capital Planning & Management Robert Vaughan, Director of Facilities Design & Construction Paula Carlaccini, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for University Relations and Administration Thomas Gustafson, Vice President for Finance and Treasurer Richard Cate, Vice President for Executive Operations Gary Derr, Director of Athletics Jeff Schulman, UVM Foundation Vice President for Development Clarence Davis, UVM Foundation Chief Financial Officer Charlie Feeney, and Director of Federal and State Relations Wendy Koenig3

Chair David Daigle called the meeting to order at 8:03 a.m.

Approval of Minutes

Chair Daigle presented the February 1, 2019 and February 15, 2019 meeting 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 12).
After offering his report, Chair Daigle recognized President Tom Sullivan and Leslie Black Sullivan with the following resolution:

*Appreciation Resolution for Tom and Leslie Sullivan (2012–2019)*

WHEREAS, on July 15, 2012, E. Thomas Sullivan became the 26th President of the University of Vermont; and

WHEREAS, Leslie Black Sullivan returned to her beloved alma mater and brought a sense of pride and grace to the University; and

WHEREAS, Tom Sullivan has been unwavering in his commitment to enhancing academic excellence, ensuring access and affordability for students, and providing focused and effective leadership to the University; and

WHEREAS, Tom and Leslie have dedicated themselves with remarkable passion to the success of UVM’s students, faculty, and staff and to advancement of all aspects of the University; and

WHEREAS, Tom and Leslie have committed themselves to fostering lasting and enduring relationships with UVM alumni and reinforcing their commitment to and relationship with their alma mater; and

WHEREAS, Tom and Leslie have built strong and sustained relationships with the Vermont community, in particular, the Vermont State Legislature; and

WHEREAS, during Tom’s seven-year tenure, the University of Vermont’s physical campus has been transformed, the value of the endowment has grown significantly, course offerings have been expanded, and a $500 million comprehensive campaign has reached successful completion a year ahead of schedule;

THEREFORE, BE IT RESOLVED, that this Board of Trustees expresses its deep and abiding appreciation for President Tom and Leslie Sullivan’s profound positive and lasting impact on UVM, and extends its best wishes for a future that includes their continuing presence in Vermont and involvement with the University.

A motion was made, seconded and it was unanimously voted to approve the resolution as presented.

Next, the Board gifted President Sullivan with a reproduction Billings Library chair made of wood harvested at UVM’s Jericho Research Forest and Leslie Black Sullivan with a custom-engraved Simon Pearce vase filled with lilacs. To show the Board’s appreciation for the strong supporting role she played, seven lilac bushes will be planted in her honor around the campus.
Chair Daigle invited Professor of German and Folklore Wolfgang Mieder to present an additional gift. Professor Mieder introduced his most recently published book, “Right Makes Might”: Proverbs and the American Worldview, which he dedicated to the Sullivans. Professor Mieder presented the Sullivans with a signed copy and provided copies to Trustees.

President’s Report

President Sullivan previewed that the University’s 228th Commencement Ceremony is taking place this weekend. He then provided the following highlights from his President’s Annual Report, distributed to the Board at the meeting:

- University Distinguished Professor and Chair of Pharmacology Mark Nelson was recently elected as a member of the National Academy of Sciences
- Three teacher-scholars were bestowed The University Distinguished Professor Award: Professor of Psychological Science Mark E. Bouton, Professor of Romance Languages and Linguistics Tina Escaja, and Professor of Pathology and Laboratory Medicine and Biochemistry Russell P. Tracy
- It has been an excellent year for student awards, including Fulbright Scholars and a Truman Scholar
- The University had another record year for Peace Corp Volunteers, ranking #6 for comparable schools, with 31 alumni volunteering this year
- The report includes highlights from President’s Sullivan’s seven years at UVM

New England Commission on Higher Education (NECHE) Reaccreditation Update

President Sullivan offered an update on the status of the New England Commission on Higher Education reaccreditation (formerly the New England Association of Schools and Colleges - NEASC). The self-study report, and an external review process, is required every ten years. Accreditation constitutes the University’s authority to continue granting degrees and to receive federal funding.

President Sullivan reported that the NECHE visiting team was on campus last month and has since provided a draft report of its findings. He highlighted the following notable accomplishments listed in the draft report:

- Strong commitment from the Board of Trustees
- Faculty who are dedicated to the teacher/scholar model
- Excellent interaction among the University’s governance groups
- Loyal and hard-working staff
- The success of the Division of Student Affairs with its mission to ensure students are healthy, engaged, and successful
- Communication, transparency, and innovation related to the Incentive-Based Budgeting Model (IBB)
President Sullivan also noted the following improvements that were suggested in the report:

- Increase the amount of dedicated general education offerings
- Improve student advising
- Pay more attention to assessment
- Ensure there are adequate graduate course offerings
- Continue to address stresses related to disinvestment of state aid and declining enrollment
- Increase monitoring of syllabi and accuracy of the definition of credit hours

**Governance Leaders Reports**

Chair Daigle invited Faculty Senate President Cathy Paris to provide her last report and he thanked her for her patience, diplomacy, and good judgement during her tenure. President Paris expressed gratitude to the Board for their time and dedication to the University. She then displayed a photographic essay of what UVM means to her. President Paris concluded by introducing the incoming Faculty Senate President and Vice President, Thomas Chittenden and Chris Burns.

Alumni Association President Penrose Jackson provided her last report by recalling the Association’s major accomplishments during her term. These include the opening of the Alumni House, launch of UVMConnect, and increased diversity and inclusion.

Chair Daigle invited Student Government Association (SGA) President Jillian Scannell to offer her first report, and introduced her as a recently named Truman scholar. President Scannell stated that SGA’s number one priority is addressing student health and wellbeing. She reported that SGA recently amended its constitution so that the Student Action Committee is now the Student Action Committee on Wellbeing. Other areas of focus will be improving accessibility, advising and housing, and offering support for liberal arts and students lobbying for reform.

Staff Council President Stephen Lunna thanked the Sullivans for their dedication to the University and acknowledged former Provost & Senior Vice President David Rosowsky for his contributions. He also announced the six recipients of the President’s *Our Common Ground* Staff Award.

Graduate Student Senate (GSS) President Joseph Campbell provided his last report by recalling the many events and improvements made this past year. He highlighted that GSS recently formed committees focusing in the areas of parental and family leave, stipends, and housing. Lastly, he introduced Jessica Bocanegra, the new GSS President.

Chair Daigle acknowledged that some challenges are faced across constituent groups and he encouraged governance leaders to work collaboratively on such issues.

**Move Mountains: The Campaign for the University of Vermont Update**

UVM Foundation President & CEO Shane Jacobson provided his final *Move Mountains* campaign update. He was pleased to report that the UVM Board of Trustees and UVM
Foundation Board of Directors had a 98% giving rate to the campaign. President & CEO Jacobson next reported that to date, the campaign has raised $573 million. He also illustrated commitments by type, discussed the cumulative campaign progress, and highlighted activity planned for 2020.

President & CEO Jacobson recognized Foundation staff and volunteers for their contributions to the success of the campaign. Lastly, he thanked President Sullivan and Leslie Black Sullivan for their tireless work and dedication.

UVM Foundation Board of Directors Chair, Jim Keller, read the following citation and gifted the Sullivans with a Simon Pearce “Move Mountains” glass sculpture:

“Tom, as the 26th president of the University of Vermont and a member of the UVM Foundation’s Board of Directors, you have demonstrated an unwavering commitment to UVM’s land grand mission. Your leadership and vision have guided the University to new heights and helped inspire unprecedented levels of philanthropic support. By focusing on student access, academic excellence, campus facilities, and financial stability, you have helped the Foundation remain grounded in the matters that are central to the University’s long-term success. You have done all this with Leslie Black Sullivan, UVM Class of 1977, at your side, demonstrating each day her love for her alma mater. We commend you and Leslie for seven years of moving mountains for the entire UVM community—students, faculty, staff, alumni, parents, and friends. Your service and passion have changed UVM for the better and will not be forgotten. Please accept our deepest appreciation for all you have done for your university and for the UVM Foundation.”

Chair Daigle commended the Foundation for its success and credited the group for providing different ways for people to engage with the University.

Grants and Contracts Awards Report


Capital Projects Update

Director of Capital Planning & Management Robert Vaughan and Director of Facilities Design & Construction Paula Carlaccini offered an update on progress made on the construction of the Science, Technology, Engineering & Mathematics Complex (Innovation Hall), and the University of Vermont Medical Center Miller Building (the new Patient Care Facility) since the last meeting. Director Vaughan indicated that this will be his last report on the construction of Innovation Hall and the new Patient Care Facility, which he began reporting on in October 2015, among other projects that have since been completed. He stated that both buildings will be functional by the end of summer, at which time all fencing, trailers and jersey barriers will be removed; all sidewalks will be completed; and shuttle buses will resume their normal routes.
Director Carlaccini presented photos illustrating the construction progress of Innovation Hall as well as a current photo of the STEM Complex. In addition to several lecture halls and labs, Innovation Hall will house 95 offices for department chairs, business managers and faculty.

Director Vaughan next stated that the UVM Medical Center website has a countdown calendar (with fun facts) to the June opening of the new Patient Care Facility, which will introduce 128 new single occupancy private rooms. He then highlighted the history of the STEM project, including President Sullivan’s introduction of STEM as a number one priority at the November 2012 Board meeting. The programming phase began in October 2013 and construction documents completed in March 2015. Construction began in July 2015, and will end at the end of May. The total new construction amounts to 195,592 gross square feet. Director Vaughan also acknowledged academic, administrative and operational partners who worked on the project.

Director Carlaccini acknowledged that while it took many partners to move this project forward, she wanted to recognize Senior Construction Administrator Todd Merchant and Construction Field Coordinator Dan Williams for working tirelessly to bring the STEM project to a successful conclusion.

Director Vaughan concluded the presentation by displaying a time-lapse video that showed the entire four-years of construction in less than two minutes.

Chair Daigle called for a break at 9:35 a.m.

The meeting resumed at 9:49 a.m.

**Executive Session**

At 9:50 a.m., Chair Daigle entertained a motion to enter into executive session for the purpose of discussing contracts, premature public knowledge of which would clearly place the University at a substantial disadvantage, and to receive advice from legal counsel. He noted the session would last for approximately 45 minutes. Everyone was excused from the meeting with the exception of Trustees; Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations and Administration Thomas Gustafson, Vice President for Executive Operations Gary Derr, UVM Foundation Vice President for Development Clarence Davis, UVM Foundation Chief Financial Officer Charlie Feeney, Director of Athletics Jeff Schulman, Director of Capital Planning and Management Robert Vaughan, and Director of State and Federal Relations Wendy Koenig.

The meeting re-opened to the public at 10:41 a.m.

Director Vaughan revisited plans for the On-Campus Multipurpose Center and highlighted the project sequencing. He explained that Phase 1 construction of the new Tarrant Center and the shared three-story locker room/vendor/Victory Club areas have to be completed first. During this time, major work will also occur in the Gutterson and Athletic Support areas. Phase 1 should take approximately two years.
Director Vaughan moved on to explain that Phase 2 is dependent upon the completion of Phase 1, as Patrick Gym needs to remain the venue for Division 1 basketball until the opening of the new Tarrant Center. He explained that the University is unable to achieve all of the work originally planned within the $95 million budget. He stated that even with the simplification of several design features and cost efficiencies, project costs would exceed the original $95 million target by $10 million.

In order to remain within budget, Director Vaughan then highlighted two project components that could be deferred and completed later if additional fundraising efforts are successful. The first component is the South Concourse of the Gutterson renovation (approximately $5 million). The second component is certain Recreation & Wellness upgrades, including the MAC court upgrades and the completion of multi-purpose rooms and a classroom (approximately $5 million in aggregate). Donor funding will be pursued in order to complete these additional components.

Vice President for University Relations and Administration Thomas Gustafson stated that if fundraising is successful, completion of these additional components would not delay the project timeline.

Chair Daigle indicated that there have been ongoing efforts to balance project costs with program needs, and that the current proposal is a good compromise between the two. He also indicated his confidence that additional donor funding will eventually allow both of these additional components to be completed.

The following resolution was presented for approval:

**Resolution Authorizing On-Campus Multipurpose Center Project Program Plan and Expenditures**

WHEREAS, on February 4, 2017, the Board of Trustees authorized the administration to expend $750,000 to take steps relating to an on-campus Multipurpose Center (“Project”), including initiation of the schematic design phase and generation of a Project cost estimate and funding plan;

WHEREAS, on October 20, 2017, the Board authorized the expenditure of $1,000,000 of private gift funds for the first phase of design development for the Project;

WHEREAS, on February 3, 2018, the Board authorized the expenditure of $1,500,000 of private gift funds to fund the next phase of design development and permitting for the Project;

WHEREAS, on May 18, 2018, the Board authorized the expenditure of $2,000,000 of private gift funds to fund the last phase of design development and permitting for the Project;

WHEREAS, on October 26, 2018, the Educational Policy & Institutional Resources Committee approved the conceptual scope of the Project as presented to the Committee...
and then referred the Project to the Budget, Finance & Investment Committee for financial review;

WHEREAS, on October 26, 2018, the Budget, Finance & Investment Committee recommended to the Board that it authorize total Project expenditures of up to $95,000,000 (inclusive of the $5,250,000 previously authorized), subject to certain conditions specified by the Committee;

WHEREAS, on October 27, 2018, the Board approved a resolution authorizing the Project as presented to the Educational Policy & Institutional Resources Committee, at a cost not to exceed $95,000,000 (inclusive of the $5,250,000 previously authorized), subject to the University’s receipt and approval by February 1, 2019 of signed commitments from donors that total at least $30,000,000 in gifts directed for athletics or the Project, with at least $15,000,000 of the $30,000,000 to be scheduled to be received as cash no later than December 31, 2021;

WHEREAS, on February 1, 2019, there remained some portion of additional fundraising to be concluded;

WHEREAS, on April 15, 2019, the Executive Committee of the Board authorized the expenditure of up to $700,000 of private gift funds for pre-construction design assistance;

WHEREAS, on May 17, 2019, the University confirmed to the Board that it has received at least $30,000,000 of signed commitments from donors directed for athletics or the Project; that at least $15,000,000 of the $30,000,000 is scheduled to be received as cash no later than December 31, 2021; and that all bequests are irrevocable commitments that have been verified in writing;

WHEREAS, on May 17, 2019, the University presented to the Board planned modifications to the construction plan;

WHEREAS, the Board is satisfied with the current construction plans and financing plan;

WHEREAS, the Board is aware that private fundraising efforts for the Project continue;

THEREFORE, BE IT RESOLVED, that the Board hereby authorizes total Project expenditures of up to $95,000,000 (inclusive of the $5,950,000 previously authorized), subject to conditions specified in this resolution, with the funds to be expended in a manner consistent with the report made on this date;

BE IT FURTHER RESOLVED, that the Board authorizes additional Project expenditures of up to $5,000,000 from private gift funds that are evidenced by signed commitments from donors directed for athletics or the Project and are received in cash, and that are in excess of the $15,000,000 currently scheduled to be received as cash by December 31, 2021;
BE IT FURTHER RESOLVED, that all donor receipts for the Project are required to be used to fund Project expenditures or repay University debt; and

BE IT FURTHER RESOLVED, that the up to $95,000,000 of funds for Project expenditures referenced above be drawn from a combination of gifts, general funds, and up to $75,000,000 of University debt.

A motion was made, seconded and it was unanimously voted to approve the resolution as presented.

At 10:49 a.m., the meeting recessed.

The meeting reconvened on Friday, May 17, 2019, at 3:50 p.m. in the Mansfield Room, Room 210 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair David Daigle, Vice Chair Ron Lumbra, Briar Alpert, David Aronoff¹, Otto Berkes, Robert Brennan, Kevin “Coach” Christie¹, Frank Cioffi, Carolyn Dwyer, Jodi Goldstein, David Gringeri, Sidney Hilker, Bernard Juskiewicz, Ed Pagano¹, Shap Smith, and Thomas Sullivan

MEMBERS ABSENT: Secretary Curt McCormack, Cynthia Barnhart, John Bartholomew, Johannah Donovan, Don McCree, Carol Ode, Governor Phil Scott, Tristan Toleno, and Samuel Young

ALSO PARTICIPATING: Interim Provost and Senior Vice President Patricia Prelock, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations and Administration Thomas Gustafson, Vice President for Executive Operations Gary Derr, and Director of Community Relations Joe Speidel

¹Participated via phone.

At 3:51 p.m., Chair Daigle entertained a motion to enter into executive session for the purpose of discussing contracts, premature public knowledge of which would clearly place the University at a substantial disadvantage. He noted the session would last for approximately 10 minutes with action anticipated following. Everyone was excused from the meeting with the exception of Trustees, Interim Provost and Senior Vice President Patricia Prelock, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations and Administration Thomas Gustafson, and Vice President for Executive Operations Gary Derr, and Director of Community Relations Joe Speidel.

The meeting re-opened to the public at 4:10 p.m.
The following resolutions were presented for approval:

**Authorizing Resolution Related to the Negotiation and Execution of a Voluntary Payment for Services Agreement with the City of Burlington**

WHEREAS, on September 8, 2007, the Board of Trustees authorized the administration to enter into a letter agreement with the City of Burlington regarding a voluntary payment for services;

WHEREAS, the September 2007 letter agreement expired on June 30, 2014;

WHEREAS, annual extensions of the 2007 letter agreement have been approved by the Board since the expiration of the original agreement;

WHEREAS, the latest extension of the 2007 letter agreement expired on June 30, 2018;

WHEREAS, the City and University have been in negotiations regarding excess billing for water by the City and as a result the University did not enter into a new Voluntary Payment for Services Agreement with the City after the expiration of the existing Agreement on June 30, 2018; and

WHEREAS, the City and University have reached agreement, subject to the Board of Trustees approval, on repayment by the City of the overbilling for water and agreement on a new Voluntary Payment for Services Agreement with the City of Burlington;

BE IT RESOLVED, that the Board hereby authorizes the administration to negotiate and execute a new Voluntary Payment for Services Agreement with the City of Burlington consistent with the terms discussed with and approved by the Board on this date.

**Authorizing Resolution Related to the Repayment of Overbilling for Water Charges by the City of Burlington**

WHEREAS, because of an issue related to water metering, the City of Burlington overcharged the University for water over a period of years;

WHEREAS, the University was unaware of the overbilling and when notified by the City of Burlington of the overbilling, the parties entered into negotiations as to the amount of the overbilling and repayment;

WHEREAS, the City and University have reached agreement, subject to the Board of Trustees approval, on repayment by the City of the overbilling for water;

BE IT RESOLVED, that the Board hereby authorizes the administration to negotiate and execute a Repayment Agreement with the City of Burlington, consistent with the terms discussed with and approved by the Board on this date.
A motion was made, seconded and it was unanimously voted to approve the resolutions as presented.

**Other Business**

There being no further business, the meeting adjourned at 4:13 p.m.

Respectfully submitted,

David A. Daigle, Chair
Good morning everyone, and welcome to our commencement weekend board meeting. Our May meeting is always an opportune time to reflect on our purpose as an institution of higher education. As we salute the class of 2019 graduates on their accomplishments, and bid them success in the next chapter of their lives, we should take a moment to consider how important this chapter has been for their personal development. I hope that we can use the excitement of commencement to reaffirm our responsibility to help future generations of students advance and fulfill their dreams.

As you know, we are approaching a presidential transition at UVM. In this year, UVM’s 228th, we will bid farewell to President Sullivan, only UVM’s 26th president, and welcome Dr. Suresh Garimella, our 27th. Transitions bring opportunity as well as risks, and we all can play a role in creating opportunities for success and in managing risks through this transition. As President Sullivan can attest, university presidencies are increasingly complex roles, and events beyond the control of the president can often define a president’s term. It is gratifying to all of us that Tom is stepping down from the presidency on his own terms, at a moment when the UVM community will unquestionably view his presidency as a success. Let me share just a few reasons why:

- **UVM’s endowment per student has reached its highest level ever, and continues to grow thanks to the tremendous efforts of many of you.** Since 2012, in real terms, the endowment per student has increased by approximately 40%. To all of you who help in our fundraising efforts, to our friends and partners at the UVM Foundation, and especially to our donors, we thank you. Shane will share much more about our success on this front in a few minutes, and we look forward to seeing many of you at the campaign celebration Friday evening. Fundraising is fueled by institutional success and a belief in leadership, and President Sullivan has played an indispensable role in the success of this campaign.

- **Academic achievement of our incoming classes has improved, with the most recent three classes being among the strongest in recent history.** There are several reasons for the improvement, including the success of our honors college, which has made UVM more competitive in terms of attracting some of the most talented students. At the same time, our admit rate for these classes was at the low end of UVM’s recent history, while our yield was at the high end of the range. We need to continue to make progress on these critical indicators, but the trends are visibly positive. I want to thank all of our enrollment and admissions staff, as well as our alumni and students who play such a critical role in admitted student events, for your excellent work in building these classes.

- **We have made great strides in addressing decades of underinvestment on our campus.** Construction has come at an obvious cost, and unlike many of our peer public institutions, we had to fund this cost substantially from our own resources, without State support. But as we near the end of the redevelopment of our central campus, we should all be excited and proud of what has been achieved, both in functional and aesthetic
terms. I want to thank all of those involved in these projects, for your vision, your relentless efforts to bring these projects online on time and on budget, and your focus on safety.

- Our leadership at the dean level is as strong as I can recall, and perhaps as strong as it has ever been. Across the colleges, we have a group of accomplished, experienced, talented deans who are having a positive impact not only on their colleges, but across the University as they seek to collaborate with other academic units. All but two of our deans, if we include the current searches, were appointed in the last five years. Our deans naturally play a critical role in academic affairs, but their roles are becoming increasingly entrepreneurial as they seek to advance their colleges in the face of new challenges.

No president is an island, and every one of these accomplishments results from the collective efforts of many. But having an able captain at the helm enables progress, and affords safe passage in dangerous waters. With a successful presidency under Dr. Garimella, we seek to build upon the progress that has been achieved under President Sullivan’s leadership, to continue to strengthen UVM for the benefit of future generations, and to enhance its reputation as an academic institution of excellence.

Finally, I would like to invite all trustees who are receiving a degree from UVM this weekend to please rise so that we may offer our congratulations! Carolyn Dwyer is receiving her Doctorate in Educational and Leadership Policy Studies, and we wanted to take a moment to recognize and congratulate her on this achievement!

This concludes my chair’s report.