A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday September 14, 2009 at 8:30 a.m., in the President’s Conference Room, 351 Waterman Building.

MEMBERS PRESENT: Chair Ian Boyce*, Vice Chair Frank Cioffi*, Claire Ayer*, Bill Botzow*, Robert Cioffi*, Daniel Fogel and John Snow

REPRESENTATIVES PRESENT: Faculty Representative Jim Burgmeier and Student Government Association Representative Bryce Jones

ABSENT: Trustee Debbie McAneny, Staff Council Representative Beth Walsh and Alumni Council Representative Meg Guzewicz

PERSONS ALSO PARTICIPATING: Interim Provost Jane Knode, Vice President for Finance and Administration Richard Cate, Vice President for Legal Affairs & General Counsel Francine Bazluke, Vice President for Executive Operations Gary Derr, Vice President for Federal, State and Community Relations Karen Meyer, Vice President for Enrollment Management Chris Lucier and Vice President for Student and Campus Life Thomas Gustafson

*By means of telephone.

Chair Ian Boyce called the meeting to order at 12:07 p.m.

Approval of Minutes

Chair Boyce entertained a motion to approve the minutes from the August 17, 2009 meeting. The motion was made, seconded and it was voted to approve the minutes.

President’s Report

President Fogel referenced his recent written communication sent to the Board Sunday, September 13, 2009, which provided updates that he would normally report to this Committee. An opportunity for questions was offered. There being no discussion, the Chair introduced the next agenda topic.

October Board Meeting Preparations

Chair Boyce provided a brief overview of the preliminary October meeting schedule and draft agendas included as attachment 2 in the meeting materials. He noted that the meeting will begin Thursday afternoon with Phase II of New Trustee Orientation, after which a tour of Jeffords Hall and the Given Courtyard will be offered. The reception
traditionally held in conjunction with the fall Board meeting recognizing the Kroepsch-Maurice Award recipients will be held following the tour and Trustees will be encouraged to attend. Committees will meet Friday and the full Board will meet on Saturday morning to hear Committee reports and to consider recommended action items.

**Action Items**

Vice President Cate introduced three resolutions for approval by the Committee. The first requests a renewal for the annual journal acquisitions contract with EBSCO, Inc. The University currently employs EBSCO as the agency for over 90% of its journal acquisitions. Vice President Cate indicated that there are not any notable competitors in this field and that the contract is for $3,700,000.

The second resolution requests an extension of the University’s contract with Royall & Company, which provides enrollment-related services by managing the University’s search and fulfillment program, senior search, and VIP applications. Since 2002, Vice President Cate stated, the University’s partnership with Royall & Company has been an essential strategic pillar in creating a large, talented, and diverse undergraduate applicant pool. This contract covers all three services and will be bid out next year. Vice President Cate is seeking Board approval for this contract as it includes consulting services. The negotiated price of $476,449 extends the contract through May 2010.

The third resolution seeks authorization for the Audit Committee Chair, in consultation with Audit Committee members, to select an audit firm for follow-up review of internal controls related to transactions identified last fall by Deloitte & Touche, LLP. Audit Committee Chair Bill Botzow, Committee members Harry Chen and Jeff Davis, Interim Internal Auditor Erica Heffner, and a representative from the State Auditor’s office will be interviewing bidders on Thursday, September 17 and will make a recommendation to the full Audit Committee at its next meeting on September 21.

An opportunity for discussion of the three resolutions was offered. Faculty Senate President Jim Burgmeier advised the Committee that faculty have sent a letter requesting on-line journal provider Elsevier B.V. to provide a conflict disclosure statement, the purpose of which would be to identify journals that are paid by pharmaceutical companies for articles. Chair Boyce inquired about the scope of the Royall & Co. agreement and comparison of cost relative to previous agreements with them. Vice President Lucier indicated that the scope of their services had been enlarged slightly to focus our enrollment beyond current regions served and as a result that had increased the cost slightly.
The following resolutions were presented for approval:

**Resolution Approving Renewal of Library Acquisition Contract with EBSCO, Inc.**

BE IT RESOLVED, that the Vice President for Finance and Administration, in consultation with the Dean of Libraries, be authorized to renew the contract with EBSCO, Inc. as subscription agent for library acquisitions. The contract for EBSCO will be for calendar year 2010 and shall not exceed $3,700,000.

**Resolution Authorizing Extension of Royall & Company Contract**

RESOLVED, that the Vice President for Finance and Administration is hereby authorized to negotiate and execute an extension to the Student Marketing Program contract of $476,449 with Royall & Company for the deployment of UVM’s student interest initiation campaign, for launch dates to begin November 15, 2009, and conclude May 31, 2010.

**Authorization to Retain Audit Firm for Follow-Up Review of Internal Controls Relating to Specified Transactions**

RESOLVED, that the Executive Committee hereby authorizes Audit Committee Chairman Bill Botzow, in consultation with Audit Committee members, to retain an Audit firm for follow-up review of internal controls relating to specified transactions, such retention to be made on contract terms commensurate with the report the administration made today.

A motion was made, seconded and it was unanimously voted to approve all three resolutions as presented.

**Other Business**

At 12:27 p.m., Chair Boyce entertained a motion to enter into executive session to discuss collective bargaining and contracts. The motion was seconded and approved. All in attendance were excused from the meeting with the exception of Trustees, Interim Provost Jane Knodell, Vice President Cate, Vice President Derr, Vice President Meyer, Vice President Gustafson and General Counsel Bazlake.

The meeting was re-opened to the public at 1:18 p.m.

President Fogel advised that the administration has shared a draft administration staffing levels study with governance group leaders and that the Board will receive copies of the study promptly following its finalization.

Vice President Karen Meyer stated that the Secretaries of Agriculture of the New England States have announced a program called Keep Local Farms, and that UVM will
be identified as the first university in the nation to partner with the Vermont program.

**Adjournment**

There being no further business, the meeting was adjourned at 1:25 p.m.

Respectfully submitted,

Ian D. Boyce, Chair