A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, November 14, 2011 at 1:00 p.m., in room 351 Waterman Building.

MEMBERS PRESENT: Chair Robert Cioffi*, Vice Chair Harry Chen*, Bill Botzow, Ian Boyce*, John Bramley, Frank Cioffi, Debbie McAneny*, Donna Sweaney* and Mark Young

REPRESENTATIVES PRESENT: Student Government Association Representative Julian Golfarini, Faculty Representative Julie Roberts and Staff Council Representative Ida Russin

MEMBERS ABSENT: Graduate Student Senate Representative Eduardo Cotilla-Sanchez and Alumni Association Representative Ted Madden

PERSONS ALSO PARTICIPATING: Provost Jane Knodell, Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Finance and Administration Richard Cate, Vice President for Executive Operations Gary Derr, Vice President for Student and Campus Life Thomas Gustafson, Chief Internal Auditor Bill Harrison, and Chief Compliance Officer Anna Drummond

*By means of telephone

Chair Robert Cioffi called the meeting to order at 1:04 p.m.

Approval of Minutes

Chair Cioffi entertained a motion to approve the minutes from the July 11, 2011 meeting. The motion was made, seconded and it was voted to approve all minutes as presented.

Chair’s Report

Chair Cioffi reported that the Annual Review Subcommittee met on October 18, 2011, and heard from external consultant Randy Goodman regarding current higher education trends of executive compensation, as well as presidential compensation. The Subcommittee continues to discuss the University’s policies in these areas and will meet with governance groups within the next couple of weeks to get their feedback with respect to presidential compensation. Chair Cioffi noted that Interim President John Bramley will discuss non-presidential executive compensation in his report.
**Interim President’s Report**

Interim President Bramley commented that the University has held several successful volunteer days devoted to assisting Vermont areas that were impacted by Hurricane Irene.

He noted that the Strategic Initiatives Project (SIP) continues with strong campus involvement. Provost Jane Knodell will be updating the Faculty Senate on the SIP at its meeting today.

In preparation for Vice President for Federal, State and Community Relations Karen Meyer’s impending retirement, her office is being reorganized to report to Vice President for Student and Campus Life Thomas Gustafson. Vice President Meyer’s position will cease to exist. Vice President Gustafson currently reports to the Provost and, once the reorganization takes place, he will report to the President. Close co-ordination will continue with the Provost to ensure the appropriate coordination of the student life and athletic functions with the academic leadership. These changes will take effect on or about January 1, 2012. Interim President Bramley noted that the University of Vermont Foundation will become its own operating entity on January 1, 2012, as well.

Interim President Bramley recognized Vice President for Executive Operations Gary Derr for his assistance in drafting an executive compensation policy. The policy will not address presidential compensation, for which a separate policy exists, subject itself to revision. The draft executive compensation policy lays out the principles and framework for compensation for officers of the administration, mid-level positions and some other exempt positions. It identifies benchmarks and targets, outlines the process for setting academic salaries at the time of appointment, identifies terms under which administrative members can return to faculty, and will describe exceptions to the policy. Interim President Bramley will share the draft document with senior leaders, and then discuss it with governance groups for their input. His intent is to bring a draft policy at the February 2012 meeting of the Board and to present a final document in May 2012.

Interim President Bramley noted that he has been engaged in many external activities throughout state. During his Addison County trip, he visited the Goodrich facility and was presented with a $15,814 check from the Goodrich Foundation to the University. The donation will be used for the University’s Student Experience in Engineering Design (SEED). He commented that travel throughout the State would be an excellent way to introduce the new President to Vermont and would serve the University well in building relationships.

Interim President Bramley stated that he has participated in several media opportunities, such as commentary in a Burlington Free Press opinion piece, the Chronicle of Higher Education, and the “You Can Quote Me” segment on Channel 3 News. He emphasized the importance of transparent communication externally and internally, noting that an email was distributed to the campus community earlier today that sought to clarify budget information and trends. He has also discussed with Governor Shumlin how the University spends the appropriations it receives and the true cost of the many services the University
provides to Vermont. The Governor has acknowledged that the services the University provides often cost more money than the University receives in its state appropriation, and he has appointed a committee to look into how the relationship between Vermont and the University can be optimized.

On November 7, a Food Symposium was held in the Grand Maple Ballroom in the Davis Center. Interim President Bramley indicated that he was pleased that the College of Agriculture and Life Sciences, the College of Medicine and Extension have pulled together close to $1 million to support the Food Systems Spire.

Interim President Bramley further reported that, on November 10, The Vermont Cancer Center held a Clinical and Translational Research Symposium focusing on DNA Repair and Cancer. The event was a success with many University colleagues and researchers as well as external participants in attendance. Dr. Harold Varmus, Director of the National Cancer Institute, provided a lecture at the event. The event was a great step in our initiative to garner national recognition for the Vermont Cancer Center.

Concluding his report, Interim President Bramley described the Veterans’ Day events held November 11. Many events were organized, including the placement of memorial flags on the Green, a reading of veterans’ names that spanned almost eight hours, and a ceremony held in Memorial Lounge. He noted that the University has approximately 200 veterans as students. He also announced that he added employee and student veterans’ representatives to the President’s Commission on Social Change and the President’s Commission on Diversity and Inclusion.

**Ad hoc Report Oversight Committee (ROC) Status Update**

ROC Chair Bill Botzow reported on the Committee’s progress toward accomplishing the three directives in their charge. The first directive was to develop a policy regarding volunteer or other services to be provided by a presidential spouse or partner to the University. On October 12, 2011, ROC passed a motion recommending to the Board adoption of a new policy. The policy was adopted by the Board on October 22, 2011.

At its meeting earlier today, the Committee addressed and substantially completed its second directive, by generating recommendations to strengthen University practices in documenting, reviewing, and approving the reimbursement of employee and volunteer expenses. Chair Botzow noted that the PurCard piece of this directive will continue to receive attention, and that Board oversight will henceforth occur under the primary auspices of the Audit Committee.

The third directive was to draft a UVM-community-vetted policy statement regarding workplace climate. Provost Knodell has led the effort. This week, the draft statement will be widely circulated to the University community for comments, which will be due by the end of this semester. The Committee will review the status of this initiative in January and bring a proposed statement to the Board in February.

Chair Botzow thanked all involved with the work of this Committee.
Action Items

Chair Cioffi introduced a resolution approving an appointment to the Presidential Search Committee. Regarding the resolution, he explained that Dean of the Honors College Abu Rizvi has chosen to step down, because he is considering pursuing the position of Dean for the College of Arts and Science and felt it was inappropriate to continue on the Committee. Faculty member Moustapha Diouf has been chosen to fill this vacancy.

Resolution Approving Appointment to the Presidential Search Committee

RESOLVED, that the Executive Committee hereby appoints Moustapha Diouf as a member of the Presidential Search Committee succeeding Abu Rizvi, effective immediately.

Chair Cioffi introduced a resolution in memoriam regarding Professor emeritus Carl Reidel. He noted that Professor Reidel was a longstanding member of the faculty and major contributor to the University. He stated that the Board wishes to recognize Professor Reidel and to express their sympathy to his wife, family and friends.

Resolution in Memoriam for Carl H. Reidel

The University of Vermont Board of Trustees wishes to include in its official records a very special recognition in memory of Professor Carl H. Reidel, environmentalist, whose leadership, scholarship, good humor, and care for others has made a lasting and profound impact on The University of Vermont. The Board desires to convey to Dr. Jean Richardson and family its sincere and heartfelt condolences on the passing of a most distinguished member of the UVM community.

BE IT THEREFORE RESOLVED, that this expression of sympathy and recognition with respect to the late Dr. Carl H. Reidel be entered into the minutes of the Board of Trustees of The University of Vermont.

Chair Cioffi next reminded the Committee that Lisa Ventriss was appointed as a member of the Board in October. He introduced the following resolution:

Resolution Approving Committee Assignment for Trustee Lisa Ventriss

RESOLVED, that the Executive Committee approves the appointment of Trustee Lisa Ventriss to the Budget, Finance and Investment Committee, effective immediately.

Chair Cioffi then introduced the next resolution, which establishes an Internationalization Work Group and outlines their charge.
**Resolution Approving Appointments to the Internationalization Work Group**

RESOLVED, that the Executive Committee approves the appointment of Trustees Harry Chen, David Daigle, Jeff Davis and Lisa Ventris to serve as members of an Internationalization Work Group designed to assist the administration in reviewing alternative models by which the University could increase undergraduate international enrollment, and to build expertise in this area among Board members.

Vice President for Finance and Administration Richard Cate introduced a resolution that approves a contract with CBORD Corporation to address debt services for the CATcard. He explained that the CATcard Service Center provides enterprise-wide identity management, access control and stored-value transaction processing for on and off-campus functions that support University operations. In 1995, he stated, a request for proposals award was made to Griffin (now owned by CBORD) to supply the software and hardware for the UVM Campus card program. UVM has maintained this system through the present, with upgrades and maintenance. The average spent annually is approximately $250,000 for hardware and software maintenance, hardware purchases, and system upgrades. Approval is being sought by means of the resolution to extend the existing contract for a period of five years at a cost not to exceed $1,250,000.

Trustee Debbie McAneny inquired if there is a cost increase in this contract. Vice President Cate replied that there is a 1% increase from the previous contract.

**Resolution Approving Contract with CBORD Corporation**

BE IT RESOLVED, that the Vice President for Finance and Administration (or his designee) is authorized through December 31, 2016 to procure from CBORD Corporation (or its successors) goods and services for the CATCard program at an amount not to exceed $1,250,000.

Provost Knodell introduced the final resolution, which authorizes a contract with Bisk Education, Inc. This contract would support the development, marketing, and execution of on-line graduate professional degrees, in partnership with the University. She explained that this type of initiative could not be supported without a vendor, and that Bisk Education was identified as the best option.

Vice President Cate added that this is a revenue-sharing contract, for a period of 10 years. He explained that the University has negotiated quality standards that would provide for an opt-out of the contract. He noted that Bisk Education, unlike the majority of vendors, permits the University to offer distance courses outside of the contract.

Trustee McAneny asked if the administration had conducted a benchmarking exercise of the competitors. Vice President Cate replied that they did benchmark other vendors and concluded that the revenue share is in-line with Bisk Education’s competitors. Bisk
Education was chosen based on the quality of service it offers and the flexibility they allow the University.

Trustee McAneny also asked how the contract allows the University to make revenue without an up-front expenditure. Vice President Cate replied that the University has its own up-front cost, relating to the establishment of three full-time staff positions at a cost of approximately $200,000.

Staff Council President Ida Russin sought clarification regarding the revenue split. Vice President Cate replied that Bisk Education would receive 70 percent and the University would receive 30 percent. He added that Bisk Education will be making a significant investment and that the University can end the contract if the contract does not meet our expectations.

**Resolution Authorizing Completion of a Contract with Bisk Education, Inc.**

WHEREAS the University has reviewed the need for and potential benefits of developing a strong and broad distance education capability, as formally recognized by the Educational Policy and Institutional Resources Committee on November 21, 2011; and

WHEREAS the University has completed a competitive request-for-proposal process that identified Bisk Education, Inc. as an experienced, successful and financially solid company to work in partnership with the University to develop professional graduate degree distance education programs; then

BE IT RESOLVED, that the Vice President for Finance and Administration is authorized to finalize negotiations and enter into a contract with Bisk Education, Inc. within the material terms as outlined to and reviewed by the Executive Committee on November 14, 2011.

Chair Cioffi noted that the Presidential Housing Work Group was not ready to make a recommendation regarding Englesby House, and that action item is therefore removed from the agenda.

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

**Executive Session**

At 1:35 p.m., the Chair entertained a motion to enter into executive session to discuss personnel and contracts. All in attendance were excused from the meeting with the exception of Provost Knodell, Vice President Cate, Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Student and Campus Life Thomas Gustafson, Vice President for Executive Operations and Chief of Staff Gary Derr, Chief Internal Auditor Bill Harrison and Chief Compliance Officer Anna Drummond. After the
first item, Mr. Harrison and Ms. Drummond were excused. Vice President Cate was also excused for the final item.

Adjournment

At 2:25 p.m., the meeting was reopened to the public. There being no further business, the meeting was adjourned.

Respectfully submitted,

Robert F. Cioffi, Chair