A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, April 16, 2012 at 1:00 p.m., in room 427A Waterman Building.

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

OTHER TRUSTEES PRESENT: Robert Brennan, Kyle DeVivo, and Dennis Mahoney

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

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

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 University Relations and Campus Life Thomas Gustafson, former Student Government Association (SGA) President Julian Golfarini

*By means of phone
**Participated by phone. Departed the meeting at 2:30 p.m.

Chair Robert Cioffi called the meeting to order at 1:05 p.m.

Chair Cioffi invited former SGA President Julian Golfarini to introduce the new SGA President, Connor Daley. President Daley is from Lyndon, Vermont and is a sophomore with a major in History and a minor in Canadian Studies.

Approval of Minutes

Chair Cioffi entertained a motion to approve the minutes from the January 9, 2012 meeting. The motion was made, seconded and it was voted to approve all minutes as presented.

Chair’s Report

Chair Cioffi deferred his report until the May 18 Committee of the Whole meeting.
Interim President's Report

Interim President John Bramley reported that many events have been held on campus in recent weeks. Two of the larger events included the visit of U.S. President Barack Obama and hosting the Women’s World Hockey Championship. Both events went very well, he observed, and he expressed thanks to the many people involved in making them a success. Interim President Bramley also reported that, the previous day, there was a parade on Church Street that recognized the UVM men’s basketball team for winning their fifth American East title in 10 years and the UVM ski team for winning their sixth NCAA national ski title.

Interim President Bramley stated that he was pleased to report that, in recent weeks, UVM students have been awarded Truman, Goldwater and Udall scholarships. He commented that he was less pleased to note that several UVM students recently appeared in the news for negative actions rather than achievements. He emphasized that it is important to not cast the entire student body with the transgressions of a few.

In concluding his report, Interim President Bramley highlighted that admitted student days are nearing a close for the fall semester. These events have been well attended, serving as a good indicator since approximately 60% of students who attend will become matriculated. Currently, deposits are about 7% ahead of the same time last year; however, he said, deposits represent about a third of the target. There has been notable growth for students in the business and engineering programs, a positive trend, as those programs have waned in recent years.

Statement on Executive Compensation

In October 2011, the Board Chair charged Interim President Bramley with preparing an assessment of issues associated with executive compensation, exclusive of specifics associated with presidential compensation which are addressed by the Board separately. Interim President Bramley thus reported on the status of the work responsive to this charge.

The Statement attempts to connect several existing institutional policies and to define what positions can be identified as “executive”. The document also addresses other areas that have lacked specificity, such as the following:

- Processes used for setting of salaries. Procedure to be followed for off-cycle salary increases.
- Requirement for any non-base salary for officers.
- Protocol for how one sets the academic or the retreat salary for administrators who later assume a full-time faculty appointment.
- Revisions and clarifications relative to administrative leaves, and a recommendation on what should happen from a compensation perspective when an 3 or 5 year performance reviews are completed for officers.

Interim President Bramley acknowledged the support that Vice President for Executive Operations Gary Derr has provided to this effort and noted that the Statement is a result of the
collaboration of himself, Vice President Derr, members of the senior administration and governance groups.

Trustee Debbie McAneny asked for more detail regarding the process of developing the Statement and if best practices or benchmarks were referenced. Interim President Bramley indicated that comparative information was used specifically in terms of salary. Vice President Bazluke expressed her confidence that all elements are common in terms of compensation and noted that the policies of public institutions vary greatly in correlation to their unique circumstances.

Trustee McAneny asked, regarding retreat salary, if there is a standard in place, and if there is a process to follow if the amount goes over the standard. Vice President Derr indicated there is a standard, and further noted that salary will be adjusted in accordance with collective bargaining agreement provisions as to the salary pool.

A motion was introduced recommending referral of the Statement on Executive Compensation to the full Board for its review and acceptance at the May meeting and instructing the administration to proceed with steps consistent with the report’s recommendations. The motion was made, seconded and unanimously approved.

Committee members agreed that it would be helpful to have President-elect Thomas Sullivan review the document and offer any feedback or edits once he assumes the presidency.

Action Items

Vice President for Finance and Administration Richard Cate presented a resolution approving contract with Priority One Services, Inc. He explained that a request for proposals (RFP) was released in 2008 for the selection of a vendor to provide research animal facility management, staffing, and some biomethodology services for the University’s research animal facilities. The process culminated in the proposed awarding of the contract to Priority One Services, Inc. This contract took effect on June 1, 2008. The contract is for three years with an option to renew for an additional two years. It was renewed in 2011 and the Committee is being asked to authorize renewal for one more year at an estimated annual cost of $780,000. This contract will be put out to bid in the coming year.

The following resolution was presented for approval:

**Resolution Approving Contract with Priority One Services, Inc.**

BE IT RESOLVED, that the Vice President for Finance and Administration is authorized to enter into a one-year renewal contract option with Priority One Services, Inc. from June 1, 2012 through May 31, 2013, to provide contract staffing for the University’s laboratory animal facilities at a cost not to exceed $780,000.

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

Chair Cioffi briefly reviewed the May meeting schedule as presented in the meeting materials.

Budget, Finance and Investment (BFI) Chair Debbie McAneny highlighted that the major agenda item for BFI is the annual review and approval of the FY 2013 budget. There will also be an item added to the final agenda regarding a debt funding proposal.

Educational Policies and Institutional Resources (EPIR) Chair Donna Sweaney reviewed the draft EPIR agenda and indicated that, at her request, there will be a discussion relating to Vermonters’ access to UVM. She also noted that the Strategic Initiatives Project update will emphasize on academic matters.

Executive Session

At 1:34 p.m., Chair Cioffi entertained a motion to enter into executive session to discuss a civil action, personnel and contract a matter, noting that action was anticipated following. Provost Knodell and Vice Presidents Bazluke, Cate, Derr, and Gustafson remained for executive session.

Other Business

At 2:38 p.m., the meeting was reopened to the public. The following resolution was presented for approval:

Resolution Authorizing Pooled Investment Agreement with The University of Vermont Foundation

RESOLVED, that the Committee hereby authorizes the Vice President for Finance and Administration to negotiate, and enter into, a Pooled Investment Agreement with The University of Vermont Foundation with the material terms reported on this date.

A motion was made, seconded and unanimously voted to approve the resolution as presented. Chair Cioffi and Interim President Bramley abstained in view of their ex officio membership on the Foundation Board.

Adjournment

There being no further business, the meeting was adjourned at 2:40 p.m.

Respectfully submitted,

Donna Sweaney, Secretary