A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, January 9, 2012 at 1:00 p.m., in room 427A 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

OTHER TRUSTEES PRESENT: Dale Rocheleau**

REPRESENTATIVES PRESENT: Graduate Student Senate Representative Eduardo Cotilla-Sanchez and Staff Council Representative Ida Russin

MEMBERS ABSENT: Student Government Association Representative Julian Golfarini, Alumni Association Representative Ted Madden, and Faculty Representative Julie Roberts

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, Chief Diversity Officer Wanda Heading-Grant, and Trustee Coordinator Corinne Thompson

*By means of phone
**Joined by phone at 1:25 p.m.

Chair Robert Cioffi called the meeting to order at 1:02 p.m.

Approval of Minutes

Chair Cioffi entertained a motion to approve the minutes from the December 19, 2011 meeting. The motion was made, seconded and it was voted to approve all minutes as presented.

Chair’s Report

Chair Cioffi updated the Committee on the Presidential Search, noting that the list of candidates is being narrowed and that candidate interviews and open forums will likely begin next Thursday, January 19. The final candidates will be announced by early next week. The search process remains on track and the Board will enter into deliberations on the appointment of the next President at its February meeting.

Chair Cioffi reported on the work of the Annual Review Subcommittee, which met on December 9, 2011. The Subcommittee has reviewed the University’s Presidential Compensation Policy and Guidelines, considered trends nationally with the assistance of consultant Randy Goodman,
invited commentary from governance leaders, and will be recommending to the Board certain policy revisions relating to non-University related compensation. The Subcommittee will also provide guidance to the Board as it looks to set the compensation for the next president. Additionally, Interim President John Bramley is working on compensation issues relating to senior administrators.

Chair Cioffi concluded his report by recalling the Frozen Fenway events that occurred this past weekend, which were attended by alumni, friends, and donors. He noted that the feeling of excitement and interest in what is currently happening at UVM.

**Interim President’s Report**

Interim President Bramley began by describing his delight with the turnout and success of the institution-wide holiday party that was held December 19, 2011 at the Dudley H. Davis Center. He has received many positive compliments and thanks from members of the University. He also thanked Vice President for Executive Operations Gary Derr and Coordinator of Presidential Events Kelly O’Malley for initiating the food drive held at the event, which raised over two tons of food that was donated to the Vermont Foodbank.

Interim President Bramley reported that changes concerning the federal, state and community relations operations of the University took effect January 1st, and those areas now report to Vice President Thomas Gustafson. Also taking effect the first of the year was the formal operation of the University of Vermont Foundation. An updated organization chart will soon be available reflecting these changes.

Interim President Bramley was excited to report that Vice President for Finance and Administration Richard Cate and faculty and students from the Business School have engaged with IBM on a joint project that studies the University’s energy usage. This initiative offers an opportunity to achieve energy conservation as well as to strengthen our relationship with IBM. He thanked Trustee Frank Cioffi for assisting in the set-up of this initiative.

Interim President Bramley noted that the Legislature is back in session, and that he will be testifying next week before the Senate Education Committee. The Governor will also make his budget address next week. The Appropriations Committee will begin its work towards the end of this month or early February.

He concluded his report by noting that he is working with Vice President Derr on a report concerning pay for senior administrators.

**Action Items**

Chair Cioffi invited Board Governance Committee Chair Frank Cioffi to introduce a resolution approving revisions to the *Public Comment Protocol*. Because the formal comment period occurs at full Board meetings and these meetings mostly occur on Saturday, the Committee recommends that, any time the full Board meets, a time for formal public comment as defined in the protocol be allowed.
Additional amendments intended to clarify the process for submitting public comment requests are also recommended. Vice President for Legal Affairs Francine Bazluke added that, in tandem with the recommended protocol changes, operational guidelines have been posted on the Board website to address how to access Board meetings and communicate to Trustees. It was also noted that Trustees now receive a monthly digest of communications issued to Trustees through the Office of the Board Coordinator.

The following resolution was presented for approval:

**Resolution Approving Revisions to Public Comment Protocol**

RESOLVED, the Board adopts the revisions to the *Public Comment Protocol* as recommended by the Committee on Board Governance, set forth as Appendix A to this resolution.

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

**February Meeting Preparations**

Included in the meeting materials were the draft February 2-4, 2012 Board meeting schedule and draft committee agendas.

Trustee Debbie McAneny, Chair of the Budget, Finance and Investment (BFI) Committee, previewed the BFI agenda. The Committee will conduct its annual review of net assets as well as look into establishing a revolving loan fund that Vice President Cate has been working on. Investment Subcommittee Chair Samuel Bain will provide his standard report, including updates on endowment performance, asset allocation and activities of the Socially Responsible Investing Work Group. The Committee has a placeholder in its agenda for discussing internationalization. The Committee will also begin the budget review process for Fiscal Year 2013 and will review peer comparisons, set maximum cost of fees and review key budget assumptions. Finally, the Committee will consider a resolution approving amendments to a parking lot lease.

Trustee Donna Sweaney, Chair of the Educational Policy and Institutional Resources (EPIR) Committee, previewed the EPIR agenda. The Committee will receive routine reports from the Provost, President and CEO of the UVM Foundation, and the Faculty Senate Curricular Affairs Committee Chair. Reports will also be provided concerning voluntary support and progress on capital projects. The Committee will be updated on the results and recommendations from the Campus Climate Survey and receive an update on the Academic Technology Plan, the latter of which was tabled at the last meeting. Trustee Coordinator Corinne Thompson advised that there will also be a resolution presented proposing the naming of the new track and field facility.

Trustee Mark Young, Chair of the Audit Committee, previewed that the Committee will receive its standard reports and the presentation of the FY 2012 External Audit Plan. The only non-standard agenda item concerns the travel and expense audit that continues to be monitored by Vice President Cate and Chief Internal Auditor William Harrison.
Committee on Board Governance Committee Chair Frank Cioffi noted that the Committee of the Whole will be considering amendments to the Trustee Conflict of Interest policy.

Chair Robert Cioffi noted that the election of Board officers will occur at the Full Board meeting, with the exception of the election of Board Chair, which will take place at the special Full Board meeting on March 12th.

Other Business

Vice President Cate presented a resolution authorizing a contract with Kenneth R. Adams, Inc. He explained that, although the contract does not meet the threshold requiring Board approval, the University is engaged in a separate contract with this company and the combined amount of contracts does meet the threshold. Vice President Cate noted that Kenneth R. Adams, Inc. was the lowest bidder.

The following resolution was presented for approval:

**Resolution Approving Contract with Kenneth R. Adams, Inc.**

BE IT RESOLVED, that the Vice President for Finance and Administration is authorized to enter into a contract in the amount of $358,100 with Kenneth R. Adams, Inc. to make improvements to the Automotive Repair Facility.

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

Executive Session

At 1:25 p.m., the Chair entertained a motion to enter into executive session to consider collective bargaining, contracts, personnel, and to receive advice of counsel. Provost Knodell, Chief Diversity Officer Heading-Grant, & Vice Presidents Cate, Gustafson and Derr remained for executive session. After the first item, Chief Diversity Officer Wanda Heading-Grant was excused.

Adjournment

At 2:03 p.m., the meeting was reopened to the public. There being no further business, the meeting was adjourned.

Respectfully submitted,

Robert F. Cioffi, Chair
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

PROTOCOL FOR

PUBLIC COMMENT AT BOARD OF TRUSTEES MEETINGS

Preface

The University of Vermont is a distinguished institution with a proud history, based on a strong intellectual community and a concern for the quality of life in the communities that it serves. Its aspirations reflect its values, which include a commitment to rigorous intellectual inquiry and critical thinking, and a willingness to address difficult societal issues with honesty, civility, and practicality. This University community values respect, integrity, innovation, openness, justice, and responsibility and promotes the intellectual capacity to engage in ethical decision making.

Under the University Charter, the Board of Trustees (“the Board”) has ultimate responsibility for the entire management and control of the affairs and property of the institution “and all things relating thereto”. In keeping with its fiduciary role, and of necessity, it delegates responsibility for institutional management and operations to the President and the administration, while retaining responsibility for approval of strategic plans and other major institutional commitments, whether of a policy or financial nature.

With these allocations of authority in mind, the Board will, as explained below, provide members of the public with a reasonable opportunity to express opinions on matters it considers during meetings as long as order is maintained.

Preparation of Meeting Agendas

Under the University Bylaws, the President prepares the agenda for Board meetings in consultation with the Chair of the Board. The agendas of the Committees of the Board are set by the Committee Chairs in consultation with the Board Chair and with Vice Presidential liaisons to the respective Committees.

Agendas must be publicly noticed in advance of meetings, and finalization of agendas therefore must occur reasonably before the dates on which meetings are scheduled. The dates of Board and Committee meetings and Committee agendas are posted on the Board webpage (http://www.uvm.edu/~trustees) once established.

Individuals, groups, and organizations are at all times welcome to send letters or other written communications to the Board Chair, Trustees, and/or the President regarding matters pending before the Board. Correspondence to the Chair and Trustees may be directed to the attention of the Assistant Secretary of the Board, c/o Office of the General
1. Public Comment During Board or Committee Meetings

During open sessions of the Board or its Committees, members of the public will be given a reasonable opportunity to express opinions on matters under consideration by the body during the meeting, as long as order is maintained. Public comment shall be subject to reasonable rules established by the Board or Committee chairperson.

2. Additional Opportunity for Public Comment at Full Board Meetings

In the discretion of the Board Chair, additional time not to exceed fifteen (15) minutes may be allocated during the beginning of each regularly scheduled Full Board meeting (customary held Saturday morning) meeting of the Board for brief oral presentations from members of the University community or the public who wish to express views on issues germane to the Board. Comment opportunities shall be administered as explained below.

(1) Requests to address the Board must be made in writing through the Assistant Secretary of the Board-Board Coordinator’s Office no sooner than two weeks before and at least forty-eight (48) -hours prior to a scheduled meeting of the Board (based on calendar days) by submitting the Public Comment Protocol Form to trustees@uvm.edu. The Office of the Board Coordinator will issue a communication acknowledging receipt of requests and confirm logistical details for the public comment period.

(2) Speakers may submit to the Assistant Secretary of the Board-Board Coordinator written information to be distributed to the Board. In such event, the speaker is responsible for bringing an adequate number of copies for distribution (a minimum of thirty copies).

(3) At the commencement of remarks, each speaker shall identify him or herself; any relevant title; the group or organization, if any, for which he or she serves as spokesperson; any personal or business interest in the subject matter as to which comment will be made; and the topic to be addressed. The Board Chair will recognize each speaker consecutively, maintain order, and require adherence to a three-minute maximum time limit allotted to each speaker. The Chair retains discretion to decline a request to comment if an individual, group, or organization has previously appeared before the Board regarding the same matter. Individuals signed up for public comment who are unable to attend on the day of the meeting may not send substitutes.

(4) No action shall or may be taken by the Board at public comment sessions. In his or her discretion, the Board Chair may refer a matter raised during public comment for subsequent response by the President, the President’s designee, or
an appropriate Board Committee. The Board Chair may also request or permit comment by members of the administration.

(5) To ensure that the scheduled business of the Board is conducted in a timely manner pursuant to the published agenda, the time allotted to the comment session will not be enlarged by the Board Chair absent extenuating circumstances, to be determined in his/her sole discretion. Persons whose comments were not heard due to time constraints are encouraged to communicate in writing with Trustees, the President, or appropriate Vice Presidents. Communications may be submitted to the Office of Board Coordinator for routing purposes at trustees@uvm.edu

(6) Failure to adhere to these guidelines may result in the suspension of privileges to address the Board at future meetings.

Approved by the Board of Trustees: September 9, 2006.
Amended by the Board Governance Committee: November 16, 2009
Approved as revised by the Board of Trustees: February 6, 2010
Amended by the Board Governance Committee: December 12, 2011
Approved as revised by the Executive Committee: January 9, 2012