EXECUTIVE COMMITTEE
BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

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 13, 2014 at 1:00 p.m., in Memorial Lounge, 338 Waterman Building.

MEMBERS PRESENT: Chair Robert Cioffi*, Secretary Joan Lenes, Bill Botzow, Thomas Sullivan, and Mark Young

REPRESENTATIVES PRESENT: Foundation Representative and Chief Executive Officer (CEO) & President of the UVM Foundation Richard Bundy, Staff Council Representative Catherine Symans, and Graduate Student Senate Representative Lane Manning

MEMBERS ABSENT: Vice Chair Debbie McAneny, Frank Cioffi, Faculty Representative Julie Roberts, and Student Government Association Representative Connor Daley

PERSONS ALSO PARTICIPATING: Provost David Rosowsky, Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Finance Richard Cate, Vice President for Executive Operations Gary Derr, Vice President for Enrollment Management Chris Lucier, Vice President for University Relations and Administration Thomas Gustafson, Vice Provost for Student Affairs Annie Stevens, Vice President for Human Resources, Diversity, and Multicultural Affairs Wanda Heading-Grant, and Special Assistant to the President and Director of State Relations Clarence Davis

*By means of GoToMeeting.

Chair Robert Cioffi called the meeting to order at 1:03 p.m.

Approval of Minutes

Chair Cioffi entertained a motion to approve the minutes from the December 9, 2013 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair’s Report

Chair Cioffi deferred his report until the February Board meeting.

President’s Report

President Tom Sullivan also deferred his report until the February Board meeting.
Action Items

Vice President for Executive Operations Gary Derr presented a resolution approving the repurposing of the Daniel Clark Sanders Endowment. Earlier this year, an internal audit of the endowment determined that the use for the Marsh Professor-at-Large Program (Marsh Program) may not be in keeping with the original purpose, and recommended that the Provost determine if the Marsh Program was equivalent to an endowed chair position, and if not that the Board of Trustees should take action re-purposing the funds. Interim Provost Low determined that it was not equivalent to an endowed chair, but concluded that the Marsh Program is consistent with the spirit of the endowment’s intent. Interim Provost Low recommended that the Sanders Endowment be re-purposed to allow continued flexible use at the discretion of the Provost and/or President.

Trustee Bill Botzow asked how will funds be accessed and allocated. Vice President Derr explained that the primary use will be for continued support for the current Daniel Clark Sanders Endowed Professor. The remainder will be used to support the Marsh Program.

Trustee Botzow asked for more detail regarding Marsh Program use. Vice President Derr elaborated that the program has been in existence for about eight to nine years. On campus faculty nominate external persons to be Marsh professors through a very competitive process. Once appointed, the Marsh professor will serve a five-year appointment that includes on-campus visits. The funds from the Daniel Clark Sanders Endowment would cover a portion of Marsh Professors’ salaries as well as operating costs. The process has been consistent since its inception and is not likely to change. The only possible anticipated change is the number of Marsh professors at any given time.

The following resolution presented for approval:

Resolution Approving Repurposing of the Daniel Clarke Sanders Endowment

WHEREAS, in 1963 the University created a quasi-endowment to enable the University to establish and staff a special chair in an area in which it otherwise might not be able to provide instruction, and in 1968 the fund was renamed the Daniel Clarke Sanders Endowed Chair, and

WHEREAS, the University has used the funds to support a professor and a program consistent with the spirit of the endowment’s intent,

BE IT RESOLVED, that the Executive Committee retroactively approves repurposing the Daniel Clarke Sanders Endowment to continue to be used to support a University of Vermont Professorship, the holder of which be known as the Daniel Clarke Sanders Professor, and to be used to support the short-term appointments of individuals and/or activities that will enrich the University’s academic enterprise in areas which it might otherwise be able to provide instruction.
BE IT FURTHER RESOVLED, that the annual use of the fund, as well as the selection and appointment of the holder of the Professorship, will be determined by the Provost in consultation with the President.

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

Vice President for Enrollment Management Chris Lucier presented a resolution authorizing a one-year renewal of contract with Northeastern and Shanghai Kai Bo Education Investment Management Company, LTD (“Kaplan”).

He explained that, if approved, this will be the fifth extension with these two companies for the US Pathway Program (USPP – formally known as the US-Sino Pathway Program). The change in the name of the program is related to expansion of the program from solely preparing Chinese students for enrollment to preparing Chinese and Nigerian students.

Trustee Bill Botzow inquired whether the program is assessed to ensure it continues to be a desirable. Vice President Lucier replied that the program has been quite successful in preparing Chinese students. However, since adding the Nigerian portion, the administration would like to maintain one-year contracts to allow for continued evaluation of how the program is progressing. He also added that the students are tracked for their two semesters in the program, as well as over four years.

Trustee Young inquired as to the expenditure for each student. Vice President Lucier replied that it is 10% of each student’s first-year tuition.

Trustee Young asked if USPP students require financial aid. Vice President Lucier replied that they do not.

The following resolution presented for approval:

Resolution Authorizing One-Year Renewal of Contract with Northeastern and Shanghai Kai Bo Education Investment Management Company, LTD (“Kaplan”)

RESOLVED, that the Executive Committee hereby authorizes the President and/or Vice President for Enrollment Management to enter into a renewal of the existing contract with Northeastern University and Shanghai Kai Bo Education Investment Management Co., Ltd, (“Kaplan”) for the purpose of continuing for a one year period the multi-component pathways program for students from the Peoples Republic of China (PRC) and Nigeria to begin studies in the PRC and complete them at the University of Vermont.

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

Vice President for Finance Richard Cate introduced a resolution authorizing a contract with Datatrend Technologies, Inc.
UVM has purchased IBM equipment, maintenance, and support for server hardware, storage systems, hardware maintenance, and licenses. IBM sells its products through retail channels, and Datatrend Technologies is UVM's assigned IBM business partner. The servers, storage, and licensing for enterprise equipment have served many administrative and academic functions, including Blackboard, Banner, myUVM, Peoplesoft, Famis, UVM's website, email, collaboration services, security services, and many others. The purchases of enterprise servers and storage, as well as computer nodes, support the Vermont Advanced Computing Center.

The following resolution presented for approval:

**Resolution Approving Contract with Datatrend Technologies, Inc.**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is authorized to enter into contracts with Datatrend Technologies, Inc., for an amount not to exceed $1.5 million from January 1, 2014, through December 31, 2014, for IBM equipment and maintenance services.

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

**February Board Meeting Preparation**

Chair Cioffi reviewed the February 6-8, 2014 Board of Trustees meeting schedule, noting that the dinner on Friday, February 7, will recognize retiring Trustees Sam Bain, Bill Ruprecht, Dennis Mahoney, and himself.

Audit Committee Chair Mark Young previewed the February 6 Audit Committee agenda. He noted that the Chief Internal Auditor will be providing an update at this meeting and that his update will henceforth rotate with the Chief Compliance Officer’s, rather than having them both report at every meeting. The Committee will also receive a presentation from KPMG regarding the FY 2013 OMB Circular A-133 Audit Report and the NCAA AUP Report and management’s response. There will also be a presentation of emergency management and business continuity, which is the first part of a three-series annual report regarding Enterprise Risk Management.

Chair Cioffi briefly reviewed the Committee of the Whole agenda. The Committee will hear standard reports and consider several action items before receiving a Science, Technology, Engineering, & Mathematics (STEM) project update. The Committee will recess, and then reconvene in the afternoon for an academic presentation featuring the athletic department. The Committee will also hear presentations on information technology as well as ERM. Time is reserved at the end of the meeting for an executive session.

Chair Cioffi next covered the Budget, Finance & Investment Committee agenda. Its meeting will begin with the annual debt policy and net assets reviews, followed by a report from the Investment Subcommittee. The Committee will continue FY 2015 budget discussions, including a resolution setting the maximum fees. The administration will present a proposal for STEM funding for consideration and, per the Board’s request, the Committee will receive a presentation
on the self-funded insurance plan. The meeting will conclude with a report from the Vice President for Finance.

Chair of the Educational Policy and Institutional Resources (EPIR) Committee Bill Botzow explained that the EPIR meeting will begin with a Provost’s report. The Committee will consider a resolution approving the general concept of the STEM project for referral to the Budget, Finance & Investment Committee, followed by presentations on academic excellence goals, student experience goals, and an update on the Career Success Action Plan. A report will be provided from the Faculty Senate Curricular Affairs Committee Chair and the Committee will consider action items recommended by the Faculty Senate. It will hear about the new structure of the Presidential Commissions and receive an update on the New England Association of Schools and Colleges (NEASC) Accreditation, as well as a presentation regarding Think College Vermont @UVM, a program offered through the Center for Disability and Community Inclusion for students with intellectual and developmental disabilities.

Chair Cioffi previewed the Vermont Agricultural College Board agenda, noting that it will receive a presentation regarding distance education, as well a legislative session update. The University of Vermont Board will receive a Wilbur Trust update and elect new Board members.

The Full Board will meet on Saturday and begin with a public comment opportunity and then proceed to Committee reports. It will elect Board officers, with the exception of the Board Chair, who will be elected at a special meeting in March after the new Trustees’ terms begin. The Board will recognize retiring Trustees and take action on the consent agenda. The meeting will conclude with an executive session.

**Executive Session**

At 1:25 p.m., Chair Cioffi entertained a motion to enter into executive session to consider contracts and to receive advice of counsel. He noted that action was anticipated following the session. Everyone was excused from the meeting with the exception of Trustees; Provost Rosowsky; Vice Presidents Cate, Gustafson, Heading-Grant, and Bazlue; Vice Provost for Student Affairs Annie Stevens; Chief Executive Officer (CEO) & President of the UVM Foundation Richard Bundy; and Special Assistant to the President and Director of State Relations Clarence Davis. Certain non-trustee participants were excused after their segments of the executive session.

At 2:25 p.m., the meeting was re-opened to the public.

The following resolution was presented for approval:

**Resolution Authorizing Appointments to Work Group**

RESOLVED, that the Executive Committee hereby approves the following appointments to a trustee work group designed to assist the administration and the Board in examining issues associated with a possible affiliation with Vermont Law School: Debbie McAneny, Bill Botzow, Dale Rocheleau, Rob Brennan and Carolyn Dwyer.
A motion was made, seconded and it was unanimously voted to approve the resolution as presented.

**Adjournment**

There being no further business, the meeting was adjourned at 2:26 p.m.

Respectfully submitted,

Joan Lenes, Secretary