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 11, 2016 starting at 1:00 p.m., in 351 Waterman Building.

MEMBERS PRESENT: Chair David Daigle*, Ron Lumbra*, Secretary Joan Lenes, President Thomas Sullivan*, Bill Botzow*, and Bernie Juskiewicz

MEMBERS ABSENT: Frank Cioffi and Don McCree

OTHER TRUSTEES PRESENT: Robert Brennan*

REPRESENTATIVES PRESENT: Staff Council Representative Renee Berteau, Graduate Student Senate Representative Devin Champagne, Foundation Representative Chief Executive Officer (CEO) & President of the UVM Foundation Richard Bundy, and Faculty Representative Cathy Paris

REPRESENTATIVES ABSENT: Student Government Association Representative Jason Maulucci

PERSONS ALSO PARTICIPATING: Provost & Senior Vice President David Rosowsky, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations & Administration Thomas Gustafson, Vice Provost for Student Affairs Annie Stevens, Special Advisor to the President and Provost John Evans, Vice President for Legal Affairs & General Counsel Francine Bazluke, Vice President for Executive Operations Gary Derr, and Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen

*via conference call.

Chair David Daigle called the meeting to order at 1:03 p.m.

**Approval of Minutes**

Chair Daigle entertained a motion to approve the minutes from the January 11, 2016 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

**Opening Remarks**

Chair Daigle welcomed new Committee members Ron Lumbra, Bernie Juskiewicz and absent member Don McCree. He also welcomed Faculty Representative Cathy Paris.
Chair Daigle concluded his remarks by expressing deep sadness upon hearing that Trustee Frank Cioffi’s daughter passed away over the weekend.

**President’s Remarks**

President Tom Sullivan joined Chair Daigle in conveying his sorrow in regards to Trustee Frank Cioffi’s daughter.

President Sullivan reported on several leadership transitions. He announced that, in addition to Bill Falls’ appointment as Dean of the College of Arts & Sciences, Scott Thomas has been named Dean of the College of Education and Social Services. Thomas is currently Dean of the School of Educational Studies at Claremont Graduate University and will begin his UVM appointment July 1. President Sullivan also reported that Jeff Schulman, currently UVM’s Senior Associate Athletic Director, has been selected as University’s new Athletic Director. As to the internal search for Dean of the Honors College, the on-campus interview process is underway and President Sullivan hopes to have the position filled by the end of May.

**Action Items**

Chair Daigle explained that each resolution will be introduced with an opportunity for discussion following. Once all resolutions have been presented, the Committee will vote on them as a consent agenda, with the opportunity for resolutions to be voted on separately upon request.

Vice President for Finance and Treasurer Richard Cate was invited to present the resolutions. He began by introducing the following resolution approving a contract with a budget software vendor.

**Resolution Approving Contract with Budget Software Vendor**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract with ______________________ for implementation of the new enterprise performance management system and system software subscription services beginning May 1, 2016, and ending April 30, 2019, with two additional one-year renewal options, in an amount not to exceed $1,600,000 in aggregate.

Vice President Cate explained that the contract was unique in that the vendor is not named due to ongoing negotiations. He further explained that the numbers included in the resolution are adequate and that three vendors are being considered. He noted that the software is for an entirely new system.

Chair Daigle inquired about the implementation process for changing to an entirely new system and whether there are any potential risks.
Provost Rosowsky clarified that the purchase of the software has no tie to the University’s new Incentive Based Budget (IBB) model. He further explained that the current budget software system is antiquated and, soon, Oracle will no longer support the system. Vice President Cate detailed that the implementation cost of the new system will be less than $500,000, plus the annual fees. In terms of implementation, he explained that it will be divided into the launching of individual elements. The University will pay for each element as it is completed, rather than pay for the implementation all at once. If at any point the University is not pleased with the way the project is unfolding, it can choose to end the implementation and recall dollars that have been invested. Vice President Cate added that, although there are always unknown factors and risks, the contract terms are favorable to the University.

Vice President Cate then stated that the new software is being used successfully at many universities and that he does not anticipate that UVM will have a major issue. However, he added, the University will be able to utilize our current Oracle system for at least another 18 months or so with support by staff who are well trained in the software.

Trustee Bill Botzow asked if the implementation will require training.

Vice President Cate replied that key users will receive extensive training from the vendor. Those persons will then serve as ongoing support for further training of additional users. He added that the system will be more user-friendly than the current system.

Trustee Bill Botzow asked if the system will be tested for security.

Vice President Cate confirmed that testing had been done for security purposes.

Trustee Botzow asked if any of the software will be unique to UVM. Vice President Cate replied that the initial system will be standard; however, it can, and will, be customized.

Trustee Botzow asked if the purchase of the software has been vetted through the Enterprise Risk Management (ERM) channels.

Vice President Cate replied that his team consulted with Chief Risk Officer Al Turgeon when discussing changing to the new software. The process has not yet, however, been built into the ERM Risk & Opportunity Heat Map.

Provost Rosowsky said that, in essence, the software is built into the ERM process because the current system is included and that the University is simply switching out one system and instituting another.

Trustee Botzow asked who the risk owners are for the software.

Vice President Cate answered that he and Budget Director Alberto Citerallla are the risk owners.

Trustee Botzow asked how complex the implementation of the new software is in comparison to that of PeopleSoft.
Vice President Cate replied that budget software implementation will have approximately 10% of the impact that PeopleSoft had. He added that there will be 120 users and that many of them will only use the software for three months out of the year.
Trustee Botzow asked if a backup plan exists if the implementation does not work.

Vice President Cate confirmed that a plan exists and that it will entail operating parallel systems until the new one becomes totally functional.

Chair Daigle summarized that the questions that he and Trustee Botzow asked are intended to encourage Vice President Cate to ensure that there are accountability components to the contract. Vice President Cate stated that he is committed to doing so.

Vice President Cate next introduced a resolution approving additional one-year contract renewals with EBSCO, Inc. and Center for Research Libraries Contracts.

**Resolution Approving Additional One-Year Renewal of EBSCO, Inc. Contract**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, in consultation with the Dean of Libraries, is hereby authorized to enter into a renewal contract with EBSCO, Inc. as subscription agent for library acquisitions from January 1, 2016, through December 31, 2018, for an amount not to exceed $6,300,000.

BE IT FURTHER RESOLVED, that this resolution replaces and supersedes the earlier resolution dated November 9, 2015, which authorized the EBSCO contract through December 31, 2017.

**Resolution Approving Additional One-Year Renewal of Center for Research Libraries Contract**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is authorized to renew the contract with Center for Research Libraries (CRL) for memberships, licenses, and unique collection of primary source materials for the Libraries beginning January 1, 2016, and ending December 31, 2018, for an amount not to exceed $3,150,000.

BE IT FURTHER RESOLVED, that this resolution replaces and supersedes the earlier resolution dated November 9, 2015, which authorized the CRL contract through December 31, 2017.

Chair Daigle expressed concern regarding the inflation of prices that occur with every EBSCO, Inc. contract renewal. He also stated concern that there are no alternative options for the services they provide. He asked whether higher education entities can unite to overcome these cost challenges.

Provost Rosowsky replied that, although the University cannot take unilateral action in addressing the issue, conversations are happening with other universities.
Vice President Cate next introduced a resolution approving a contract with US Bank (for the Fleet Card Program).

**Resolution Approving Contract with US Bank (for Fleet Card Program)**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract with US Bank for a fleet card program from May 1, 2016, through April 30, 2021, in an amount not to exceed $1,400,000 in aggregate.

Vice President Cate reported that the potential savings associated with switching to US Bank’s Fleet Card program from our existing program would be $3,300 annually. Moreover, the software used to manage the campus vehicle fleet for fuel purchases via credit cards is on the same platform to the existing purchasing card program and would provide efficiencies to the program overall and departments. Finally, the US Bank program would allow the fleet cards to be accepted nationwide, rather than the current one that is mostly accepted in New England.

An opportunity for questions was offered. There being none, Vice President Cate introduced resolutions authorizing license agreement extensions with TD Bank, N.A. and People’s United Banks for ATMs on-campus.

**Resolution Authorizing License Agreement Extension with TD Bank, N.A.**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a three-year extension on the existing license agreement with TD Bank, N.A. for five ATMs on-campus. The license agreement extension will begin July 1, 2016, and end June 30, 2019.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

**Resolution Authorizing License Agreement Extension with People’s United Bank**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a one-year extension of the existing license agreement with People’s United Bank for an ATM at Davis Center. The License Agreement extension will begin July 1, 2016, and end June 30, 2017.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any
Chair Daigle asked if RFPs were initiated for the two ATM resolutions. Vice President Cate confirmed that the process included RFPs. He noted that the University has experienced a trend of banks wanting to remove their ATM service from campus because they are not generating a significant amount of income. He also explained that real estate prices are based on the usage each ATM location has had in the past. He added that placing ATMs on campus is more about customer service rather than revenue generation.

Vice President Cate next introduced a resolution authorizing an agreement with NYNEX Mobile Limited Partnership 1. He explained that the agreement would allow for the installation and maintenance of 180’ of overhead wire running between two existing utility poles owned by the Burlington Electric Department (BED) on University land located near Centennial Field.

Resolution Authorizing License Agreement with NYNEX Mobile Limited Partnership 1

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a license agreement with NYNEX Mobile Limited Partnership 1. The initial License Agreement begins May 1, 2016, and ends April 30, 2021, and will include four five-year options for renewal for a total aggregate term of 25 years.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

Chair Daigle asked if the agreement also needs consent from the BED.

Vice President Cate confirmed that BED would have to consent.

Chair Daigle inquired about the dollar amount for the agreement.

Vice President Cate answered that the agreement is for $5,000 over the term of five years, not including optional renewals.

Chair Daigle asked if we lease structures to mobile carriers.

Vice President Cate answered that we do not own any structures; however, we own the land and have had similar easement agreements, such as the one recently entered into with Stowe Electric Department.

Chair Daigle asked if the University has looked at areas on campus that could potentially house mobile carrier structures.
Vice President Cate replied that the University has been approached about installing such structures in the past; however, it typically is determined that it would be a liability. Vice President for University Relations & Administration Thomas Gustafson added that the University was most recently approached to install a mobile carrier structure on a student housing building, but it was determined to be a safety concern and that the income would be modest and not worth the risk.

Vice President Cate introduced a resolution authorizing a license agreement extension with the Champlain Valley Office of Economic Opportunities, Inc., noting that the contract is being presented to the Committee because of its duration.

**Resolution Authorizing License Agreement Extension with Champlain Valley Office of Economic Opportunity, Inc.**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a one-year license agreement extension with the Champlain Valley Office of Economic Opportunity, Inc. for partial occupancy of kitchen space at 228 North Winooski Avenue in Burlington, for use by the Kampus Kitchen program. The License Agreement extension will begin March 15, 2016, and end March 14, 2017.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

An opportunity for questions was offered. There being none, Vice President Cate introduced the next resolution authorizing a lease agreement extension with Remora, LLC, again noting that the agreement is being presented to the Committee because of the duration of the term.

**Resolution Authorizing License Agreement Extension with Remora, LLC**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a four-year extension of the existing lease with Remora, LLC for office space at 23 Pond Lane, Middlebury, for use by UVM Extension. The lease extension will begin August 15, 2016, and end August 14, 2020.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.
An opportunity for questions was offered. There being none, Vice President Cate presented a final resolution authorizing a license agreement extension with The University of Vermont Medical Center for parking at Centennial Field, Catamount Field, Catamount East and Gutterson Parking Garage. The extension would add 50 parking spaces at 14 South Williams Street (Taft School) when the University takes possession of the property on July 1, 2016.

**Resolution Authorizing License Agreement Extension with The University of Vermont Medical Center**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a license agreement for parking with The University of Vermont Medical Center. The License Agreement extension will begin June 1, 2016, and end May 31, 2019, and will include two three-year options for renewal, for a total aggregate term of twelve years.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

Chair Daigle asked for an explanation of the economics of the agreement.

Vice President Cate replied that he would provide the exact dollar amount following the meeting, but that the goal is to add parking spaces with a savings over a long period of time.

Chair Daigle offered an opportunity for final comments before seeking a motion to approve all resolutions as a consent agenda. There being none, a motion was made, seconded and the following roll-call vote was taken to approve the consent agenda as presented: Bill Botzow – Yes, David Daigle – Yes, Bernie Juskiewicz – Yes, Joan Lenes – Yes, Ron Lumbra – Yes, and Tom Sullivan – Yes.

**May 20-21, 2016 Board Meeting Preparations**

Chair Daigle offered highlights of the meeting schedule and reminded all that the annual meeting coincides with Commencement weekend. All trustees were encouraged to participate in as many of the activities as their schedules allow. He next previewed the Committee of the Whole agenda. In addition to standard reports, the Committee will be asked to approve revisions to the Code of Business Conduct Policy and revisions to the Resolution Regarding Delegation and Retention of Authority. Regarding the latter, he encouraged Trustees to review the proposed changes in advance of the meeting. During the afternoon session, he noted, time is allotted for updates on strategic capital planning and deferred maintenance. Time is also reserved for an update on factors affecting higher education, specifically the cost of regulation.

Educational Policy and Institutional Resources (EPIR) Committee Chair Bill Botzow introduced EPIR agenda items. In addition to annual reports on research, graduation education and academic advising, the Committee will consider several proposals for new programs as recommended by
the Faculty Senate, Provost and President. The Committee will also revisit academic excellence goal #6 (increase research & scholarship in areas that generate high impact, recognition and visibility) and receive a brief update on the work of 160over90 in shaping the University of Vermont’s narrative.

Budget, Finance and Investment Committee (BFI) Committee Vice Chair Robert Brennan previewed agenda topics on behalf of Committee Chair McCree. The Committee will receive standard reports on the endowment and an update on asset allocations and activities of the Socially Responsible Investing Council since the last meeting. Vice President Cate will report on 3rd quarter budget-to-actuals and provide an annual report on the Capital Project Pre-Funding and Net Tuition Stabilization Funds. Vice President and CEO of the Foundation, Rich Bundy, will provide a fundraising update. The Committee will review and refer the FY 17 general fund budget proposal, including tuition rates, for Board approval.

Trustee Brennan reported on the status of requests for information made during the February Board meeting as to socially responsible investing. He recalled that Trustees were interested in receiving historical information on socially responsible investing and proxy voting procedures, and that Cambridge Associates had also been tasked with preparing a report on actual holdings from managers as well as context around the University’s percentage of investing through separate vs. commingled accounts. He reported that Cambridge Associates is providing detailed analyses to members of the Investment Subcommittee and that further discussions needed to occur with Cambridge Associates regarding confidentiality issues that may arise with respect to certain components of the materials.

Chair Daigle added that, while the analysis being provided by Cambridge Associates is excellent, it is extensive, and that dissemination issues should be resolved soon. He recommended that, time permitting, a brief general update could be offered at the Committee of the Whole with a more detailed discussion at the Budget, Finance & Investment Committee meeting.

Trustee Coordinator Corinne Thompson indicated that, following the distribution of materials for this Executive Committee meeting, it was determined that revisions to the Code of Business Conduct Policy will not be ready for Board consideration until the fall, thus freeing up time during the morning Committee of the Whole session. Chair Daigle suggested that perhaps that time could be designated for a brief general update on the analysis provide by Cambridge Associates.

Trustee Botzow noted that both BFI & EPIR meetings end at 12:15 p.m., and the Committee of the Whole does not reconvene until 3:00 p.m. Trustee Coordinator Thompson replied that the time frame between meetings is designated for lunch and for Trustees to tour the STEM Complex.

Executive Session

At 1:45 p.m., Chair Daigle entertained a motion to enter into executive session to consider contracts, premature general public knowledge of which would clearly place the University at a substantial disadvantage, and to receive the advice of legal counsel. Everyone was excused from
the meeting with the exception of Trustees; Provost Rosowsky; Vice Presidents Cate, Gustafson, Bazluke and Derr; Vice Provost for Student Affairs Annie Stevens; Senior Advisor to the President and Provost John Evans; and Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen.

Special Advisor Evans was excused after the first item.

At 2:13 p.m., the meeting was re-opened to the public.

**Adjournment**

There being no further business, the meeting was adjourned.

Respectfully submitted,

Joan Lenes, Secretary