A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, July 11, 2016 starting at 1:00 p.m., in 427A Waterman Building.

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

MEMBERS ABSENT: None

OTHER TRUSTEES PRESENT: Cynthia Barnhart** and Donna Sweaney*

REPRESENTATIVES PRESENT: Staff Council Representative Karmen Swim, 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 Legal Affairs & General Counsel Francine Bazluke, Vice Provost for Student Affairs Annie Stevens, Vice President for University Relations & Administration Thomas Gustafson, Vice President for Human Resources, Diversity & Multicultural Affairs Wanda Heading-Grant, Vice President for Executive Operations Gary Derr, Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen, Director of Capital Planning & Management Robert Vaughan, Chief Risk Officer Al Turgeon, Senior Advisor to the President and Provost John Evans, and Executive Director for Human Resource Operations and Affirmative Action Jes Kraus

*via conference call.
**Joined, via conference call, at 1:28 p.m.

Chair David Daigle called the meeting to order at 1:05 p.m.

Approval of Minutes

Chair Daigle entertained a motion to approve the minutes from the June 13, 2016 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.
Opening Remarks

Chair Daigle began by expressing his hope that everyone is enjoying the summer months. He next welcomed Staff Council Representative Karmen Swim to her first meeting.

President’s Remarks

President Sullivan reported highlights from the UVM Foundation’s close of Fiscal Year (FY) 2016, which ended June 30th. He was pleased to report that the Foundation raised $76,758,163 in new gift commitments, against a goal of $72 million. FY 2016 is the fifth year in a row that the Foundation has achieved record-setting fundraising. Of the total commitments raised, $67.4 million was designated to UVM and the remaining $9.3 million was designated to the UVM Medical Center.

President Sullivan next reported that the Foundation collected $65,819,199 in receipts, against a goal of $40 million. This figure serves as a new all-time record for UVM. Of the total receipts, $62.2 million of that total was designated to UVM and the remaining $3.6 was designated to the UVM Medical Center.

President Sullivan also highlighted that the Foundation secured 12 gift commitments of $1 million or more, tying last year’s record, but significantly exceeding the amount ($41.4 million in FY 2016 vs. $30.6 million in FY 2015).

President Sullivan concluded by noting that the Foundation secured five new faculty endowments this year, bringing UVM’s total endowed faculty positions to 102.

Chair Daigle commended Chief Executive Officer (CEO) & President of the UVM Foundation Richard Bundy, and his team, for obtaining outstanding FY 2016 results.

Action Items

Chair Daigle explained that each resolution would 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 introduce the first resolution, authorizing a license agreement extension with Telephone Operating Company of Vermont, LLC d/b/a Fairpoint Communications. He explained that the agreement is for a 10-year continuation of a license for placement of electronic equipment, supporting mechanical equipment, and demarcation points at three locations on campus. He added that the annual income will be $5,175.00 for the first year, adjusted by CPI every year thereafter.
The following resolution was presented for approval:

**Resolution Authorizing License Agreement Extension with Telephone Operating Company of Vermont, LLC d/b/a FairPoint Communications**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a license with Telephone Operating Company of Vermont, LLC, d/b/a/ FairPoint Communications for equipment space at 1 South Prospect Street, 85 South Prospect Street, 392 South Prospect Street, and 208 Colchester Avenue, all in Burlington, and at 208 South Park Drive in Colchester. The license will begin August 1, 2016, and end June 30, 2026.

Vice President Cate next introduced a resolution authorizing a lease agreement extension with the State of Vermont, Department of Buildings & General Services. He explained that, after their facilities were destroyed by Hurricane Irene, researchers from the Department went into quarters at UVM. The lease renewal is for the group to continue its use for an additional two-years, bringing the total aggregate term to seven years. Total reimbursement of expenses to be paid to UVM will be $22,618.58 for the remainder of two-year renewal term.

Chair Daigle asked if UVM’s relationship with the researchers will become permanent. Vice President Cate stated that the group has expressed a desire to maintain their current relationship.

The following resolution was presented for approval:

**Resolution Authorizing Lease Agreement Extension with State of Vermont, Department of Buildings and General Services**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a two-year extension of the existing lease with the Vermont Department of Buildings and General Services for office and lab space at 105 Carrigan Drive and 63 Carrigan Drive in Burlington for continued use by the State’s agricultural and environmental laboratory personnel. The extended lease will grant each party the right to terminate on ninety days’ notice. The extended term will begin August 1, 2017, and end July 31, 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 individuals 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.

Vice President Cate next introduced a resolution authorizing a license agreement extension with RBS Citizens, N.A. He explained that the agreement is to extend the current license for an ATM located in the Davis Center. The extension is for three years, bringing the total aggregate term to six years.
Trustee Don McCree stated that he believes that RBS Citizens, N.A. is operating under a new name. Vice President for Legal Counsel Francine Bazluke recommended that the resolution be revised as follows:

**Resolution Authorizing License Agreement Extension with RBS Citizens, N.A., or its Successor Entity**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a three-year extension on the existing license agreement with RBS Citizens, N.A., or its successor entity, for an ATM at the Davis Center. The license agreement extension will begin August 1, 2016, and end July 31, 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.

Lastly, Vice President Cate introduced a resolution approving a contract with MindMax, LLC. He explained that the contract is the result of the realization by Continuing and Distance Education (CDE) that the ever-growing complexity of marketing demands would either require an expansion of CDE staff resources or outsourcing the activity to an organization that had the capacity and expertise to do the work. As a result, CDE leadership has decided to reorganize and reduce, by four positions, the size of its staff and to contract with an outside firm to provide comprehensive marketing services. The proposed contract is scheduled to begin August 1, 2016 and to run through October 31, 2017 at a price of $1,950,000, which is less than the combined cost of the internal staff previously dedicated to this work and the multiple marketing contracts that CDE has had in place for the past several years.

Chair Daigle asked if the marketing effort is coordinated centrally. Vice President Cate replied that CDE coordinates its own marketing. He added that the new Creative Communications Director will work with CDE, and other entities across campus, to make marketing efforts more centralized.

Chair Daigle expressed concern that marketing themes remain consistent throughout campus. President Sullivan replied that such a concern is the primary reason why UVM has undertaken re-imaging of its brand.

Provost Rosowsky explained that the MindMax, LLC contract specifically focuses marketing to non-traditional students. He commented that the proposed approach is much more efficient than the previous model. He is confident that the new Creative Communications Director will keep efforts coordinated with UVM’s broader marketing strategy.

Trustee Bill Botzow asked if the agreement allows for the integration of the University’s broader marketing strategy. Provost Rosowsky replied in the affirmative, noting that this task this will be the responsibility of the new Creative Communications Director.
The following resolution was presented for approval:

**Resolution Approving Contract with MindMax, LLC**

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 MindMax, LLC for managed marketing and resource management services from August 1, 2016, through October 31, 2017, at a price of $1,950,000.

Chair Daigle offered an opportunity for final comments before seeking a motion to approve all resolutions as a consent agenda. A request was made to vote separately on the resolution authorizing the license agreement extension with RBS Citizens, N.A., or its Successor Entity. The request was granted. Trustee Don McCree recused himself from voting on this resolution. A motion was made, seconded and the resolution authorizing the license agreement extension with RBS Citizens, N.A., or its Successor Entity was unanimously approved as revised and presented.

Chair Daigle next offered an opportunity for final comments on the remaining three resolutions before seeking a motion to approve them as a consent agenda. There being none, a motion was made, seconded and the remaining resolutions were unanimously approved as presented.

**Executive Session**

At 1:21 p.m., Chair Daigle entertained a motion to enter into executive session to receive advice of legal counsel and to consider collective bargaining, contracts and the evaluation of a public officer, premature general public knowledge of which would clearly place the University at a substantial disadvantage. He noted that the session would take approximately sixty (60) minutes and action is expected following. Everyone was excused from the meeting with the exception of Trustees; Provost Rosowsky; Vice Presidents Bazluke, Cate, Gustafson, Heading-Grant and Derr; Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen; Vice Provost of Student Affairs Annie Stevens; Director of Capital Planning & Management Robert Vaughan; Chief Risk Officer Al Turgeon; and Senior Advisor to the President and Provost John Evans.

Senior Advisor Evans was excused after the first item.

Director Vaughan, Chief Risk Officer Turgeon, and Vice Provost Stevens were excused after the second item.

Executive Director for Human Resource Operations and Affirmative Action Jes Kraus was asked to join for the third item.

At 2:21 p.m., the meeting was re-opened to the public.
The following resolution was presented for approval:

**Resolution Authorizing the Administration to Negotiate Collective Bargaining Agreement with Teamsters**

RESOLVED, that the Executive Committee hereby authorizes the administration to seek to negotiate, and execute, a collective bargaining agreement whose material terms are consistent with the report given on this date.

Chair Daigle offered an opportunity for final comments before seeking a motion to approve the resolution. There being none, a motion was made, seconded and the resolution was unanimously approved as presented.

At 2:24 p.m., Chair Daigle entertained a motion to re-enter executive session to for the purpose of discussing the evaluation of a public officer. Everyone was excused from the meeting with the exception of Trustees.

At 2:28 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