A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, June 13, 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*, Bernie Juskiewicz, and Don McCree*

MEMBERS ABSENT: Frank Cioffi

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 Provost for Student Affairs Annie Stevens, and Vice President for University Relations & Administration Thomas Gustafson

*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 April 11, 2016 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Opening Remarks

Chair Daigle acknowledged that this would be the last meeting for Staff Council Representative Renee Berteau. He thanked her for her service, especially for her efforts to increase collaboration between the administration and staff.

Chair Daigle next addressed the recent mass shooting in Orlando, Florida. He expressed his appreciation to President Sullivan for the campus-wide communication issued earlier today regarding the tragedy and his hope that the human race will pull together in order to prevent further tragedies.
President’s Remarks

President Sullivan briefly highlighted the recent campus celebration of the investiture of UVM’s 100th endowed chair. He added that this historical event is a direct result of UVM’s Move Mountains campaign.

Chair Daigle inquired as to the status of the search for Dean of the Honors College. President Sullivan stated that he hopes to make an announcement later this month.

Trustee Joan Lenes indicated that she attended the investiture event and was extremely impressed.

Chair Daigle asked if more endowed professor positions will be created. President Sullivan replied that more are being created and he is confident that the number will exceed the campaign goal of 104 endowed faculty positions.

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.

Chair Daigle presented a resolution approving appointments to the Multipurpose Events Center Work Group. He explained that on May 21, 2016, the Board established the Multipurpose Events Center Work Group and approved the appointment of Trustees Ed Pagano (leader), David Brandt, Joan Lenes and Lisa Ventriss. Chair Daigle is seeking approval to expand the membership of the Work Group to include Trustees Frank Cioffi and Briar Alpert.

The following resolution was presented for approval:

**Resolution Approving Appointments to the Multipurpose Events Center Work Group**

WHEREAS, on May 21, 2016, the Board of Trustees established the Multipurpose Events Center Work Group and approved the appointment of Trustees Ed Pagano (leader), David Brandt, Joan Lenes and Lisa Ventriss;

BET IT RESOLVED, that the Executive Committee hereby approves the additional appointments of Trustees Frank Cioffi and Briar Alpert to the Multipurpose Events Center Work Group.

Vice President for Finance and Treasurer Richard Cate was then invited to present the next several resolutions. He began by introducing a resolution approving a contract with a budget software vendor. He explained that, at its April 11th meeting, the Executive Committee approved a resolution authorizing him to conclude negotiations with the vendor and sign a contract with a term of five years for a not to exceed amount of $1,600,000. Since that time, the proposed vendor has agreed to extend the license agreement for an additional six months at no additional
cost; thus, the new term of the contract will be five years and six months. All of the other terms of the resolution remain unchanged.

The following resolution was presented for approval:

**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 software subscription services for a contract term to begin on or after June 15, 2016, with a term of five years and six months, in an amount not to exceed $1,600,000 in aggregate.

BE IT FURTHER RESOLVED, that this resolution replaces and supersedes the resolution approved by the Executive Committee on April 11, 2016.

Vice President Cate next introduced a resolution approving job order contracts for water intrusion and microbial remediation. He explained that Physical Plant requested authorization from the administration to seek proposals to award two contracts for an ongoing series of small-to-medium-sized, routine hazardous material projects including, but not limited to, fire, mold and water intrusion remediation across campus. After a thorough evaluation, two vendors were selected. Each job order contract has a minimum spend of $25,000 and a maximum of $400,000 annually beginning August 1, 2016, with the option of three additional one-year renewal periods for a total spend of $1.6 million per contract or $3.2 million combined.

Chair Daigle asked if the $3.2 million was the maximum allowable amount. Vice President Cate affirmed that it is the maximum amount.

Chair Daigle asked if the contracts are considered services or capital expenditures. Vice President Cate replied that the contracts are considered operational costs.

Chair Daigle asked if there are specific buildings that require regular remediation. Vice President Cate explained that his goal is to avoid recurring events requiring the remediation service and his team attempts to mitigate future problems.

Trustee Don McCree asked if the contracts had fixed costs, or if they were per event. Vice President Cate replied that there is a $25,000 retainer for each contract and that the costs are on a per job basis.

Trustee Bill Botzow asked if the remediation costs are included in deferred maintenance expenditure tracking. Vice President Cate replied that, if the remediation costs are related to addressing immediate issues, they are not considered deferred maintenance. However, costs that are expended to prevent future issues are included as deferred maintenance. Vice President Cate added that his team always chooses to mitigate future problems if it can do so at a reasonable cost.

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1 On June 28, 2016 a contract was executed with Axiom EPM, LLC.
Chair Daigle asked if there are common features of problem facilities. Vice President Cate replied that the age of structures is a major factor but, sometimes, remediation is required due to random events that cannot be prevented, such as heavy rainfall.

The following resolution was presented for approval:

**Resolution Approving Job Order Contracts for Water Intrusion and Microbial Remediation**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute job order contracts for water intrusion and microbial remediation services with GW Savage and ServPro of Winooski/Stowe, each one-year contract to begin on August 1, 2016, with the option of three additional one-year renewals, in an amount not to exceed $1,600,000 per contract.

Vice President Cate next introduced a resolution authorizing a lease agreement extension with R.E.M. Development Company, LLC. He explained that the contract is a lease renewal for storage space. The term is for an additional five years bringing the total aggregate term, with the additional extension, to eight years. The annual expense, to be paid by UVM Libraries, will be reduced from $49,522 to $46,740 for the remainder of five-year renewal term.

Chair Daigle asked if there were places on campus that could be used for library storage, rather than leasing with an external vendor. Provost Rosowsky stated that the campus has run out of space for such storage.

The following resolution was presented for approval:

**Resolution Authorizing Lease Agreement Extension with R.E.M Development Company, LLC**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a five-year extension of the existing lease for storage space with R.E.M. Development Company, LLC at 400 Avenue D, Suite 40, Williston, for use by the Library Dean’s Office. The Lease extension will begin August 1, 2016, and end July 31, 2021; and

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.

Vice President Cate next introduced a resolution approving a contract with Audio Visual Environments, LLC. He explained that, after a thorough evaluation, Audio Video Environments, LLC (AVE) was selected for a three-year contract beginning May 1, 2016, with the option of two additional one-year renewal periods. The budgeted amount for campus classroom upgrades over the next two years is estimated at $1.2 million. The estimated total expenditure for the remaining three years is prorated at $600,000 annually, and an additional $1 million has been budgeted for
the STEM and first-year student housing construction projects. When audio visual specifications and design needs are more fully developed for the new facilities, the updated total spend will be brought back to the Board for approval if the $4,000,000 estimate is exceeded. Vice President Cate added that the costs will be determined on a project-by-project basis. He also mentioned that Audio Visual Environments is a local company.

Chair Daigle asked for elaboration on the status of UVM’s audio visual (A/V) upgrades on campus. Provost Rosowsky explained that A/V upgrades are an ongoing commitment.

Chair Daigle also asked how UVM compares to peer institutions in terms of the use and quality of our A/V equipment. Provost Rosowsky replied that UVM is below average as far as dollars spent on A/V per student. However, he added that it is difficult to compare ourselves to other institutions because A/V needs can vary significantly depending on programs and other factors. The Provost added that, in terms of new construction projects, it makes sense to install modern A/V equipment. He also stated that UVM is trying to create, at a rate of one per semester, innovative new classrooms that are accessible to the broader campus.

Trustee Don McCree asked if, other than cost, were there major differences in companies that responded to the A/V RFP. Vice President Cate stated that, aside from price differentials, there was not a wide range amongst the vendors.

Trustee McCree asked if AVE is making a capital investment in the University. Vice President Cate replied that it is doing so. He also stated that, by the time all areas of campus have been upgraded, it will be time to upgrade again.

Trustee Botzow asked if the agreement includes technical assistance and a warranty. Vice President Cate replied that the agreement includes a warranty on the equipment, but that UVM’s internal technical team provides continuing assistance and training. Provost Rosowsky added that this is a common model.

Trustee Botzow asked if the warranty is sufficient. Vice President Cate replied in the affirmative.

Provost Rosowsky noted that the University has a 5-7 year turnover rate with A/V equipment.

Chair Daigle asked if there is a way to convert more than one classroom per semester into innovative classrooms. Provost Rosowsky replied that he would share figures related to the conversion costs with the Board.

The following resolution was presented for approval:

**Resolution Approving Contract with Audio Visual Environments, 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 Audio Visual Environments, LLC for audio visual equipment, content presentation, control and communication equipment from May 1, 2016, through April 30, 2019, with the option of
two additional one-year renewal periods in an amount not to exceed $4,000,000 in aggregate.

Finally, Vice President Cate introduced a resolution authorizing an amendment to a bulk room agreement with Sheraton Hotel & Conference Center. He explained that the purpose of the amendment is to include five days at the start and end of each academic year to allow for furniture placement and removal, for a total of $2,130,688 for two academic years (2015/2016 and 2016/2017 or 287 days per year). The added expense is $29,696.

Chair Daigle asked if the contract is related to student housing. Vice President Cate confirmed it is for student housing and is a result of the removal of Chittenden Buckham Wills. Once the new first-year student housing construction project is completed, there will no longer be a need for student housing at the Sheraton Hotel.

Chair Daigle asked if the Sheraton Hotel had experienced any student-related issues. Vice Provost for Student Affairs Annie Stevens stated that the arrangement has been going well from all points of view. She added that the students have enjoyed the hotel amenities. Student residents have also enjoyed discounted dining, which the hotel offers them at half the standard pricing. She reminded Trustees that only junior, senior or transfer students have been living at the Hotel and at Quarry Hill. Both arrangements will end in fall 2017, when the new first-year student housing project will be completed.

The following resolution was presented for approval:

Resolution Authorizing Amendment to Bulk Room Agreement with Sheraton Burlington Hotel & Conference Center

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor, in consultation with the Vice Provost for Student Affairs, is hereby authorized to re-execute an existing agreement with the Sheraton Burlington Hotel & Conference Center for fifty-eight guest rooms in South Burlington to include a total of 574 nights. The agreement is for two academic years (2015/2016 and 2016/2017) and the aggregate rent is not to exceed $2,130,688, which includes additional expenses for five days at the start and end of each academic year to allow furniture placement and removal; and

BE IT FURTHER RESOLVED, that this resolution replaces and supersedes the one passed by the Executive Committee on October 17, 2014.

Vice President for University Relations & Administration Thomas Gustafson introduced a resolution approving the extension of a Voluntary Payment for Services Agreement with the City of Burlington. He explained that, out of the total payment of $1,335,208, $1,077,671 is for fire services. The agreement also includes an omnibus charge of $226,000 for code enforcement and quality of life services. Vice President Gustafson added that the University has requested improved accounting for the omnibus payment expenditures. He next stated that $31,000 is related to police communications and software maintenance costs. The total increase from FY 16 is 3.1%, reflecting an inflation rate calculated using the National Income and Product Accounts (NIPA) Chain Weighted Deflator for FY 2017.
Chair Daigle asked if the NIPA figure reflects a State level index. Vice President Gustafson explained that it is based on state and municipal-related data that are weighted heavily on personnel costs. Chair Daigle noted that the NIPA figure is significantly higher than the national consumer price index.

Trustee Bernie Juskiewicz inquired about the City’s proposal for a capital contribution as way to generate new revenue for infrastructure costs. Vice President Gustafson replied that this issue needs further conversation and that a decision would not be made for at least another year. He added that the Board will be updated on this topic in October.

Chair Daigle agreed that much more dialogue and consideration is needed and that he has concerns regarding the long-term impact of this proposal.

President Sullivan stated that this subject should be discussed broadly on campus and that he has already begun talking to the Student Government Association leadership.

Trustee McCree inquired about the status of the study regarding the University’s economic impact to the City. President Sullivan stated that the economic impact to the City is included as a piece of the state-wide economic impact study, which will be presented to the Board in October.

Chair Daigle noted that the study will reveal the substantial economic impact that the University has on the City of Burlington and Chittenden County.

The following resolution was presented for approval:

**Resolution Approving Extension of Voluntary Payment for Services Agreement with the City of Burlington**

RESOLVED, that the Executive Committee hereby authorizes the administration to extend the term of the Voluntary Payment for Services Agreement with the City of Burlington, which became effective September 26, 2007, for an additional year from June 30, 2016 through June 30, 2017.

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 consent agenda was unanimously approved as presented.

**Adjournment**

There being no further business, the meeting was adjourned at 1:36 p.m.

Respectfully submitted,

Joan Lenes, Secretary