The Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College held a meeting on Monday, November 13, 2017, at 1:00 p.m., in 427A Waterman Building.

MEMBERS PRESENT: Chair David Daigle¹, Vice Chair Ron Lumba¹, Secretary Donna Sweaney², President Thomas Sullivan⁴, Frank Cioffi¹, Bernard Juskiewicz², and Don McCree¹

MEMBERS ABSENT: None

OTHER TRUSTEES PRESENT: Cynthia Barnhart⁵

REPRESENTATIVES PRESENT: Graduate Student Senate Representative Michelle DiPinto and Staff Council Representative Karmen Swim

REPRESENTATIVES ABSENT: Faculty Representative Cathy Paris, Foundation Representative President and CEO Shane Jacobson, and Student Government Association Representative Christopher Petrillo

PERSONS ALSO PARTICIPATING: Provost & Senior Vice President David Rosowsky, Vice President for Finance and Treasurer Richard Cate, Vice President for Research Richard Galbraith, Vice President for Executive Operations Gary Derr, Vice President for Legal Affairs & General Counsel, and Senior Advisor to the President Sharon Reich Paulsen, Senior Associate General Counsel John Collins, Special Advisor to the President and Provost John Evans³, Vice President for Human Resources, Diversity & Multicultural Affairs Wanda Heading-Grant, Chief Human Resources Officer Jes Kraus, and Labor and Employee Relations Manager Mary Brodsky

¹Joined by phone.
²Joined in person at 1:11 p.m.
³Joined by phone at 1:30 p.m.
⁴Joined by phone at 1:35 p.m.
⁵Joined by phone. Departed the meeting at 2:13 p.m.

Chair David Daigle called the meeting to order at 1:04 p.m.

Approval of Minutes

Chair Daigle entertained a motion to approve the minutes from the September 11, 2017 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.
Action Items

Vice President for Finance and Treasurer Richard Cate introduced a resolution approving a contract extension with Fundriver, Incorporated. He explained that University Financial Services (UFS) purchased endowment software from Fundriver, Incorporated many years ago to unitize endowment accounts, organize account recipient information, track historical gift information, and generate reports. The University continues to use this software, which requires an annual maintenance fee for support. This year’s fee is $6,165.29 with an incremental increase of .045% each year thereafter. The term of the contract extension requires Board approval.

The following resolution was presented for approval:

**Resolution Approving Contract Extension with Fundriver, Incorporated**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract extension with Fundriver, Incorporated, for endowment software maintenance through August 31, 2022, in an amount not to exceed $34,000 in aggregate over the five-year term.

Vice President Cate next introduced a resolution approving contract renewals for snowplowing services. He explained that in the fall of 2015, the University hired three local vendors for University-wide snowplowing services for a two-year contract with the option for three one-year renewals. The cost of the original contract did not require Board approval. However, Physical Plant is now requesting authorization to exercise the renewal options and the contract extensions will cost more than the annual cost of the original contract. One key reason for this is that much more of the snow has to be hauled away due to the large amount of space now occupied by new construction. This is expected to increase the annual cost for 2018 29% over the annual cost of the original contract. Vice President Cate noted that the hourly rate for snow removal has not increased at all. The increase is due to the expected increase in the volume of work.

Chair Daigle asked how the not-to-exceed rate is calculated. Vice President Cate explained that the rate is an estimation based on past years and taking into consideration any changes such as loss of area to place snow.

Chair Daigle asked if there will likely be large differences in the cost of future RFPs. Vice President Cate replied that he expects prices will continue to rise.

The following resolution was presented for approval:

**Resolution Approving Contract Renewals for Snowplowing Services**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute renewal contracts for snowplowing services with Landshapes Landscape Design and Installation, ML Scapes, Inc., and A. Marcelino and Company. The contract extensions will cover services from October 1, 2017, through September 30, 2018, with an amount not to exceed $800,000 in the aggregate.
BE IT FURTHER RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute up to two one-year renewals of the contracts with the same vendors, for an additional amount not to exceed $1,600,000 in aggregate.

Vice President Cate moved on to introduce a resolution approving renewal of a library acquisition contract with Elsevier, Incorporated. He explained that UVM Libraries holds a journal license contract with the publisher for research materials largely in the areas of science, technology and medicine. Acquiring journals through an agency saves time and labor by consolidating complex processing. Vice President Cate added that there are limited options of publishers offering this type of service. Elsevier is offering a three-year contract, with a guaranteed lock-in price increase to be negotiated between 4-5% per year rather than the normal 6-7% associated with annual contracts.

Chair Daigle asked if the pricing for access to research materials could be better controlled. Provost & Senior Vice President David Rosowsky replied that currently, Elsevier, Inc. is the only option for accessing a wide-range of research materials. He added that there are open-access journals emerging, but the model presents its own issues such as charging a significant publication fee to the authors.

Vice President Cate clarified that the University has remained level-funded in this area by subscribing to less journals with each contract. Provost Rosowsky further explained that there are bundling issues that present a challenge. He added that the lack of options of publishers for this type of contract is a known issue and one he monitors closely.

Chair Daigle asked if the University has the ability to leverage with other buyers. Vice President Cate explained that this option was explored, but that it would not yield better pricing.

The following resolution was presented for approval:

**Resolution Approving Renewal of Library Acquisition Contract with Elsevier, Incorporated**

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 negotiate and execute a journal license renewal contract with Elsevier, Incorporated for a three-year contract ending December 31, 2020, in an amount not to exceed $6,500,000.

Vice President Cate next introduced a resolution approving a contract amendment with STERIS Corporation. He explained that UVM’s Technical Services Partnership (TSP) provides healthcare technology management services for client facilities in Vermont, New Hampshire and New York. STERIS Corporation provides preventive maintenance and repair services for hospital sterilizers, operating room lights and operating room tables. By establishing a group contract with STERIS, TSP is able to reduce the overall cost of maintenance for STERIS-serviced devices to their clients. In 2014, the Board approved a $2.9 million contract with STERIS. TSP is now requesting $1 million of additional spending authority for services to new locations by way of an amendment to the original 2014 contract. The contract term would remain the same with an end date of June 30, 2019, and would have maximum spending authority not to
The cost of this contract is covered by fees collected from the hospitals that own the equipment.

The following resolution was presented for approval:

**Resolution Approving Contract Amendment with STERIS Corporation**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with STERIS Corporation for maintenance management services in an amount not to exceed $3,900,000, from July 1, 2014, through June 30, 2019.

This resolution replaces and supersedes the resolution approved by the Executive Committee on June 16, 2014.

Vice President Cate also introduced a resolution approving a contract with Kiosk Creative, LLC. Continuing and Distance Education (CDE) operates the University’s non-degree program offerings and supports the work of the other academic units with their course offerings outside the traditional fall and spring terms. A major aspect of this work is providing and obtaining support for marketing activities. Vice President Cate explained that it is less expensive to hire an outside vendor, such as Kiosk Creative, LLC, for this service.

Provost Rosowsky further explained that CDE is not a revenue-generating unit, and are a cost center (enabler). He noted that the contract term for 1-year is important as a return-on-investment study is currently underway. Additionally, CDE is undergoing an administrative unit review, beginning this spring, which will provide more information in regard to these services.

Chair Daigle asked why the administration does not wait a year before committing to a contract for these marketing services. Provost Rosowsky replied that it will be much more affordable to have these services provided by the vendor for the next year, regardless if the University decides to continue with them in future years. Vice President Cate added that by including the option for multiple year renewals, the University was able to secure a better price.

The following resolution was presented for approval:

**Resolution Approving Contract with Kiosk Creative, LLC**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Kiosk Creative, LLC for managed marketing and resource management services beginning November 13, 2017, through November 12, 2018, with the option of four one-year renewals, in an amount not to exceed $4,500,000 in aggregate.

Vice President Cate and Vice President for Research Richard Galbraith introduced a resolution approving a contract with Huron Consulting Services LLC. The contract is for the purchase of a new suite of research administrative software called “CLICK” to replace the current outdated system, “InfoED”. Vice President Galbraith explained that the research administration
environment has become progressively more complex due to the proliferation of federal guidelines implemented to oversee various research processes. CLICK has become the industry leader and is comprised of five separate modules, which track human research, animal research, biosafety, grants administration, and conflict of interest declarations. CLICK will interface directly with the University’s PeopleSoft ERP system, which is not the case with the current system. The plan is to purchase these five modules with an irrevocable license and to install and build the applications over a two-year period. Following the two-year period there will be an annual fee to maintain the software and cover the costs of regular upgrades to keep pace with the ever-changing federal regulatory environment.

The University of Vermont Medical Center (UVMMC), UVM’s Office of the Vice President for Research (OVPR), and UVM’s Larner College of Medicine have each agreed to contribute 33.3% of the contract.

Chair Daigle asked how the cost split was determined. Provost Rosowsky explained that the three entities negotiated the amount.

Chair Daigle asked for further information about how the system would assist in the area of compliance. Vice President Galbraith explained that it would assist in both the financial and regulatory side and that the system will automatically update as new compliance guidelines are added, changed or removed. He also added that the service is hosted in the cloud, therefore resulting in no need for campus-based servers.

Chair Daigle asked if alternate vendors were explored. Vice President Galbraith explained that other vendors were evaluated, but they did not offer the extensive amount of services that CLICK offers.

Trustee Don McCree asked if the software is a one-time purchase for which Vice President Galbraith affirmed it is.

Trustee McCree next asked if the University will be protected from price-gouging once the 5-year term is completed and inquired whether the contract could be for a longer term. Vice President Galbraith acknowledged that the company could significantly increase the price once the five-year term is complete. However, he added that many peer institutions have utilized CLICK for many years and have not experienced notable price-gouging.

The following resolution was presented for approval:

**Resolution Approving Contract with Huron Consulting Services, LLC**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Huron Consulting Services, LLC for research administrative software, implementation, and maintenance beginning on or about December 15, 2017, for a five-year term in an amount not to exceed $4,000,000 in aggregate.
Finally, Vice President Cate introduced a resolution authorizing a statement of collaboration and intellectual property terms of use agreement with the University of New Mexico for Project ECHO. The UVM Office of Primary Care and Area Health Education Centers (AHEC) Program wishes to execute a Statement of Collaboration (SOC) and Intellectual Property Terms of Use (TOU) agreement with the University of New Mexico (UNM) for the right to establish Project ECHO (Extension for Community Healthcare Outcomes) at UVM (i.e., The University of Vermont Project ECHO). Project ECHO is designed to amplify the capacity to provide best practice care for underserved populations. Once the SOC and TOU are executed, UVM will be able to access and use materials and curriculum developed by the UNM ECHO Institute and other Project ECHOs, and UVM agrees to share its Project ECHO materials with other participants.

The SOU has no term and the TOU term will expire on December 31, 2025. There is no income or direct expense associated with these agreements. The term of the TOU agreement requires Board approval.

Referencing the statement to collaborate, Chair Daigle asked if either party could terminate the agreement and if a cost would be associated. Senior Associate General Counsel John Collins affirmed that the agreement is terminable by any party at any time with no fees or costs associated.

The following resolution was presented for approval:

**Resolution Authorizing a Statement of Collaboration (SOC) and Intellectual Property Terms of Use (TOU) agreement with the University of New Mexico (UNM) for Project ECHO.**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor, is hereby authorized to negotiate and execute a Statement of Collaboration (SOC) and Intellectual Property Terms of Use (TOU) agreement with the University of New Mexico (UNM) for Project ECHO. The TOU will expire on December 31, 2025. There is no associated income or direct expense with the SOC or TOU.

Revisiting the Elsevier contract, Chair Daigle asked Trustee Cynthia Barnhart, whom is Chancellor of MIT, if MIT has had similar challenges in procuring access to research materials. Trustee Barnhart affirmed that MIT faces the same challenges as described by Provost Rosowsky. She added that she sits on a national academy whose top priority is addressing this issue.

Returning to the Huron contract, Chair Daigle asked if the resolution could be approved with the five-year term, with the understanding that the Board encourages the administration to explore, with the vendor, extending the term period. Vice President for Legal Affairs & General Counsel, and Senior Advisor to the President Sharon Reich Paulsen affirmed that the resolution could be approved as presented, and that if talks with the vendor result in the possibility of extending the term period, then the administration would return to the Board to receive authorization for a revised contract.
Chair Daigle next offered an opportunity for final comments before seeking a motion to approve the seven resolutions above as a consent agenda. There being none, a motion was made, seconded and the consent agenda was unanimously approved as presented.

**Executive Session**

At 1:35 p.m., Chair Daigle entertained a motion to enter into executive session to discuss contracts and collective bargaining, premature general public knowledge of which would clearly place the University at a substantial disadvantage. The motion was made, seconded and approved. Chair Daigle indicated that action is anticipated following and that the session would last approximately thirty minutes. Everyone was excused from the meeting with the exception of Trustees; Provost & Senior Vice President Rosowsky; Vice Presidents Richard Cate, Gary Derr, and Sharon Reich Paulsen; Senior Associate General Counsel John Collins; and Special Advisor to the President and Provost John Evans.

At 1:46 p.m., Senior Associate General Counsel Collins and Special Advisor Evans were excused from the executive session. Vice President for Human Resources, Diversity & Multicultural Affairs Wanda Heading-Grant, Chief Human Resources Officer Jes Kraus and Labor and Employee Relations Manager Mary Brodsky were invited to join.

At 2:11 p.m., the meeting was re-opened to the public.

Chair Daigle presented the following resolution for approval:

**Resolution Authorizing Negotiations and Settlement of United Academics Collective Bargaining Agreement**

RESOLVED, that the Executive Committee authorizes the administration to negotiate and settle a collective bargaining agreement with United Academics relative to the full-time faculty bargaining unit on the material terms reported on this date.

A motion was made, seconded and the resolution was unanimously approved as presented.

Chair Daigle next presented the following resolution for approval:

**Resolution Authorizing Negotiations Regarding Purchase of Certain Property**

WHEREAS, on September 11, 2017, the Executive Committee authorized the Vice President for Finance and Treasurer to enter into negotiations regarding the purchase of certain property, on material terms and conditions reported on that date, and directed the Vice President for Finance and Treasurer to report back on the status of negotiations; and

WHEREAS, on October 21, 2017 and November 13, 2017, the Board of Trustees and the Executive Committee received reports on the status of the negotiations and related contracts;
BE IT RESOLVED, that the Executive Committee authorizes the Vice President for Finance and Treasurer to conclude negotiations and execute a purchase and sale agreement and related documents regarding the purchase of certain property, on the material terms and conditions reported on this date.

A motion was made, seconded and the resolution was unanimously approved as presented.

Other Business

President Sullivan briefly discussed his experience attending the UVM basketball game on Sunday at the University of Kentucky. Though UVM lost by four points, they far exceeded the performance many expected. President Sullivan also commented on the impressive athletic facilities and noted what a difference modern facilities can have for the experience of athletes and spectators.

Adjournment

There being no further business, the meeting was adjourned at 2:18 p.m.

Respectfully submitted,

David Daigle,
Chair