

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

The Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College held a meeting on Monday, April 12, 2021, at 1:00 p.m. The meeting was held via remote conferencing due to the COVID-19 pandemic.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary John Bartholomew, President Suresh Garimella, Frank Cioffi, Carolyn Dwyer and Shap Smith

MEMBERS ABSENT: Don McCree

OTHER TRUSTEES PRESENT: Berke Tinaz and Lucy Rogers

REPRESENTATIVES PRESENT: Interim Foundation Representative President & CEO Jim Keller and Graduate Student Senate Representative Avery Rasmussen

REPRESENTATIVES ABSENT: Faculty Senate Representative Chris Burns, Staff Council Representative Caleb Gilbert and Student Government Association Representative Lana Al-Namee

PERSONS ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock¹, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen and Vice President for Finance & Administration Richard Cate.

Chair Ron Lumbra called the meeting to order at 1:01 p.m. He welcomed Trustee John Bartholomew and Interim Foundation CEO & President Jim Keller to the committee and acknowledged this was Student Government Association Representative Lana Al-Namee and Graduate Student Representative Avery Rasmussen's last meeting and thanked them for their service.

¹ Departed the meeting at 1:53 p.m.

Approval of Minutes

Chair Lumbra entertained a motion to approve the minutes from the January 11, 2021 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair's remarks

Chair Lumbra began by acknowledging the number of contract and agreements on the agenda. For the benefit of new trustees he reminded all that there are thresholds for leases and contracts for goods, equipment and services that require the board's approval. Additionally, if the term of the agreement exceeds five years, board approval is required.

He next expressed his delight in learning that the University will be able to host in-person graduation ceremonies next month. The commencement dates have been adjusted to

accommodate the schedule for individual ceremonies soon after the end of exams. As such, the annual board meeting, which typically coincides with commencement weekend, has been rescheduled to Friday, June 4, 2021.

President's remarks

President Suresh Garimella expressed his thanks to the student leaders concluding their service on the committee. He then reported that research expenditures have increased 41% to \$191M, providing a crucial boost to Vermont's economy during the COVID-19 pandemic. It is a well-deserved tribute to our faculty and will assist in moving the University toward R1 status, the top category for research universities.

President Garimella shared additional details regarding commencement plans. The University's intent is to hold multiple in-person, outdoor, on-campus ceremonies for all graduating students on Thursday, May 20 and Friday, May 21. The ceremonies will be limited in size to allow social distancing. Following Governor Scott's "Roadmap to Reopening" update on April 6, graduates will be permitted to have two fully vaccinated guests attend. Masking, distancing, and other health and safety protocols will remain in place. The schedule of ceremonies has been finalized and is available on the commencement website. Ceremonies will be livestreamed for those unable to attend in person.

President Garimella concluded by extending his thanks to the entire campus community for their efforts to make this year a success.

Action Items

Chair Lumbra invited Vice President for Finance and Administration Richard Cate to introduce the contracts for the committee's consideration, noting two additional agreements were added to the agenda today and that resolutions would be introduced individually with an opportunity for discussion following. Once all resolutions have been introduced, the committee will vote on them as a consent agenda unless someone requests a separate vote on a particular resolution.

Vice President Cate introduced an extension of an existing contract with Suez, Incorporated for comprehensive, service-oriented water treatment programs for UVM's campus facilities. This is an essential function to campus and the administration is proposing to extend the contract for one additional year to allow adequate time to complete the RFP process with a campus walk through and award a new contract after the initial impact of COVID-19 has subsided in 2022. Suez, Incorporated has agreed to lock in the same annual pricing for the extension year beginning July 1, 2021 through June 30, 2022 for an amount not to exceed \$135,000.

The renewal term of this contract will exceed five years, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract extension with Suez, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract extension for the University's water treatment chemicals and consulting services with Suez, Incorporated from July 1, 2021, through June 30, 2022, for an estimated amount not to exceed \$135,000.

Vice President Cate next introduced a contract extension with Airgas USA, LLC. Airgas provides cylinder gases to departments including many research laboratories as well as a nitrogen bulk tank for the Discovery building provided during the COVID-19 pandemic. They have a Vermont-based location for easy access to campus and have offered to renew with a 0%-2% price increase for the one-year contract extension.

The administration is requesting a contract extension beginning June 26, 2021 through June 30, 2022, for an amount not to exceed \$175,000.

The extension will exceed five years, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract extension with Airgas USA, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract extension with Airgas USA, LLC, for cylinder and bulk tank gases from June 26, 2021, through June 30, 2022, for an amount not to exceed \$175,000.

Vice President Cate then introduced a new contract with Arts & Science Group, LLC to assist in the current reorganization study of the University by conducting qualitative interviews with administrative leaders, faculty, staff and students, concerning the undergraduate student experience as it relates to the University's values and potential strategic objectives and then providing summaries of the responses to inform future decisions.

This contract is for professional consulting services, which requires board approval. The term for performing these services is through December 31, 2021 and for an amount not to exceed \$485,000.

The following resolution was presented for approval:

Resolution approving contract with Art & Science Group, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract with Art & Science Group, LLC for research strategy consulting services beginning February 1, 2021 through December 31, 2021, for an amount not to exceed \$485,000.

Vice President Cate next introduced a contract with Planon, Corporation for integrated workplace management solutions software. Physical Plant Department (PPD) and Enterprise Application Services (EAS) partnered to create a team to address the current aging facilities management and corporate real estate administration system (FAMIS) as it nears the end of its useful life. An RFP was released in 2020 to find a new integrated workplace management solution (IWMS) that would bring new functionality and efficiencies. After a thorough evaluation by the RFP team and key stakeholders participating in software demonstrations, Planon, Corporation was selected as the vendor.

Estimated costs include year 1 implementation, configurations, installation, and training totaling \$1,200,000. Years 2-10 annual maintenance costs are \$215,000 with estimated 2-3% escalation increase each year.

PPD and EAS are requesting approval to enter into contract negotiations with Planon, Corporation for a new IWMS software implementation beginning in May 1 2021, through April 30, 2026, with five optional one-year renewals, for an amount not to exceed \$3,500,000.

The following resolution was presented for approval:

Resolution approving contract with Planon, Corporation

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into negotiations and finalize a contract with Planon, Corporation, for integrated workplace management solutions software beginning May 1, 2021, through April 30, 2026, with five optional one-year renewals, for an amount not to exceed \$3,500,000 in aggregate.

Vice President Cate went on to introduce a contract extension with KC Mechanical, Incorporated for preventative maintenance services on commercial kitchen equipment. He reported that the University entered into a five-year contract in 2016 and that KC Mechanical has been keeping dining facilities equipment operational during the COVID-19 pandemic. They are a Vermont-based company for easy access to campus and have offered to keep pricing the same with no increase for the one-year contract extension.

The administration is requesting a contract extension beginning June 1, 2021 through May 31, 2022, for an amount not to exceed \$355,000.

The extension will exceed five years, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract extension with KC Mechanical, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract extension with KC Mechanical, Incorporated for preventative maintenance services on commercial kitchen

equipment from June 1, 2021, through May 31, 2022, for an amount not to exceed \$355,000.

Vice President Cate then introduced a contract renewal with The Yuba Group, LLC, a financial advisory consulting firm, to assist with capital planning, debt management and strategy, including risk assessment and credit implication and objective analysis and advice to higher education institutions. The Yuba Group, LLC was the selected in 2017 to perform this consulting work. The contract term began March 1, 2018 through February 28, 2021, with two optional one-year renewals.

The administration is requesting approval for the two optional one-year renewals through February 28, 2023, for a total amount not to exceed \$425,000.

This contract is for professional consulting services, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract renewal with The Yuba Group, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract renewal with The Yuba Group, LLC for debt advisory consulting services beginning March 1, 2018 through February 28, 2023, for an amount not to exceed \$425,000 in aggregate.

Vice President Cate next introduced a contract renewal with Technolutions, Incorporated for customer relationship management software. Following an RFP process in 2016, Technolutions, Incorporated was the selected vendor with their platform named Slate. This software serves as a tool for Admissions to automate, execute and track prospective applicants and student interactions prior to enrollment. This software integrates with College Board, ACT, Common Application, FAFSA, and Banner.

In 2020 an additional service was added for Student Financial Services, bringing the annual cost to \$110,000. This five-year contract renewal locks in the annual rate at \$110,000 each year over the term.

Admissions is requesting approval of a five-year renewal contract with Technolutions, Incorporated for customer relationship management software beginning July 1, 2021, through June 30 2026, for an amount not to exceed \$550,000.

The combined terms of this contract is in excess of five years, requiring board approval.

The following resolution was presented for approval:

Resolution approving contract renewal with Technolutions, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract renewal with

Technolutions, Incorporated, for customer relationship management software beginning July 1, 2021, through June 30, 2026, for an amount not to exceed \$550,000.

Vice President Cate next introduced a contract renewal with US Bank. In May 2016, UVM entered into a five-year contract with for its fleet card program. 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 provides efficiencies overall to campus departments. Over the first 5-year contract with US Bank, it has been determined the potential savings of switching programs saved \$3,300 annually from our previous platform.

UVM's average spend (not including COVID-19 year) for fuel purchases is \$260,000 annually, which would have a potential rebate of 1.3% generating \$17,000 over a five-year term.

The administration is requesting a contract renewal with US Bank from May 1, 2021 through April 30, 2026, for an amount not to exceed \$1,400,000.

The following resolution was presented for approval:

Resolution approving contract renewal with US Bank

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract renewal with US Bank for the University's fleet card program from May 1, 2021, through April 30, 2026, in an amount not to exceed \$1,400,000.

Vice President Cate then introduced a contract amendment with Clinical Research Sequencing Platform, LLC (CRSP). Throughout the fall and spring semesters UVM employees oversaw an on-campus COVID-19 testing program for students, faculty and staff and then shipped the samples to CRSP (Cambridge, MA) for analysis. The University has recently increased the frequency of student testing and will continue to test the limited number of students who will be on campus during the summer months. The cost of the tests will be funded using Federal funds that have been made available for this and other COVID-related purposes.

The administration is requesting additional spending authority and an extension of time for the existing contract with CRSP. The additional expense is up to \$2,500,000 and the term of the contract would be extended through September 30, 2021.

The following resolution was presented for approval:

Resolution approving contract amendment with Clinical Research Sequencing Platform, LLC (CRSP)

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to amend the existing contract (approved December 14, 2020) with Clinical Research Sequencing Platform LLC., a wholly owned subsidiary of The Broad Institute, Inc., for COVID-19 testing services through September

30, 2021, for an additional amount of \$2,500,000, with a total not to exceed amount of \$12,500,000.

Vice President Cate next introduced a contract renewal with Academic Analytics, LLC for multiple database licenses and services. The Office of Enrollment Management is currently in an agreement with Academic Analytics, LLC through December 31, 2021, for a database that benchmarks and performs peer evaluation data for strategic decision making, evaluation of faculty scholarship, and research discovery. The Vice President for Research would like to expand the database license for two calendar years (2022 and 2023) to include the Discovery Suite. This Suite would provide services to allow the public to access data about the University's faculty members and research staff at educational institutions and allow faculty and research staff to search for public and private funding opportunities and potential collaborators.

The Discovery Suite is being offered at a discounted price of \$41,000 each year if UVM renews by April 30, 2021 as compared to \$94,000. The renewal database for comparative, faculty detail, and research data has an annual escalation of 3% per year starting at \$185,503 in 2022.

The contract renewal term will begin January 1, 2022 through December 31, 2025, for an amount not to exceed \$860,000. The administration is requesting approval for the four-year contract renewal.

The extension will exceed five years, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract renewal with Academic Analytics, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract renewal with Academic Analytics, LLC for database licenses and services beginning January 1, 2022 through December 31, 2025, for an amount not to exceed \$860,000.

Vice President Cate next introduced a resolution approving continued recognition of University Medical Education Associates (UMEA), Incorporated as an Affiliated Organization. UMEA is a legally separate tax-exempt component unit of the University whose purpose is to support the operations, activities and objectives of the Larner College of Medicine. UMEA serves as the repository for the "LCOM Deans Tax," which is used to "supplement the salaries of Deans and Basic Science Chairs, provide support for Clinical Chairs, and serve as a source of funds for strategic investments within the College." There is currently \$82M in the account.

UMEA was first approved as an Affiliated Organization in May 2013, subject to execution of an affiliation agreement, pursuant to the Affiliated Organizations Policy. Pursuant to the terms of the affiliation agreement, and the Affiliated Organization Policy, UMEA's affiliation is up for review and renewal. Prior to 2013, and since its founding in 1971, the relationship between UMEA and UVM was governed by the University's Affiliation Agreement with Fletcher Allen Health Care (now UVM Medical Center) or its predecessors.

The following resolution was presented for approval:

Resolution approving continued recognition of University Medical Education Associates, Incorporated as an Affiliated Organization

BE IT RESOLVED, that the Executive Committee hereby authorizes the continuing recognition of University Medical Education Associates, Inc. (UMEA) as an affiliated organization of the University, and authorizes the Vice President for Finance and Administration to negotiate and enter into an affiliation agreement with UMEA on terms consistent with the University Affiliated Organization Policy.

Vice President Cate then introduced a resolution approving a Memorandum of Understanding between UVM and the City of Burlington for Property Line Adjustments and Fourth Amendment to the UVM/City of Burlington Capital Plan Agreement.

The administration is seeking authorization to negotiate and execute two agreements with the City of Burlington to address the following three matters: a land exchange at the intersection of Colchester Avenue and Prospect Street; adjustment of the property boundary in front of Dewey Hall; and the reconstruction of University Place.

The City of Burlington (City) and UVM are seeking to realign property lines so as to facilitate the reconstruction of the Colchester Avenue and Prospect Street intersection to benefit both the City and UVM. The project would require acquisition by the City of an additional right-of-way from UVM in order to complete the improvements. This property line adjustment will help facilitate both this project and the reconstruction of University Place. In parallel with the City's efforts, UVM has requested from the City an adjustment of the property line in front of Dewey Hall such that the City boundary is no longer within the footprint of the building and is relative to the adjacent roadways similar to how other City property lines are laid out.

The City and UVM have also agreed to a final concept for the redesign of University Place. The Fourth Amendment to the Capital Plan Agreement acknowledges agreement to move forward with final design and construction. It also updates the cost sharing agreement to add a maximum limiting amount of \$630,000 for UVM's contribution to the project.

The following resolution was presented for approval:

Resolution approving Memorandum of Understanding between UVM and the City of Burlington for Property Line Adjustments and Fourth Amendment to the UVM/City of Burlington Capital Plan Agreement

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute this Memorandum of Understanding between the University of Vermont and State Agricultural College ("UVM") and the City of Burlington (the "City") for property line adjustments to the Colchester Avenue and Prospect Street intersection and to the property line in front of Dewey Hall; and

BE IT FURTHER RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a fourth amendment to the UVM/City of Burlington Ten Year Capital Plan Agreement which will move the University Place project to final design and construction and cap UVM's contribution to the project at \$630,000.

Vice President for Legal Affairs & General Counsel and Chief of Staff Sharon Reich Paulsen introduced the remaining three resolutions. She reported that due to the COVID-19 pandemic the administration is seeking authorization to extend each of the agreements for one-year through June 30, 2022.

The following resolution was presented for approval:

Resolution approving extension of Voluntary Payment for Services Agreement with the City of Burlington

WHEREAS, on September 8, 2007, the Board of Trustees authorized the administration to enter into a letter agreement with the City of Burlington regarding a voluntary payment for services;

WHEREAS, the September 2007 letter agreement expired on June 30, 2014;

WHEREAS, annual extensions of the 2007 letter agreement were approved by the Board until May 2019, when the Board authorized the negotiation and execution of a new voluntary payment of services agreement;

WHEREAS, the 2019 letter agreement with the City of Burlington regarding a voluntary payment for services expires in June 2021 but contains a provision allowing the university to extend the agreement on the same terms and conditions agreed in 2019;

BE IT RESOLVED, that the Executive Committee hereby authorizes the administration to renew the 2019 agreement with the City of Burlington for one year, through June 30, 2022.

Resolution approving extension of Services Agreement and Memorandum of Understanding with the University of Vermont Foundation

BE IT RESOLVED, that the Executive Committee hereby authorizes the administration to execute an amendment to extend the Services Agreement and Memorandum of Understanding with the University of Vermont Foundation for one year through June 30, 2022, on the terms and conditions today discussed.

Resolution extending Affiliation Agreement among the University of Vermont Medical Center, Incorporated, University of Vermont Health Network, Incorporated and University of Vermont Health Network Medical Group, Incorporated

BE IT RESOLVED, that the Executive Committee authorizes the President, or his successor or designee, to execute an amendment to the Affiliation Agreement (the “Agreement”) among the University of Vermont Medical Center, Incorporated (“UVMMC”), University of Vermont Health Network, Incorporated (“UVMHN”) and University of Vermont Health Network Medical Group, Incorporated (“UVM Medical Group”) to extend the Agreement for one year through June 30, 2022. All other terms and conditions remain unchanged.

Vice President Reich Paulsen noted that the UVMMC, UVMHN and UVM Medical Group entered into an Affiliation Agreement in June 2014 pursuant to which the parties agreed to continue a longstanding affiliation for the purpose of achieving their shared objectives to further high-quality clinical education, research, and patient care.

Chair Lumbra offered an opportunity for discussion and comments.

There being no further discussion, a motion was made, seconded and all resolutions were unanimously approved as presented.

Executive session

At 1:35 p.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing labor relations agreements. He noted the session would last for approximately 20 minutes and that there is potential for action following. Everyone was excused from the meeting with the exception of Trustees; Provost & Senior Vice President Patricia Prelock; Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen; Vice President for Finance and Administration Richard Cate and Special Assistant to the Chief of Staff Erin Dickinson.

The meeting re-opened to the public at 1:56 p.m.

Other business

The following resolution was presented for approval:

Resolution authorizing negotiation of collective bargaining agreement

BE IT RESOLVED, that the Executive Committee authorizes the administration to negotiate a collective bargaining agreement on the material terms reported on this date.

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

Adjournment

There being no further business, the meeting was adjourned at 1:57 p.m.

Respectfully submitted,

Ron Lumbra, Chair