

**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 11, 2022, at 1:00 p.m., in room 427 Waterman Building via conference call.

MEMBERS PRESENT: Chair Ron Lumbra¹, Vice Chair Cynthia Barnhart¹, Secretary Johanna Donovan¹, Frank Cioffi², Carolyn Dwyer¹, President Suresh Garimella², and Shap Smith¹

MEMBERS ABSENT: Don McCree

OTHER TRUSTEES PRESENT: John Bartholomew¹, Kevin Christie¹, Jodi Goldstein³, Stephanie Jerome³, Kenny Nguyen¹, Carol Ode¹, Ed Pagano⁴, Kristina Pisanelli, Lucy Rogers³ and Catherine Toll³

REPRESENTATIVES PRESENT: Faculty Senate Representative Tom Borchert¹

REPRESENTATIVES ABSENT: Interim Foundation Representative President & CEO Jim Keller, Staff Council Representative Jon Reisenweaver, Graduate Student Representative Rosie Chapina and Student Government Association Representative Sam Pasqualoni

PERSONS ALSO PARTICIPATING: Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Administration Richard Cate¹, Special Assistant to the President Jonathan D'Amore, Deputy General Counsel John Collins¹, Vice Provost for Academic Affairs and Student Success Jennifer Dickinson and Executive Director of Facilities Management Luce Hillman⁵

¹ joined by phone.

² joined by phone and departed at 2:00 p.m.

³ joined by phone and departed at 2:02 p.m.

⁴ joined by phone and departed at 1:54 p.m.

⁵ joined by phone and departed at 1:46 p.m.

Chair Ron Lumbra called the meeting to order at 1:00 p.m.

Executive Session

Chair Lumbra entertained a motion to enter into executive session to discuss contracts, premature general public knowledge of which would clearly place the University at a substantial disadvantage, labor relations agreements, and to receive advice of counsel. He noted the session would last approximately 40 minutes and that action is anticipated following. The motion was seconded and approved. Everyone was excused from the meeting with the exception of Trustees, Vice President for Legal Affairs & Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Administration Richard Cate, Special Assistant to the President Jonathan D'Amore, Deputy General Counsel John Collins and Executive Director of Facilities Management Luce Hillman.

At 1:46 p.m. Executive Director Hillman was excused.

The meeting was re-opened to the public at 2:02 p.m.

Approval of minutes

Chair Lumbra entertained a motion to approve the minutes from the March 21, 2022 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair's remarks

Chair Lumbra shared that he attended last week's UVM Foundation Board meetings and enjoyed his time on campus and is looking forward to returning in May for the annual UVM Board of Trustees meeting which coincides with Commencement weekend. He further noted he was looking forward to resuming in-person meetings.

Action items

Chair Lumbra invited Vice Provost for Academic Affairs and Student Success Jennifer Dickinson to introduce the first action item. He noted 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 Provost Dickinson introduced a proposal from the College of Arts and Sciences (CAS) and the College of Engineering and Mathematical Sciences (CEMS) to move the Department of Physics from CAS to CEMS. She reported that the Deans of both colleges have reviewed the advantages and impacts of this move from the perspectives of research, curriculum, structure, finances, and how it will affect students, faculty and staff. The proposal will benefit the study of Physics and contribute positively to the research and teaching activity in the department, its new college home, and the University.

A discussion followed during which Faculty Representative Tom Borchert offered his support for the proposal and opinion regarding the departmental transition process. Vice Provost Dickinson responded to trustee questions by sharing that the proposal was unanimously approved by the department faculty, recommended by the Faculty Senate, and approved and advanced by CAS Dean Bill Falls, CEMS Dean Linda Schadler, Provost Patricia Prelock and President Suresh Garimella. She stated that the board's approval is requested at this time to allow the change to be included in the 2022-23 edition of the University Catalogue.

The following resolution was presented for approval. A motion was made to include the 'M.S. in Physics' in the last paragraph following 'Physics and Materials Science' and before 'the Physics B.S. degree program'.

Resolution endorsing the transition of the Physics Department from the College of Arts & Sciences to the College of Engineering & Mathematical Sciences

WHEREAS, a strong and vibrant Physics Department is essential to the success of the University's educational and research missions; and

WHEREAS, the College of Engineering and Mathematical Sciences relies heavily on the teaching and research contributions of Physics faculty; and

WHEREAS, the faculty College of Engineering and Mathematical Sciences have long-established partnerships and collaborations with the Physics faculty; and

WHEREAS, the College of Engineering and Mathematical Sciences will be able to support the hire of additional Physics faculty and provide them with the necessary facilities and equipment to support their success; and

WHEREAS, the movement of the Physics Department to the College of Engineering and Mathematical Sciences is expected to contribute positively to the research and teaching activity in the Department, its new college home, and the university; and

WHEREAS, movement of the Department of Physics to the College of Engineering and Mathematical Sciences has been unanimously endorsed by the department faculty and approval recommended by the Faculty Senate;

BE IT RESOLVED, that the Executive Committee endorses the transition of the Physics Department, including current faculty and staff, the PhD programs in both Physics and Materials Science, the M.S. in Physics, the Physics B.S. degree program and the minors in Physics and Astronomy, from the College of Arts & Sciences to the College of Engineering & Mathematical Sciences effective July 1, 2022, as approved and advanced by Dean Bill Falls, Dean Linda Schadler, Provost Patricia Prelock, and President Suresh Garimella

Vice President for Finance and Administration Richard Cate introduced the following contracts for approval beginning with a resolution authorizing the selection of the external auditor. He reported that the Audit Committee met earlier today and is recommending the committee authorize the administration to enter into a 5-year contract with KPMG, LLP to conduct the annual financial statement audit and other related audits of the University.

The following amended resolution was presented for approval:

Resolution authorizing selection of the external auditor

BE IT RESOLVED, that the Executive Committee authorizes the Vice President for Finance and Administration to enter into a contract with KPMG, LLP to obtain external audit services to conduct the annual financial statement audit and other related audits of the University for five consecutive years during the period April 1, 2022, through March

31, 2027, at a total contract price not to exceed \$2,160,000 with continuation of said contract subject to an annual performance review by the Audit Committee; and

BE IT FURTHER RESOLVED, that the annual audit shall be conducted in compliance with the requirements of the University Bylaws and state and federal law.

Vice President Cate next introduced a contract for preventative maintenance and repair services on commercial kitchen equipment. An RFP was released in March 2022 and the evaluation committee recommends awarding the contract to KC Mechanical, Incorporated beginning June 1, 2022 through May 31, 2025, with two one-year optional renewals, for an amount not to exceed \$2,200,000 over the five-year period.

KC Mechanical, Incorporated is a locally owned business from Colchester, VT. They also held the prior contract. This contract reflects a 7.1% price increase since the beginning of the last contract in September 2016.

The following resolution was presented for approval:

Resolution approving contract 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 with KC Mechanical, Incorporated for preventative maintenance and repair services on commercial kitchen equipment from June 1, 2022, through May 31, 2025, with two one-year renewal options, for an amount not to exceed \$2,200,000 over the five-year period.

Vice President Cate then introduced a contract extension with Accruent, LLC for the University's work order software system (FAMIS) primarily used by the Physical Plant Department (PPD). UVM entered into a contract with Accruent, LCC in June 2016. While PPD develops, installs, and implements a new selected software platform this year, they are requesting approval of an additional six-month extension to bridge the gap until the new software platform is completely deployed successfully for all modules for an amount not to exceed \$61,000.

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 Accruent, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a six-month contract extension with Accruent, LLC for the University's work order software system from July 1, 2022, through December 31, 2022, for an amount not to exceed \$61,000.

Vice President Cate next introduced a contract renewal with University Health Plans for student health insurance. Risk Management & Safety requested bid proposals with UVM's Insurance Broker, University Health Plans, to seek an insurance carrier for basic accident and sickness

insurance for students. After evaluation of the responses by the Center for Health and Wellbeing and Risk Management, University Health Plans via Wellfleet Insurance was the selected carrier. This vendor provides a 90/10 coinsurance plan for a premium of \$2,598 per student in FY22 and \$3,098 in FY23. The administration is requesting approval of the final renewal year covering contract dates from August 1, 2021 through July 31, 2023, for an aggregate amount not to exceed \$10,300,000.

The premium cost per student increased 19% from last year prices. The students directly pay insurance premiums.

The following resolution was presented for approval:

Resolution approving contract renewal with University Health Plans

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 University Health Plans, Incorporated for student health insurance for the final year covering contract dates from August 1, 2021 through July 31, 2023, for an amount not to exceed \$10,300,000 in aggregate.

Vice President Cate then introduced an authorizing resolution to negotiate and execute a fifth amendment to the UVM/City of Burlington Capital Plan Agreement. UVM and the City have finished the final design phase of the University Place Project and have obtained bids and have come to agreement to move forward with the construction phase of the Project with an anticipated Project cost (design and construction) of approximately \$3,100,000, with costs to be shared as follows: the cost for the City shall be \$1,500,000 and the cost for UVM shall be \$1,600,000. Included in UVM's \$1,600,000 contribution, there will be solely UVM funded components related to decorative street lighting (\$315,000 with the later benefit of a \$77,500 BED credit for a total cost to UVM of \$237,000), removal of a walkway (\$7k) and installation of a catch basin (\$22k). The cost also includes water infrastructure improvements for which UVM will pay approximately \$64,000. The fifth amendment to the Capital Plan Agreement acknowledges the agreement as to a plan which can now move to construction.

The following resolution was presented for approval:

Resolution approving fifth 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 a fifth amendment to the UVM/City of Burlington Ten Year Capital Plan Agreement which will move the University Place project to construction with UVM's contribution to the project not to exceed \$1,600,000.

Vice President Cate introduced the final resolution to approve a contract with the City of Burlington for police and community service officer patrols. The University and City agree that, contingent upon Board of Trustee approval, it would be helpful to have special police and

community service officer patrols in certain residential neighborhoods near the University that house University students. The purpose of the patrols is to help enhance public safety and neighbor relations in those neighborhoods. Under the terms of the agreement, the University will pay the City for Burlington police officers and Burlington community service officers who volunteer to patrol certain neighborhoods on certain dates, in an amount not to exceed \$35,000 through the end of the current fiscal year. The University and the City have regularly entered into similar agreements, including during this past fall semester. Past agreements concerned only Burlington police officers. Given current staffing levels and City needs, there were very few officers available to provide service under this agreement. The new agreement, which would supersede the agreement dated October 5, 2021, allows Burlington's new community service officers to also provide neighborhood patrols in student-populated areas.

The following resolution was presented for approval:

Resolution approving contract with the City of Burlington for police and community service officer patrols

WHEREAS, the University entered into an agreement with the City of Burlington ("City") dated October 5, 2021 (the "Agreement") for the funding of certain police patrols in the City for the Fall 2021 and Spring 2022 semesters;

WHEREAS, police officers have been unable to fill patrols authorized by the Agreement;

WHEREAS, the City now has retained Community Service Officers ("CSOs") who the City would like to deploy to help patrol student-populated neighborhoods on dates and at times agreed to by the University;

THEREFORE, BE IT RESOLVED, that the Executive Committee of the Board of Trustees authorizes the University to enter into a new agreement with the City to enable the City to deploy CSOs in addition to or as an alternative to police officers to patrol certain neighborhoods adjacent to the University and populated by University students on dates and at times during the remainder of Spring 2022 semester agreed to by the University in a total amount not to exceed \$35,000, with such agreement to replace and supersede the October 5, 2021 agreement.

Chair Lumbra offered an opportunity for further discussion and comments. There being none, a motion was made, seconded and all resolutions were unanimously approved as presented and amended.

Chair Lumbra next introduced the following resolution coming out of executive session discussions:

Resolution authorizing negotiations of collective bargaining agreements with United Academics Part-Time Faculty and with UVM Staff United

BE IT RESOLVED, that the Executive Committee authorizes the administration to proceed with collective bargaining agreement negotiations with United Academics Part-Time Faculty and UVM Staff United on the material terms reported on this date.

An opportunity for comment was offered. There being none, a motion was made, seconded and the resolution was unanimously approved as presented.

Adjournment

There being no further business, the meeting was adjourned at 2:30 p.m.

Respectfully submitted,

Ron Lumbra, Chair