

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

A special meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Wednesday, March 1, 2023, at 1:00 p.m. in Memorial Lounge, 338 Waterman Building via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Catherine “Kitty” Toll, Katelynn Briere, Susan Brengle, Kevin “Coach” Christie, Frank Cioffi, Carolyn Dwyer, President Suresh Garimella, Jodi Goldstein, Stephanie Jerome, Don McCree, Ed Pagano, Monique Priestly, Lucy Rogers, Shap Smith, Tristan Toleno, and Samuel Young

MEMBERS ABSENT: Otto Berkes, Robert Brennan, John Dineen, Carol Ode, Kenny Nguyen, Kristina Pisanelli, and Governor Phil Scott

ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock, Vice President for Finance & Administration Richard Cate, Vice President for Legal Affairs & General Counsel Trent Klingerman, and Special Assistant to the President Jonathan D’Amore¹

¹ Departed the meeting at 1:14 p.m.

Chair Ron Lumbra called the meeting to order at 1:02 p.m. and welcomed new trustees Katelynn Briere and Monique Priestley to their first official meeting, welcomed Tristan Toleno back to the Board, and congratulated Frank Cioffi and Shap Smith on their reappointment to the Board.

Approval of previous minutes

A motion was made, seconded and it was voted to approve the minutes from the February 11, 2023 meeting as presented.

Election of board chair

Board Governance Committee Chair Frank Cioffi reminded trustees that the board elected university and board officers other than the chair at the February 11, 2023 meeting, and that, in accordance with the University Charter, the chair election is held in March once new trustees begin their terms.

The following resolution was presented for approval:

Resolution approving appointment of board chair

BE IT RESOLVED, that the Board of Trustees hereby accepts the recommendation of the Nominating Committee and approves the re-appointment of Ron E. Lumbra as chair, effective immediately.

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

Chair’s remarks (appended on page 6)

President's remarks

President Suresh Garimella extended his gratitude to Chair Lumbra for his leadership and partnership and welcomed new and returning trustees. He offered congratulations to student athletes who continue to excel and noted that the women's hockey team will host the semifinals of the Hockey East tournament and men's and women's basketball teams will host America East quarterfinals this week. Next week, the men's hockey team begins their bid for a Hockey East championship. President Garimella shared that campus visits for admitted students will commence this Friday and are scheduled through the middle of next month. He concluded his remarks by sharing Senator Patrick Leahy's appointment as a President's Distinguished Fellow. Senator Leahy will join the campus community this semester and contribute to UVM's mission by participating in the launch of research, academic and engagement projects initiated through his efforts while in Congress.

Action items

Chair Lumbra introduced a resolution to approve committee and chair appointments as appended and noted that assignments will take effect once approved.

Resolution approving committee and chair appointments

BE IT RESOLVED, that the Board of Trustees approves the committee and chair appointments for 2023 as presented today and appearing as appendices A and B to this document.

An opportunity for discussion was offered. A motion was made, seconded, and the resolution was unanimously approved as presented.

Approval of 2024 board and retreat dates

Chair Lumbra presented the following 2024 board meeting and retreat dates for approval:

Winter Meeting: *Friday-Saturday, 2/9-10*
Special Meeting: *Friday, 3/1*
Spring Meeting: *Friday-Saturday, 5/17-18*
Fall Board Retreat: *Friday-Saturday, 9/6-7*
Fall Meeting: *Friday-Saturday, 10/25-26*

A motion was made, seconded, and voted to approve the 2024 meeting and retreat dates as presented.

Chair Lumbra next introduced the following resolution to disband the Presidential Housing Work Group.

Resolution disbanding the Presidential Housing Work Group

WHEREAS, in February 2015, the Board of Trustees established the Presidential Housing Work Group to conduct periodic review of the suitability of the President's Official

Residence (“Englesby House”) and to review special capital projects and make recommendations to the Board; and

WHEREAS, the Presidential Housing Work Group was further charged with monitoring compliance with the President’s Official Residence University Operating Procedures; and

WHEREAS, the Work Group has not had occasion to meet since June 2019 and the Chief Internal Auditor annually provides a report to the Audit Committee of the Board of Trustees addressing all expenses incurred by the University related to general maintenance and operations of Englesby House;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby disbands the Presidential Housing Work Group, with thanks to its current and former members for their service, including: Work Group leaders Ron Lumbra, Debbie McAneny and David Daigle and members Briar Alpert, Frank Cioffi, Johannah Donovan, Joan Lenes, Tristan Toleno, and Sam Young.

He reminded trustees that the Work Group was established in February 2015 to conduct periodic review of the suitability of the President’s Official Residence (“Englesby House”); to review special capital projects and make recommendations to the Board; and to monitor compliance with the President’s Official Residence University Operating Procedures.

Because the Work Group has not had occasion to meet since June 2019, and the Chief Internal Auditor provides a report to the Audit Committee annually addressing all expenses incurred by the University related to general maintenance and operations of Englesby House, he is seeking approval to disband the Work Group.

An opportunity for discussion and comments was offered. There being none, a motion was made, seconded, and the resolution was unanimously approved.

Chair Lumbra then introduced the following resolution to disband the UVM and UVM Medical Center Joint Strategic Planning Group.

Resolution disbanding the UVM and University of Vermont Medical Center Joint Strategic Planning Group

WHEREAS, in January 2015, as part of an Affiliation Agreement between the University of Vermont (UVM), the University of Vermont Medical Center, the UVM Medical Group, and the UVM Health Network, the Board of Trustees established a UVM and University of Vermont Medical Center Joint Strategic Planning Group to maximize the effectiveness of communications between the entities on strategic matters of interest; and

WHEREAS, the current Affiliation Agreement executed in September 2022 amended the membership to include the UVM President, the UVM Provost, the Deans of the Larner College of Medicine and the College of Nursing and Health Sciences, the UVM Medical Center President and Chief Operating Officer, the UVM Health Network Chief Executive Officer, and the UVM Health Network Medical Group Chief Executive Officer, and no longer requires appointments from this Board.

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby disbands the UVM and University of Vermont Joint Strategic Planning Group with thanks to its current and

former members for their service, including: Shap Smith, Richard Gamelli, Lisa Ventriss, and Briar Alpert.

He reminded trustees that the Joint Planning Group was established in January 2015, as part of an Affiliation Agreement between UVM and the University of Vermont Medical Center, the UVM Medical Group, and the UVM Health Network, to maximize the effectiveness of communications between the entities on strategic matters of interest.

Because the current Affiliation Agreement, executed in September 2022, amended the membership to include the UVM President, the UVM Provost, the Deans of the Larner College of Medicine and the College of Nursing and Health Sciences, the UVM Medical Center President and Chief Operating Officer, the UVM Health Network Chief Executive Officer, and the UVM Health Network Medical Group Chief Executive Officer, and no longer requires appointments from this Board, he is seeking approval to disband the Joint Planning Group.

An opportunity for discussion and comments was offered. There being none, a motion was made, seconded, and the resolution was unanimously approved.

Chair Lumbra invited Vice President for Finance & Administration Richard Cate to introduce the remaining resolutions.

Vice President Cate introduced a contract renewal with The Yuba Group, LLC for debt advisory consulting services. He reported a RFP was released in December 2017 for 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 vendor to perform this consulting work. The contract term began March 1, 2018 through February 28, 2023.

The administration is requesting approval for a one-year renewal in the amount of \$57,750 through February 28, 2024, for a total amount not to exceed \$450,000 in aggregate.

The renewal term of this contract will exceed five-years which requires board 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, 2024, for an amount not to exceed \$450,000 in aggregate.

Vice President Cate next reported The Larner College of Medicine is requesting to enter into a contract with Advarra, Incorporated for their software license named OnCore. OnCore is an enterprise clinical trial management system which holds research participant data to interface with Huron Click software as well as EPIC at The University of Vermont Medical Center. The data collected will be owned by the Office of Clinical Trials Research and Vermont Cancer Center.

OnCore Subscription costs will include license, maintenance, support, up to 750 active protocols, for Modules selected, interface bundles, eRegulatory Management System, Electronic Data Capture, professional services, and implementation costs.

This contract was originally brought before the Executive Committee on December 12, 2022 and the administration is seeking to extend the contract end date by three months and term renewals from three one-year renewals to five one-year renewal options for an amount not to exceed \$8,500,000 in aggregate.

Resolution approving contract with Advarra, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Advarra, Incorporated, for a clinical trial management software license, maintenance, and support fees beginning April 1, 2023, through March 31, 2028, with five one-year renewal options for an amount not to exceed \$8,500,000.

This resolution replaces and supersedes the resolution approved by the Executive Committee on December 12, 2022.

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

Other Business

Trustee Kevin “Coach” Christie added that the UVM track and field teams participated in the America East Indoor Championships last month and offered his congratulations to all UVM athletes.

Adjournment

There being no further business, the meeting adjourned at 1:22 p.m.

Respectfully submitted,

Ron Lumbra, Chair

Ron E. Lumbra
UVM Board of Trustees Chair's Report
March 1, 2023

Thank you all for your support and trust. It is an honor and privilege to be able to chair the UVM Board of Trustees. Together we have managed through so many challenges over the past few years. I look forward to emphasizing our responsibility to protect the future of this great institution. We have much before us to consider including helping to address the housing challenges in Burlington and Chittenden County that directly impacts our students, faculty, and staff and our ability to attract and retain top talent to the university. We will focus on helping to pursue creative solutions to complete the Multipurpose Center project and continue our journey to achieve R1 recognition as one of the top research institutions in academia. All while we strive to strike the right balance between affordability, quality, and academic excellence – a balance that is critical to achieve in this increasingly competitive environment in higher education, particularly in the northeast. All of these things collectively will help build on our positive momentum as we become an increasingly national and global university. I look forward to working closely with each of you on this journey together.

In addition to our responsibility of approving contracts, today we will approve committee assignments and I will seek approval to sunset two inactive work groups. Thanks to all of you who have agreed to serve on our various standing committees and working groups that are critical to the board's ability to do its work and maintain momentum between board meetings.

That concludes my remarks.