

**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, September 16, 2024, at 1:00 p.m., in Memorial Lounge, 338 Waterman Building, via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart¹, Secretary Catherine Toll¹, President Suresh Garimella, Frank Cioffi¹, Don McCree¹, and Shap Smith¹

MEMBERS ABSENT: Carolyn Dwyer

REPRESENTATIVES PRESENT: Faculty Senate Representative Tom Borchert¹, Staff Council Representative Monika Donlevy¹, Graduate Student Senate Representative Cara Simone, and Foundation Representative Monica Delisa¹

REPRESENTATIVES ABSENT: Student Government Association Representative Mahder Teferra

PERSONS ALSO PARTICIPATING: Trustees Carol Ode and Kristina Pisanelli¹, Vice President & Provost Patricia Prelock, Vice President for Finance & Administration Richard Cate, Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen, Chief of Staff to the President Jonathan D'Amore, and Chief Human Resources Officer Chris Lehman²

¹ Joined the meeting remotely.

² Joined the meeting at 1:20 p.m. and departed at 1:38 p.m.

Chair Ron Lumbra called the meeting to order at 1:02 p.m.

Approval of minutes

Chair Lumbra entertained a motion to approve the minutes from the August 12, 2024, meeting. The motion was made, seconded, and it was voted to approve the minutes as presented.

Chair's remarks

Chair Lumbra thanked President Garimella for his service recognizing that UVM is in a better place because of his leadership. He expressed gratitude for his many accomplishments and introduced the following resolution:

Appreciation Resolution for Suresh Garimella

WHEREAS, on July 1, 2019, Suresh Garimella became the 27th President of the University of Vermont; and

WHEREAS, Suresh served the university with distinction for more than five years; and

WHEREAS, Suresh inspired the entire university community to “Amplify Our Impact” through student success, research excellence, and service to the people of Vermont; and

WHEREAS, with Suresh’s leadership, UVM made important new commitments to affordability and accessibility—especially for Vermont students; and

WHEREAS, during Suresh’s tenure, the university significantly expanded its research activity across the disciplines; and

WHEREAS, through Suresh’s vision, UVM established and reinvigorated important relationships with people, communities, and organizations in all 14 counties of Vermont; and

WHEREAS, over the five years of Suresh’s tenure, the university attracted record numbers of applicants for undergraduate, graduate, and medical studies; and

WHEREAS, during Suresh’s time as President, he taught, advised, and mentored dozens of UVM students;

THEREFORE, BE IT RESOLVED, that this Board of Trustees expresses its deep and abiding gratitude to President Suresh Garimella and Lakshmi Garimella for all they have done to strengthen and secure a bright future for UVM.

A motion was made, seconded and the resolution was unanimously approved and President Garimella was presented with a framed copy.

President's remarks

President Suresh Garimella thanked Chair Lumbra and noted that with only a couple weeks remaining in his tenure, earlier today he shared a farewell message with the UVM community reflecting his profound pride in the people of UVM.

President Garimella then shared the following updates:

- The *Presidential Lecture Series* kicks off with the first Burak Lecture tomorrow afternoon featuring former UVM President Thomas Sullivan reflecting on “Free Speech Freedoms,” an important topic about which he is a nationally recognized scholar. The focus of the series this year is free expression and he encouraged trustees and others to attend tomorrow’s lecture and the many more scheduled over the academic year including the Aiken Lecture in October with former president of the American Civil Liberties Union, Nadine Strossen.
- This is also *Staff Recognition Week* and the annual Social on the Green will be held tomorrow and other events to recognize and celebrate staff members will take place later this week including a breakfast to recognize this year’s *Our Common Ground Staff Award* recipients. He recognized Staff Council President Monika Donlevy and Staff Council Vice President Jennifer Main for their contributions and thanked Chief Human Resources Officer Chris Lehman, and his team, for their efforts to make this a special week.
- This week is also the university’s second annual *Safety Week* which brings attention to topics that are front of mind for many campus communities. This afternoon, a symposium is taking place for leaders from local campuses, communities, and government agencies on promoting safe and healthy campuses and workplaces. The symposium is part of a grant from the Department of Homeland Security. He expressed his gratitude to Chief Safety and Compliance Officer Mike Schirling, and his team, for organizing the symposium and Safety Week.
- The Divisions of Student Affairs and Diversity, Equity and Inclusion are also organizing a student-driven *Our Common Ground Symposium* on how students can use their voices to both support the causes they believe in and demonstrate respect and dignity in doing so around divisive issues, in particular the Israel-Hamas conflict. The symposium is scheduled on September 25th.

President Garimella concluded his remarks by recognizing the many critical initiatives that are moving forward in research and economic development with the Tech Hub and Bio Incubator, in academic programs with the continued rollout of the Catamount Core, and the 20th anniversary celebration of the Patrick Leahy Honors College later this month, to name just a few. He expressed his pride in the

team leading these efforts, and the many students, faculty and staff who keep UVM's momentum strong.

Action items

Chair Lumbra noted that resolutions will be introduced individually with an opportunity for discussion following. Once 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 for Finance & Administration Richard Cate introduced the first resolution approving continued affiliated organization status and affiliation agreement with the University of Vermont Nursing and Health Sciences Practice Group (UVM-NHSPG). He reminded trustees that the Board initially approved organization status in June of 2013 and that UVM-NHSPG provides important clinical teaching and learning opportunities for the College of Nursing and Health Sciences (CNHS) undergraduate and graduate students, by and through qualified faculty of the CNHS.

In order to compensate UVM-NHSPG for the clinical experiences provided to CNHS students, UVM provides certain resources to UVM-NHSPG for each fiscal year, subject to the approval of the UVM Provost in consultation with the Vice President for Finance. The cost of all university resources provided to UVM-NHSPG is funded by the College of Nursing and Health Sciences. Any individuals UVM assigns to work on behalf of UVM-NHSPG in connection with the clinical experiences are employed and compensated by the university through its College of Nursing and Health Sciences.

Authorization is being requested for continued UVM-NHSPG affiliated organization status, and approval for execution of an Affiliation Agreement between the parties.

The following resolution was presented for approval:

Resolution approving continued affiliated organization status and affiliation agreement with University of Vermont Nursing and Health Sciences Practice Group, Inc. ("UVM-NHSPG")

WHEREAS, UVM-NHSPG is a non-profit corporation organized for the delivery of community health care services, and clinical teaching and learning opportunities for UVM nursing students, by and through qualified faculty of the UVM College of Nursing and Health Sciences; and

WHEREAS, the Board of Trustees initially approved UVM-NHSPG for affiliated organization status in June of 2013; and

WHEREAS, the current affiliation agreement between UVM and UVM-NHSPG expires on September 30, 2024 and the parties wish to continue the relationship;

BE IT RESOLVED, that affiliated organization status with UVM-NHSPG is hereby extended through October 1, 2029, subject to the execution of an affiliation agreement between UVM and UVM-NHSPG, and;

BE IT FURTHER RESOLVED that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute an affiliation agreement with UVM-NHSPG, for a term through October 1, 2029, on material terms and conditions presented to the committee today.

Vice President Cate next introduced a contract for equipment maintenance management. He reported that Instrumentation and Technical Services (ITS) provides preventative maintenance and repairs for sophisticated and expensive medical equipment to health care organizations across the region. ITS's Capital Asset Protection Partnership (CAPP) program is designed to ensure the most critical medical equipment is operating at peak performance. A request for proposal was released for a five-year contract beginning November 1, 2024, through October 31, 2029, and REMI Group, LLC was the only bidder to submit a proposal. The estimated cost for the five-year contract is not to exceed \$3,500,000.

REMI Group, LLC is the incumbent and these maintenance costs are passed on to the health care organizations through the contractual agreements with ITS. Costs are determined by the list of equipment each hospital includes in their CAPP program and includes a 4% annual escalation cost.

The following resolution was presented for approval:

Resolution approving contract with REMI Group, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with REMI Group, LLC for equipment maintenance management program for five years beginning November 1, 2024, through October 31, 2029, for an amount not to exceed \$3,500,000.

Vice President Cate then introduced a contract extension with Standard Insurance Company for insurance benefit plan services. In 2019, the university executed a five-year contract with the Standard Insurance Company to provide employees with life/AD&D insurance and long-term disability benefits and later adding short-

term disability plans through December 31, 2024. The Standard Insurance Company has offered to hold the same pricing from 2024 for three years with no increase.

Human Resources is requesting a contract extension of these insurance benefit plan services to begin January 1, 2025, through December 31, 2025, with two optional one-year renewals, and a total UVM cost share not to exceed \$10,500,000.

The following resolution was presented for approval:

Resolution approving contract extension with Standard Insurance Company

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract extension with Standard Insurance Company for employee life/AD&D insurance, short-term disability and long-term disability benefit plan services beginning January 1, 2025 through December 31, 2025, with two optional one-year renewals, and a total UVM cost share not to exceed \$10,500,000.

Vice President Cate next introduced a contract for lead retirement plan and health savings account recordkeeper services. Proposals were received from Fidelity and TIAA CREF and Fidelity Investments was selected. All fees associated with their services are drawn directly from the employees/retirees investment funds and are at no cost to the university. The contracts begin January 1, 2025, through December 31, 2029, with an optional five-year renewal.

The following resolution was presented for approval:

Resolution approving contracts for retirement plan recordkeeper

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts with Fidelity Investments, for lead retirement plan and Health Savings Account recordkeeping services beginning January 1, 2025 through December 31, 2029, with an optional five-year renewal, at no cost to the university.

Vice President Cate introduced a final resolution seeking authorization to negotiate and execute a contract with for administration of retiree medical plans. He reported that UVM Human Resources received notice in May 2024 from the current retiree medical insurance provider, Cigna Corporation, with the decision to discontinue coverage and terminate UVM's contract on December 31, 2024.

Many options were considered and reviewed since May, however due to time constraints and Federal law changes in 2024, the vendors in the market were not able to provide pricing quotes in time to properly complete a formal selection process.

The Chief Human Resource Officer is requesting the Vice President of Finance and Administration to negotiate and execute a contract to meet deadlines for open enrollment which begins November 1, 2024.

This one-year contract will become effective on January 1, 2025, through December 31, 2025, for an amount not to exceed \$16,000,000.

The following resolution was presented for approval:

Resolution approving contract for administration of retiree medical plans¹

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a one-year contract with _____ for administration of retiree medical plans starting January 1, 2025 through December 31, 2025, for an amount not to exceed \$16,000,000.

Chair Lumbra offered an opportunity for discussion. In follow up to a question regarding the contract for administration of retiree medical plans, Vice President Cate clarified he is still negotiating with vendors and that the contract is only for one year better options are being sought for subsequent years.

A motion was made, seconded and all resolutions were unanimously approved as presented.

Faculty Senate President's report

Faculty Senate President Tom Borchert thanked Chair Lumbra for the opportunity to address the committee and offered comments on the following topics:

- Presidential Search – he shared there is a curious tension between the Faculty Senate Constitution and Bylaws (CBL) and the University Manual with regard to presidential searches. The CBL states that the Senate is empowered to participate in the selection of the next president of UVM, but

¹ Following the meeting, Vermont Blue Advantage was awarded the contract for administration of retiree medical plans

in the University Manual, there is no clear role spelled out for the Senate in presidential searches. He opined that processes like these which are clear and straightforward in concept are often complicated and fraught in their practice. For example, while faculty will be represented on the presidential search committee through the appointment by a panel of faculty chosen by each college and school (as spelled out in the University Manual), one group of faculty, those in the Libraries, will not be represented in the way the rest of the colleges and schools are because they are not formally a member of a faculty or school. It is his hope that language in the University Manual will be changed to ensure that library faculty are represented in the future. He believes this also points to the challenge of ensuring that as many campus stakeholders are included in the process which he opined creates positive conditions for a new president to join the campus community. To this end, he invited Board Chair Lumbra to speak to the Senate at last month's meeting about this process and they have discussed the potential for follow up conversations with the Senate moving forward.

- Campus protests/disruptions – he opined that last spring, UVM managed the challenges of campus protest and encampments in a fairly positive way, noting they were resolved before the end of the semester. This semester, there have been a few protests: one during the annual Convocation Ceremony and a couple of rallies during recent weeks. Over the summer, the president's team reviewed policies and procedures related to academic freedom and speakers on campus. It was similar to a process the campus underwent last spring in relation to the change of venue of the Muhammed el-Kurd lecture scheduled last October. Next week, the provost's leadership team and the Executive Council of the Faculty Senate will meet to discuss this review, recommendations, and strategies for ensuring people are aware of, and understand, the policies.

Faculty Senate President Borchert concluded by sharing he has enjoyed working with President Garimella over the last three years. He thanked him for his service to UVM and wished him good fortune at the University of Arizona.

Executive Session

At 1:28 p.m., Chair Lumbra entertained a motion to go into executive session to discuss labor relations agreements, personnel and contracts. He noted the session is expected to last approximately 20 minutes and action is anticipated 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 Sharon Reich Paulsen, Vice President for Finance & Administration Richard Cate, Chief of Staff to the President Jonathan D'Amore, Chief Human Resources

Officer Chris Lehman, and Trustee Coordinator Corinne Thompson.

Chief Human Resources Officer Chris Lehman was excused following the labor relations agreement topic.

Following the first personnel topic, President Garimella, Provost Prelock, Vice President Cate, and Chief of Staff D'Amore were excused.

The meeting was re-opened to the public at 1:49 p.m.

Other business

Chair Lumbra introduced the following resolution:

Resolution approving acting provost appointment

BE IT RESOLVED, that the Executive Committee approves the appointment of Linda Schadler as acting provost, effective October 1, 2024.

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

Chair Lumbra introduced the following resolution:

Resolution approving appointment of Suresh Garimella as President Emeritus

WHEREAS, Suresh Garimella served five distinguished years as the 27th president of the University of Vermont, from July 2019–September 2024;

WHEREAS, the Chair of the Board of Trustees today shared with the Board a summary of President Garimella's many accomplishments and contributions as president;

WHEREAS, the entire Board is grateful to President Garimella for his service and acknowledges his many successes;

WHEREAS, President Garimella's appointment as President of UVM concludes on September 30, 2024;

BE IT RESOLVED, the Board of Trustees is pleased to bestow on President Garimella the title President Emeritus effective October 1, 2024.

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

Adjournment

There being no further business, the meeting was adjourned at 1:53 p.m.

Respectfully submitted,

Ron Lumbra, Chair