

**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 14, 2025, at 1:00 p.m., in Memorial Lounge, 338 Waterman Building, via remote conferencing.

MEMBERS PRESENT: Chair Cynthia Barnhart, Vice Chair Don McCree, Secretary Catherine Toll, Frank Cioffi, John Dineen, Stephanie Jerome, Kristina Pisanelli, and Shap Smith

MEMBERS ABSENT: Interim President Patricia Prelock

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

REPRESENTATIVES ABSENT: Student Government Association Representative Kennedy Connors

PERSONS ALSO PARTICIPATING: Trustees: Stanton Dodge, Jennifer Ha, Jason Maulucci, Carol Ode and Ed Pagano; Acting Provost Linda Schadler, 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 Lehman

¹Attended the meeting in person.

Chair Cynthia Barnhart called the meeting to order at 1:02 p.m. and recognized graduate student representative Cara Simone for her service, noting this is her last meeting. She shared that Student Government Association leadership elections occurred last week and Kennedy Connors was elected president and will be joining the committee as undergraduate student representative, but is unable to be with us today.

Approval of minutes

Chair Barnhart entertained a motion to approve the minutes from the November 18, 2024, meeting. The motion was made, seconded, and it was voted to approve the minutes as presented.

Chair's remarks

Chair Barnhart acknowledged that university and board leadership are aligned and in close communication to ensure a smooth presidential transition and continue to closely monitor the ever changing landscape in higher education.

She concluded by acknowledging she is looking forward to the May Board meeting and commencement weekend activities.

Acting Provost's remarks

Acting Provost Linda Schadler offered an update on UVM's Operation Teams for Federal Response. She reminded trustees that the overarching goals are to determine how best to support faculty, staff, and students while navigating the current situation and emerge resilient and well-prepared to take advantage of new opportunities.

She shared the composition and meeting frequency of the Core Leadership Team comprised of senior leaders responsible for providing guidance and implementing recommendations. In addition, four Teams comprised of faculty, staff and content experts have been established to focus on research, faculty affairs, Our Common Ground values, and immigration. Each team has members from the Office of General Counsel and Strategic Communications and meetings are held weekly with extensive and regular communications between the Provost and the teams.

Some accomplishments to date include: developing financial modeling for long-term and short-term impacts; establishing a research stabilization fund; creating marketing materials to support a research campaign; and development of a Federal Actions website with FAQs updated as new information become available. Multiple sessions have been held to provide general information as well as specific information on immigration, academic freedom, and research. Additionally, the Office of International Education has had individual consultations with faculty and staff and regular check-ins with faculty, staff and students regarding visa status.

Acting Provost Schadler added that the operations teams would continue their work and concluded by expressing her gratitude to everyone serving on the various teams.

Action items

Chair Barnhart 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, authorizing a one-year extension of the letter of agreement with the City of Burlington for voluntary payment for services subject to the same terms and conditions and for a total payment not to exceed \$1,540,000 (2% *increase from current year*). It is anticipated that negotiations for a new agreement will begin next year.

Payment to the City is in recognition of impacts UVM personnel, students, and operations may have upon the City and any associated services, including, but not limited to police and fire services, and resources the City or its agents render to UVM and its community.

The following resolution was presented for approval:

Resolution approving extension of the voluntary payment for services letter 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; and

WHEREAS, the Board has since then approved extensions of the voluntary payment for services letter agreement; and

WHEREAS, the current Letter of Agreement (“the Agreement”) for the voluntary payment of services, as extended in June of 2022, is set to expire on June 30, 2025.

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves extension of the Agreement for an additional one year period on the same terms and conditions, expiring on June 30, 2026, with a total payment to the City in the aggregate not to exceed \$1,540,000 for the one year extension term of the agreement, and authorizes the Vice President for Finance and Administration, or his successor or designee, to negotiate and execute an amendment to the Agreement to so extend its term.

Vice President Cate next introduced a lease agreement with Appletree Bay Physical Therapy to allow the leasing of office space located at 1205 North Avenue, Burlington, Vermont for up to 25 years not to exceed market rate. This lease term is

consistent with a requirement in the gift agreement related to the acquisition of 1205 North Avenue by UVM.

The revenue associated with the lease will be escalated annually not to exceed market rate, as required by the gift agreement, and collected to offset actual expenses.

The following resolution was presented for approval:

Resolution authorizing a lease agreement with Appletree Bay Physical Therapy

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a 25-year lease agreement with Appletree Bay Physical Therapy for use of a portion of University property located at 1205 North Avenue, Burlington, Vermont, subject to material terms and conditions reported on this date.

Vice President Cate then introduced a request from the Larner College of Medicine (LCOM) to contract with Philips Healthcare to purchase a new Magnetic Resonance Imaging (MRI) system, software subscription, and a 15-year maintenance service contract.

The MRI system and software subscription over the 10-year cost would total \$1,549,923 and would be covered by LCOM funds beginning May 1, 2025, through April 30, 2035.

The 15-year maintenance service agreement costs would total \$2,961,330 and be reimbursed by UVM Health Network via a separate agreement beginning May 1, 2025, through April 30, 2040.

The following resolution was presented for approval:

Resolution approving contract with Philips Healthcare

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into contracts with Philips Healthcare for the purchase of MRI equipment, software subscription and maintenance services beginning May 1, 2025 through April 30, 2040, in an amount not to exceed \$4,600,000.

Vice President Cate next introduced a resolution approving a four-year contract with Steris Corporation for managing preventive maintenance and repair services for hospital sterilizers, operating room lights, operating room tables, as well as

other medical equipment. Instrumentation Tech Services (ITS) provides healthcare technology management services for client facilities in Vermont, New Hampshire and New York for maintenance management services with Steris products. By establishing a group contract with Steris, ITS is able to reduce the overall cost of maintenance on these devices to their clients.

Additional equipment and locations are added and removed from year-to-year fluctuating costs. The contract costs are recovered by fees collected from the hospitals that own the equipment. Steris proposed an average 4.5% annual price increase over the contract.

The following resolution was presented for approval:

Resolution approving contract with Steris Corporation

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts with Steris Corporation for maintenance management services beginning July 1, 2025 through June 30, 2029, in an amount not to exceed \$5,500,000.

Vice President Cate then introduced a contract with University Health Plans for student health insurance. Risk Management 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 is the selected carrier. This vendor provides an 80/20 coinsurance plan for a premium of \$4,941 per student in AY 26. The contract will begin August 1, 2025, and run through July 31, 2026, for an aggregate amount not to exceed \$8,400,000.

The premium cost per student increased 14.1% from last year's pricing with the same carrier Wellfleet. Insurance premiums are paid by the students.

The following resolution was presented for approval:

Resolution approving contract 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 with University Health Plans, Incorporated for student health insurance beginning August 1, 2025 through July 31, 2026, for an amount not to exceed \$8,400,000.

Vice President Cate then introduced a five-year contract with D&H Distributors for the purchase of Apple computers and related equipment for resale by the UVM Bookstore to students, university departments, and individual faculty and staff members. The UVM Bookstore also provides technical support services on Apple products. In 2023, Apple Incorporated announced changes in how college purchases would be made through a wholesale distributor rather than direct through Apple.

The contract averages \$2,500,000 per year, based on customer demand.

The following resolution was presented for approval:

Resolution approving contract with D&H Distributing Company

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to contract with D&H Distributing Company for the purchase of Apple computers and related equipment for resale beginning May 1, 2025 through April 30, 2030, in an amount not to exceed \$12,500,000.

Finally, Vice President Cate introduced a resolution ratifying a contract for university dining services for which he received authorization to negotiate and finalize at the March 3, 2025 special Board meeting. He reminded trustees that four vendors expressed interest and toured campus through first round interviews. Two vendors submitted bid proposals, Sodexo and Harvest Table. After a thorough evaluation, Sodexo, the university's current vendor, was the selected for the 10-year contract with a projected 3.5% annual escalation on student meal plans.

The following resolution was presented for approval:

Resolution ratifying contract for university dining services

BE IT RESOLVED, that the Board of Trustees hereby ratifies the university dining services contract with Sodexo, which was approved by the Vice President for Finance and Administration on March 3, 2025, in consultation with the Vice Provost for Student Affairs. The contract projected cost of \$280,000,000 will commence July 1, 2025, through June 30, 2032, with three one-year renewal options.

An opportunity for discussion was offered. Trustee Catherine Toll inquired of any increase in requirements in the contract with Sodexo to utilize local food vendors. Vice President Cate responded that the contract reflects a 25% target. Faculty Senate President Thomas Borchert inquired why a different vendor is utilized for

student health insurance than the University's provider Blue Cross/Blue Shield. Vice President Cate explained that Blue Cross/Blue Shield would be vastly more expensive for students.

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

Faculty Senate President's report

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

- *Presidential Search Process* – he expressed his appreciation for the many opportunities offered to faculty and staff to engage in the search process and shared feedback received from members of the faculty panel (who did not serve on the Presidential Search Advisory Committee) that they felt underutilized. He reemphasized his hope that the University Manual is updated to include library faculty on the faculty panel.
- *Academic Freedom* – he reiterated the importance of the Board and Vermont legislature's on-going support for the free pursuit of knowledge and encouraged them to work together, alongside the faculty, to navigate the challenges ahead. He shared it is likely that the Faculty Senate will issue a statement reaffirming their commitment to academic freedom and to inclusive excellence.
- *Collective Bargaining* – he recognized the extraordinary pressures graduate students, many of whom are international students, are facing from the current political climate in addition to challenges faced by uncertain economic conditions. He is encouraged that the UVM Staff United contract is in active bargaining and encouraged the Board to support a swift settlement of negotiations with the Graduate Students United.

Faculty Senate President Borchert concluded by noting this will be his last meeting as he is unable to attend the June meeting. He expressed his appreciation to Board leadership for including him in these meetings.

Chair Barnhart thanked President Borchert for participating in the meetings and sharing the views and concerns of the faculty which in turn has helped the Board do a better job.

Executive Session

At 1:40 p.m., Chair Barnhart entertained a motion to go into executive session to discuss labor relations agreements and transition issues. She noted the session is expected to last approximately 30 minutes and action is anticipated following.

Everyone was excused from the meeting except for Trustees, Acting Provost Linda Schadler, 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, and Chief Human Resources Officer Chris Lehman.

Acting Provost Schadler, Vice President Cate, and Chief Human Resources Officer Lehman were excused following the first topic.

The meeting was re-opened to the public at 2:06 p.m.

Other business

Chair Barnhart next introduced the following resolution:

Resolution authorizing negotiation and execution 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 negotiation and execution of collective bargaining agreements with United Academics Part-Time Faculty and UVM Staff United on the material terms reported on this date.

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

Chair Barnhart concluded by sharing that the Board also discussed personnel issues related to Interim President Patty Prelock's new appointment as Provost at the University of Arizona. Interim President Prelock has agreed to stay at UVM through commencement on May 18, leaving about six weeks during the summer before Dr. Marlene Tromp joins the university. Under the university bylaws, the provost assumes the administrative duties of the president during the president's absence or following the president's resignation. The Board is confident that Acting Provost Schadler can provide strong leadership for the university until Dr. Tromp begins her term as president on July 1, 2025.

Adjournment

There being no further business, the meeting was adjourned at 2:08 p.m.

Respectfully submitted,

Cynthia Barnhart, Chair