

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

EXECUTIVE COMMITTEE

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

Representatives: Faculty Representative Abigail McGowan, Foundation Representative Kathleen Kelleher, Staff Representative Jennifer Jorgenson, Student Representative Kennedy Connors, and Graduate Student Representative Saba Rafiei

Monday, December 15, 2025

1:00 p.m. - 1:30 p.m.

Memorial Lounge, 338 Waterman Building

*Public access to the meeting is available at
<https://go.uvm.edu/board-of-trustees-dec-2025>*

AGENDA

	Item	Enclosure/ Exemption	Discussion Leader(s)	Time
	Call to order			*1:00 p.m.
1.	Approval of August 11, 2025 minutes	Attachment 1	Cynthia Barnhart	1:00-1:02
2.	Action items: <ul style="list-style-type: none">• Resolution approving contract renewal amendment with Academic Analytics, LLC• Resolution approving contract renewal with John Wiley & Sons, Incorporated• Resolution approving contract with Cigna Healthcare	Attachment 2	Alicia Estey	1:02-1:10
3.	Other business**		Cynthia Barnhart	1:10-1:30
	Motion to adjourn			1:30 p.m.

* Time is approximate.

** As necessary, the chair will entertain a motion to enter into executive session.

Executive Committee - Executive Summary
Monday, December 15, 2025

Prepared by: Cynthia Barnhart, Chair

The committee will convene to consider the action items listed below. Time is reserved at the end of the meeting for other business as necessary.

ACTION ITEMS

Approval of previous minutes

The minutes for the August 11, 2025, meeting are included as **attachment 1**.

Action: Motion to approve the minutes.

Resolution approving contract renewal amendment with Academic Analytics, LLC

On March 1, 2024, the Board of Trustees approved a four-year contract amendment with Academic Analytics, LLC for database licenses and services beginning January 1, 2022, through December 31, 2025, for an amount not to exceed \$983,000.

The Vice President for Research is requesting approval for a three-year renewal of the existing contract, in addition to expanding the database license to include Medical Insight and Alumni Insight products beginning January 1, 2026, through December 31, 2028, for \$1,194,039, with an amount not to exceed \$2,200,000 in aggregate over the seven-year term beginning January 1, 2022.

The first renewal year will have a 5% price escalation followed by 3.5% for the remaining two years.

Action: Resolution approving three-year contract renewal amendment with Academic Analytics, LLC for additional database licenses and services.

Attachment 2

Resolution approving contract renewal with John Wiley & Sons, Incorporated

UVM Libraries is requesting approval for a three-year contract renewal with John Wiley & Sons, Incorporated for publishing products, mainly journal subscriptions, e-books and database content. This contract offers Open Access in Wiley journals at no cost to authors and allows access to every journal Wiley publishes.

The renewal term is January 1, 2026 through December 31, 2028, for an amount not to exceed \$2,800,000.

An annual 2% escalation is included over the three-year contract renewal term.

Action: Resolution approving three-year contract renewal with John Wiley and Sons, Incorporated for publishing products, journals, and subscriptions.

Attachment 2

Resolution approving contract with Cigna Healthcare

A request for proposal was released to eleven vendors in November on behalf of Human Resources for Stop Loss Insurance. Stop Loss Insurance reimburses UVM when claims exceed certain predetermined thresholds. UVM has both Individual and Aggregate Stop Loss thresholds that help protect against high claims for our population. These levers help to limit financial risk, provide budget predictability and protect the university from claims volatility.

Cigna Healthcare was the only bidder who submitted four coverage options to select from. Rates increased 40% from 2024 to 2025, and depending on which option UVM selects for 2026, rates will increase between 31% and 58%.

The contract will begin January 1, 2026, and run through December 31, 2026, for an aggregate amount not to exceed \$4,100,000.

Action: Resolution approving contract with Cigna Healthcare for stop loss insurance through December 31, 2026. **Attachment 2**

OTHER BUSINESS

Time is reserved for other business as necessary.

**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, August 11, 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, Stephanie Jerome, Kristina Pisanelli, Shap Smith, and President Marlene Tromp¹

MEMBERS ABSENT: John Dineen

REPRESENTATIVES PRESENT: Foundation Representative Kathleen Kelleher¹

REPRESENTATIVES ABSENT: Faculty Senate Representative Abigail McGowan, Staff Council Representative Jennifer Jorgenson, Student Government Association Representative Kennedy Connors, and Graduate Student Senate Representative Ritwik Bandyopadhyay

PERSONS ALSO PARTICIPATING: Trustee Carol Ode, Interim Provost Linda Schadler¹, Vice President for Finance & Administration Richard Cate, Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen¹, and Chief of Staff to the President Jonathan D'Amore¹

¹Attended the meeting in person.

Chair Cynthia Barnhart called the meeting to order at 1:03 p.m.

Approval of minutes

Chair Barnhart entertained a motion to approve the minutes from the June 23, 2025, meeting. The motion was made, seconded, and it was voted to approve the minutes as presented.

Chair's remarks

Chair Barnhart welcomed President Tromp and UVM Foundation representative Kathleen Kelleher to their first meeting. She recognized that Faculty Senate and Staff Council leadership transitions occurred last month and that Abigail McGowan has succeeded Tom Borchert as faculty representative and Jennifer Jorgenson has succeeded Monika Donlevy as staff representative to the committee. She noted that

both are traveling and unable to be with us today. Chair Barnhart then thanked Interim Provost Linda Schadler for her leadership during the transition period between Interim President Prelock's departure on May 19 and Dr. Tromp's arrival on July 1. Chair Barnhart recognized the energy Dr. Tromp has brought to campus during her first month and stated that the Board is looking forward to working together to move UVM forward.

President's remarks

President Marlene Tromp thanked everyone for entrusting her with the opportunity to lead the university and noted she is excited to be in Vermont. She acknowledged the transition is still underway and expressed her excitement in anticipation of the students arrival on campus.

Dr. Tromp expressed her great confidence in the leadership team with whom she will commence a strategic planning process tomorrow. The proposed plan will come before the Board following engagement with and feedback from faculty, staff, students, alumni and the community on the university's vision, goals, and priorities.

President Tromp next expressed her pleasure that Alicia Estey will be joining UVM as Vice President for Finance & Administration and that the executive committee will be confirming her appointment as Treasurer today. She expressed her gratitude for all that Vice President Richard Cate has done for the university, and thanked Linda Schadler for stepping up to serve alongside her as Interim Provost, noting it is one of the most important partnerships in leadership.

President Tromp concluded by emphasizing how happy she is to have such an engaged, insightful, and experienced Board and looks forward to working together to move the university forward.

Action items

Chair Barnhart introduced the following resolution for approval:

Resolution approving appointment of Treasurer

BE IT RESOLVED, that the Executive Committee hereby appoints Alicia Estey as University Treasurer effective August 20, 2025; and

BE IT FURTHER RESOLVED, that by virtue of such appointment the Executive Committee authorizes and directs her to perform the responsibilities as set forth in the University Bylaws; and

BE IT FINALLY RESOLVED, that the Executive Committee recognizes with gratitude the service of Richard H. Cate as University Treasurer.

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

Vice Chair Don McCree expressed his personal gratitude to Vice President Richard Cate and recognized he has been an amazing servant and steward of the university. Chair Barnhart expressed gratitude on behalf of the entire Board to Vice President Cate for his service to UVM.

Chair Barnhart invited Vice President Cate to introduce the remaining resolutions noting each would 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 Cate introduced a resolution ratifying a contract for Human Resources benefit consulting services that he was authorized to negotiate at the June 23, 2025 committee meeting. Benefits would cover, but not be limited to, medical insurance options, dental insurance, vision plans, pharmacy support, life, short-term and long-term insurance.

He reported that five vendors expressed interest and submitted proposals, and two vendors were selected as finalists to provide presentations to the evaluation committee. After a thorough review of the finalists, Willis, Towers, and Watson, LLC was the selected consultant.

The following resolution was presented for approval:

Resolution ratifying contract for Human Resources benefit consulting services

BE IT RESOLVED, that the Executive Committee hereby ratifies the contract for Human Resources benefit consulting services with Willis, Towers, and Watson LLC, which was approved by the Vice President for Finance and Administration on June 23, 2025. The contract will commence on August 1, 2025, through July 31, 2026, with four optional one-year renewals, in an amount not to exceed \$1,800,000.

Vice President Cate next introduced a request for a contract renewal with MAXIMUS Higher Education, Incorporated for an effort reporting system and a cost

reporting information system software as a data collection tool to calculate and submit cost recovery rates on grants to the federal agency, Human and Health Services. The renewal is for one year with four optional one-year renewals for an amount not to exceed \$395,000.

The contract term with renewals exceeds ten years, which requires Board approval.

The following resolution was presented for approval:

Resolution approving contract renewals with MAXIMUS Higher Education, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to renew contracts with MAXIMUS Higher Education, Incorporated for software licenses beginning July 1, 2025, through June 30, 2026, with four optional one-year renewals, for a total amount not to exceed \$ 395,000.

Vice President Cate then introduced a resolution approving contracts with ProQuest, LLC, which has been partnering with UVM Libraries for a number of years to provide electronic data resources spanning from full newspaper volumes in electronic form to highly technical databases dealing with psychology, psychiatry, computer coding, and business methods.

UVM Libraries is requesting approval to enter into contracts with ProQuest, LLC beginning September 1, 2025, through August 31, 2026, with nine one-year renewal options, for an amount not to exceed \$4,000,000, noting this is a correction from the original amount included on the materials distributed in advance of the meeting.

The projected annual expenditure with ProQuest, LLC is \$375,000 with an average 4-6% annual increase.

The following resolution was presented for approval:

Resolution approving contracts with ProQuest, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into contracts with ProQuest, LLC for electronic data resources for the UVM Libraries beginning September 1, 2025, through August 31, 2026, with nine one-year renewal options, for an amount not to exceed \$4,000,000.

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

Adjournment

There being no further business, the meeting was adjourned at 1:18 p.m.

Respectfully submitted,

Cynthia Barnhart, Chair

DRAFT

EXECUTIVE COMMITTEE

December 15, 2025

Resolution approving contract renewal amendment with Academic Analytics, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into a contract renewal amendment with Academic Analytics, LLC for database licenses and services beginning January 1, 2022, through December 31, 2028, for a total amount not to exceed \$2,200,000.

This resolution replaces and supersedes the Board of Trustees approval at the March 1, 2024 meeting.

Resolution approving contract renewal with John Wiley & Sons, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into a contract renewal with John Wiley & Sons, Incorporated for publishing products, journals, and subscriptions beginning January 1, 2026 through December 31, 2028, for a total amount not to exceed \$2,800,000.

Resolution approving contract with Cigna Healthcare

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into contract with Cigna Healthcare for stop loss insurance beginning January 1, 2026, through December 31, 2026, for an amount not to exceed \$4,100,000.