

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 Monday, March 3, 2025, 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 Toll, John Bartholomew, Scott Beck, Susan Brengle, Frank Cioffi, Matt Devost, R. Stanton Dodge, Jodi Goldstein¹, Jennifer Ha, McKenzie Hart², Stephanie Jerome, Jason Maulucci, Donald McCree³, Carol Ode, Kristina Pisanelli, Interim President Patricia Prelock¹, Lucy Rogers², Shap Smith, and Tristan Toleno

MEMBERS ABSENT: John Dineen, Ed Pagano, Monique Priestley, and Governor Phil Scott

ALSO PARTICIPATING: Acting Provost Linda Schadler², Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen², Vice President for Finance & Administration Richard Cate, and Chief of Staff to the President Jonathan D'Amore²

¹Joined the meeting at 1:15 p.m.

². Attended the meeting in person.

³ Joined the meeting 1:06 p.m.

Chair Ron Lumbra called the meeting to order at 1:03 p.m.

Approval of previous minutes

A motion was made, seconded and it was voted to approve the minutes from the February 1, 2025 meeting and January 30–February 1, February 4, February 20, and February 22, 2025, special meetings 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 1, 2025 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 appointment of Cynthia Barnhart as chair, effective immediately.

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

Chair's remarks

Chair Cynthia Barnhart expressed her appreciation for being appointed chair recognizing the chair's position is a special honor and opportunity to serve.

She recognized Trustee Lumbrá's five outstanding years of leadership as chair noting he is a hard act to follow. In addition to bookending his years as chair with presidential transitions, for which he has been such an important leader, he has led the Board through several important milestones in the university's history including his service as chair through the pandemic and during difficult periods of financial constraints and challenging moments of activism and debate on campus and across the country. Trustee Lumbrá led the Board through several important university decisions about facilities and tuition-setting. Importantly, he was a leader of the Board during some of the most successful years in university history, in which UVM had record numbers of students who applied to be Catamounts, amazing accomplishments by our student athletes, students, faculty and staff making extraordinary contributions to their academic disciplines and to their Vermont communities, and the university's recent achievement of Carnegie R1 status. Trustee Lumbrá has been smart, strategic, collegial and accessible as chair, and has demonstrated remarkable ability to help the Board achieve consensus on even the toughest issues. On behalf of all trustee Chair Barnhart thanked Trustee Lumbrá for his service.

Chair Barnhart welcomed new trustees Scott Beck, McKenzie Hart, and Jason Maulucci to their first official meeting. She welcomed back John Bartholomew and congratulated Carol Ode on her re-election.

She then thanked Interim President Patricia Prelock and the leadership team, as well as the entire UVM community, for the steady, calm approach to the confusion and uncertainty of the past several weeks faced by all institutions of higher education. She shared her optimism that UVM is navigating the challenges well.

Chair Barnhart concluded her remarks by expressing congratulations on behalf of the Board to Acting Provost Linda Schadler on a significant milestone in her career. Last

month, Provost Schadler was elected to the National Academy of Engineering. She noted that membership in one of the National Academies is one of the highest professional honors a person can achieve and Linda's outstanding record of research and scholarship, combined with her leadership and mentorship in engineering earned her this recognition.

President's remarks

Interim President Patricia Prelock recognized that it has been a busy month navigating the federal regulations and acknowledged there is an excellent team supporting the faculty, staff and students. She also offered her congratulations to Provost Schadler for her recognition in the National Academy of Engineering.

She next reported that earlier today senior leaders participated in a scenario planning session focused on immigration and diversity, equity and inclusion. A Task Force has been developed comprised of a core leadership team including herself, the Provost, Vice President for Finance & Administration, Budget Director, President and Provost's Chiefs of Staff, Vice President for Research & Economic Development, Executive Director of Government Relations and the Vice President and General Counsel. Additionally, four operations teams will be led by the Provost to help position UVM in the new federal environment and to assist with developing strategies for informed decision-making and operational changes that may be needed.

Opportunities to educate the UVM community continue with another forum scheduled for March 19 from 7:00-8:30 p.m. in the Ira Allen Chapel focused on social media, how to consume it, make sense of it, and detect accurate versus inaccurate information. Expert faculty will again be featured speakers at the forum.

President Prelock then expressed her appreciation to Trustee Lumbra for his leadership the past 5 years. She recognized that he has navigated some difficult times as Board chair with poise, confidence, openness, and engagement of the UVM community. She thanked him for the countless hours spent away from his day job and family to ensure the university was thriving, opining he has taken what it means to be a volunteer to a new level by giving his all on so many fronts.

Next, the President welcomed Trustee Barnhart to her new role as chair noting her background and experience in higher education is a perfect fit for what UVM needs at this time. She also extended her congratulations to new and returning trustees.

President Prelock concluded with a brief update on UVM athletics. The women's basketball team is second in the America East Conference with a record of 13-3 and are on a 3-game winning streak. Their first playoff game is March 6 at home. The men's basketball team is also second in the America East Conference game and they

are on a 8-game winning streak and beat the #1 team in the conference last week in an exciting and stressful game.

Action items

Chair Barnhart introduced a resolution to approve committee and chair appointments as appended, noting assignments reflect feedback received from trustees.

Resolution approving committee and chair appointments

BE IT RESOLVED, that the Board of Trustees approves the committee and chair appointments for 2025 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 2026 board and retreat dates

Chair Barnhart presented the following 2026 board meeting and retreat dates for approval:

Winter Meeting: *Friday-Saturday, 2/6-7*

Special Meeting: *Monday, 3/2 (1-2:30 p.m. to elect chair and approve committee assignments)*

Spring Meeting: *Friday-Saturday, 5/15-16 (Commencement 5/17)*

Fall Board Retreat: *Friday-Saturday, 9/11-12 (Labor Day 9/7)*

Fall Meeting: *Friday-Saturday, 10/16-17*

A motion was made, seconded, and voted to approve the 2026 meeting and retreat dates as presented.

Chair Barnhart invited Vice President for Finance & Administration Richard Cate to introduce the remaining action items noting the resolutions will be voted on as a consent agenda unless someone requests a separate vote on a particular resolution.

Vice President Cate introduced a resolution recognizing Vermont Psychological Services (VPS), Incorporated as an affiliated organization and authorizing a memorandum of understanding. He explained that VPS was established in 1972 as a faculty practice group allowing for on-campus practice by members of the Department of Psychology. As originally conceived, the VPS accepted a limited number of UVM student placements each year via contractual arrangement with the department, similar to other clinical affiliations currently in place for other

disciplines. This model changed in or around 2008 when a requirement that all graduate students be placed for their experiential rotations in the VPS was instituted. The relationship between the VPS and UVM predates adoption of the University's Affiliated Organization Policy.

There is no record of Board approval for creation of the affiliated organization pursuant to the Board's reserved rights. Therefore, this request is being brought forward to ensure compliance with the Board's reserved rights and institutional policy. A memorandum of understanding conforming to the requirements of the Affiliated Organization Policy has been negotiated between the parties to continue this productive and important relationship provided the Board assents.

The following resolution was presented for approval:

Resolution approving recognition of Vermont Psychological Services, Incorporated as an Affiliated Organization and authorizing Memorandum of Understanding

BE IT RESOLVED, that the Board of Trustees hereby authorizes the recognition of Vermont Psychological Services, Incorporated (VPS) as an Affiliated Organization of the University, and authorizes the Provost and Senior Vice President to negotiate and enter into an affiliation agreement with VPS on terms consistent with the University Affiliated Organization Policy.

Vice President Cate next introduced a resolution authorizing a Memorandum of Understanding (MOU) with Biolabs Innovations, LLC (BioLabs) to operate a biotech incubator on the UVM campus (the "Center"). Biolabs will act as the exclusive operator of the Center. The Center is scheduled to open in spring 2025 and the initial term of the MOU will be three years.

The purpose of this agreement and the project it enables is to provide UVM start-up companies and faculty technology commercialization efforts with facilities and services comparable to those available at other universities with whom we compete for faculty and graduate students.

The following resolution was presented for approval:

Resolution approving Memorandum of Understanding with Biolabs

BE IT RESOLVED, that the Board of Trustees hereby authorizes the Vice President for Research and Economic Development to negotiate and enter into a Memorandum of Understanding with Biolabs for a term of three years, on other terms consistent with those presented to the Board today.

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

Executive session

At 1:22 p.m. Chair Barnhart entertained a motion to enter into executive session to discuss contracts and to receive advice from counsel. She noted that action is anticipated following the session which is expected to last approximately 25 minutes.

Trustees, Acting Provost Linda Schadler, Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen, Vice President for Finance & Administration Richard Cate, and Chief of Staff to the President D'Amore were invited to remain.

The meeting was re-opened to the public at 1:48 p.m.

Other business

Chair Barnhart introduced the following resolution for approval:

Resolution approving contract for campus dining services

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, in consultation with the Vice Provost for Student Affairs, is hereby authorized to negotiate a seven-year contract for the University's dining services commencing July 1, 2025 through June 30, 2032, with three one-year renewal options, consistent with the terms today discussed.

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

Adjournment

There being no further business, the meeting was adjourned at 1:51 p.m.

Respectfully submitted,

Cynthia Barnhart, Chair

**The University of Vermont and State Agriculture College Board of Trustees
Standing Committees**

Proposed Assignments – for approval 3/3/2025

	Audit	Board Governance	Budget, Finance & Investment	Educational Policies & Institutional Resources	Executive	University of Vermont Board*	Vermont Agricultural College Board*
President, <i>ex-officio</i>		X	X	X	X		
Barnhart-30 (C)					C	X	
Bartholomew-31				X			X
Beck-31			X				X
Brengle-28			X			X	
Cioffi-29		C	X		X		
Devost-30	VC			X		X	
Dineen-26			C		X	S	
Dodge-30	X		X			X	
Goldstein-30	X	X		X		C	
Ha-26		X		X			
Hart-27				X			
Jerome-27		X		C	X		S
Lumbra-28			X			X	
Maulucci-31				X			
McCree-26 (VC)			X		VC	X	
Ode-31			X				C
Pagano-27	X	VC	X				
Pisanelli-28	X	X	VC		X	VC	
Priestley-29				X			X
Rogers-27				X			X
Scott, <i>ex officio</i>							
Smith-29	C		X		X		VC
Toleno-29				VC			X
Toll-27 (S)	X		X		S		X

C = chair; VC = vice chair; S = secretary

*annual election of officers in May

**The University of Vermont and State Agriculture College Board of Trustees
Other Committees & Work Groups
Proposed Assignments – for approval 3/3/2025**

	Ad Hoc Labor Advisory Group	Annual Review Sub- Cmte	Bond Work Group	Board Governance Work Group	Multipurpose Center Work Group
President	X				
Barnhart-30 (C)		C		Ex-Officio	
Bartholomew-31					
Beck-31					
Brengle-28	X				
Cioffi-29				Leader	X
Devost-30					
Dineen-26	X		Leader		
Dodge-30					
Goldstein-30		VC			
Ha-26					
Hart-27					
Jerome-27	X				
Lumbra-28					
Maulucci-31	X				X
McCree-26 (VC)		X	X		X
Ode-31		X			
Pagano-27					Leader
Pisanelli-28		X			X
Priestley-29					
Rogers-27					
Scott, <i>ex officio</i>					
Smith-29	Leader			X	X
Toleno-29				X	
Toll-27 (S)			X		X

C = chair; VC = vice chair; S = secretary