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, Stephanie Jerome, Kristina Pisanelli, Shap Smith, and Marlene Tromp

Representatives: Faculty Representative Abigail McGowan, Staff Representative Jennifer Jorgenson, Student Representative Kennedy Connors, Graduate Student Representative Collin Coil, and Foundation Representative Chris Jacobsen

Monday, November 16, 2026
3:00 p.m. – 4:00 p.m.
Memorial Lounge, 338 Waterman Building

Public access to the meeting is available at
https://go.uvm.edu/november-executive-committee

AGENDA

	Item	Enclosure/ Exemption	Discussion Leader(s)	Time
	Call to order			***3:00 p.m.**
1.	Approval of September 21, 2026 minutes	Attachment 1	Cynthia Barnhart	3:00-3:02
2.	Chair's remarks		Cynthia Barnhart	3:02-3:05
3.	President's remarks		Marlene Tromp	3:05-3:08
4.	Appointment of Provost	Attachment 2	Marlene Tromp	3:08-3:10
5.	Action items: • Resolution amending the Affiliation Agreement among the University and the University of Vermont Medical Center, Incorporated, University of Vermont Health Network, Incorporated, and University of Vermont Health Network Medical Group, Incorporated	Attachment 2; Appendix A	Sharon Reich Paulsen	3:10-3:20

	• Resolution adopting amendments to the Larner College of Medicine Faculty Handbook • Resolution approving contract with Carl Zeiss Microscopy, LLC	Attachment 2; Appendix B 2 & 3	Alicia Estey	
	Motion to enter executive session**			
6.	Residential Life	Contracts; Advice of counsel	Linda Schadler Erica Caloiero Sharon Reich Paulsen	3:20-3:50
	Motion to go out of executive session			
7.	Other business		Cynthia Barnhart	3:50-4:00
	Adjourn			**4:00 p.m.**

*Time is approximate.

** The Chair will entertain a motion to enter into executive session to discuss contracts and receive advice of counsel. No action is anticipated following.

Executive Committee – Executive Summary
Monday, November 16, 2026

Prepared by: Cynthia Barnhart Chair

The committee will convene to consider the action items listed below. Time is reserved for executive session to discuss contracts and receive advice of counsel.

ACTION ITEMS

Approval of previous minutes
The minutes for the September 21, 2026, Executive Committee meeting are included as **Attachment 1** and will be presented for approval.

Appointment of Provost
The committee will be asked to approve the appointment of Elizabeth "Betsy" Dumont as Provost, effective January 4, 2027. **Attachment 2**

Proposed Amendment to the Affiliation Agreement
The administration is seeking authorization to execute a First Amendment to the Affiliation Agreement among the University and the University of Vermont Medical Center, Incorporated (UVMMC), University of Vermont Health Network, Incorporated (UVMHN), and University of Vermont Health Network Medical Group, Incorporated. **Attachment 2; Appendix A.**

Proposed Amendments to the Larner College of Medicine Faculty Handbook
The Larner College of Medicine (LCOM) is requesting adoption of revisions to the LCOM Faculty Handbook consistent with the First Amendment to the Affiliation Agreement. **Attachment 2; Appendix B.**

Contract approval with Carl Zeiss Microscopy, LLC
The administration is requesting authority to enter into a contract with Carol Zeiss Microscopy, LLC for the purchase of a multi-beam scanning electron microscope in an amount not to exceed $9,000,000.

Additional information regarding the purchase is included in **Attachment 3.** The proposed authorizing resolution is included in **Attachment 2.**

OTHER BUSINESS

Time is reserved at the end of the meeting 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, September 21, 2026, 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, and President Marlene Tromp

MEMBERS ABSENT: Shap Smith

REPRESENTATIVES ABSENT: Faculty Senate Representative Abigail McGowan, Staff Council Representative Jennifer Jorgenson, Graduate Student Senate Representative Collin Coil, Student Government Association Representative Kennedy Connors, and Foundation Representative Chris Jacobsen

PERSONS ALSO PARTICIPATING:, Senior Vice President for Finance Administration Alicia Estey, Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen, Associate General Counsel Meghan Siket, Chief of Staff to the President Jonathan D'Amore, and Chief Human Resources Officer Molly Propst

Chair Cynthia Barnhart called the meeting to order at 1:02 p.m.

Approval of minutes

Chair Barnhart entertained a motion to approve the minutes from the June 22, 2026, meeting. The motion was made, seconded, and it was voted to approve the minutes as presented.

Executive Session

At 1:03 p.m., Chair Barnhart entertained a motion to enter into executive session to discuss labor relations agreements and to receive advice of counsel. She noted that the session was anticipated to last approximately 25 minutes and action is anticipated following.

The following persons were invited to remain: Trustees, Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen, Senior Vice President for Finance & Administration Alicia Estey, Chief of Staff to the President Jonathan D'Amore,

DRAFT

Associate General Counsel Meghan Siket, and Chief Human Resource Officer Molly Propst.

Chief Human Resources Officer Molly Propst was excused following the first topic.

The meeting was re-opened to the public at 1:30 p.m.

Other Business

Chair Barnhart introduced the following resolution:

> **Resolution authorizing negotiation and execution of collective bargaining agreement with United Electrical Workers**
>
> BE IT RESOLVED, that the Executive Committee authorizes the administration to proceed with negotiation and execution of a collective bargaining agreement with United Electrical Workers on the material terms reported on this date.

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

Adjournment

There being no further business, the meeting was adjourned at 1:31 p.m.

Respectfully submitted,

Cynthia Barnhart, Chair

EXECUTIVE COMMITTEE

November 16, 2026

Resolution approving Provost appointment

BE IT RESOLVED, that the Executive Committee hereby approves the appointment and employment of Elizabeth Dumont as Provost, effective January 4, 2027.

Resolution amending the Affiliation Agreement among the University and the University of Vermont Medical Center, Incorporated, University of Vermont Health Network, Incorporated, and University of Vermont Health Network Medical Group, Incorporated

BE IT RESOLVED, that the Executive Committee authorizes the President, or her successor or designee, to execute a First Amendment to the Affiliation Agreement among the University and the University of Vermont Medical Center, Incorporated (UVMMC), University of Vermont Health Network, Incorporated (UVMHN), and University of Vermont Health Network Medical Group, Incorporated (UVMHNMG), to allow the University to provide faculty appointments to UVMHNMG community-based physicians at an FTE of 0.25 on the LCOM Clinical Pathway. All other terms and conditions remain unchanged. The First Amendment is set forth in Appendix A to this document.

Resolution adopting amendments to the Larner College of Medicine Faculty Handbook

BE IT RESOLVED, that the Executive Committee authorizes the President, or her successor or designee, to adopt the proposed amendments by the University, through its Larner College of Medicine, to the Larner College of Medicine Faculty Handbook consistent with the First Amendment to the Affiliation Agreement and consistent with the summary of amendments set forth in Appendix B to this document.

Resolution approving contract with Carl Zeiss Microscopy, LLC

BE IT RESOLVED, that the Senior Vice President for Finance and Administration, or her successor or designee, is hereby authorized to contract with Carl Zeiss Microscopy, LLC for the purchase of new multi-beam scanning electron microscope, in an amount not to exceed $9,000,000.

FIRST AMENDMENT TO AFFILIATION AGREEMENT

THE UNIVERSITY OF VERMONT MEDICAL CENTER INC.,

THE UNIVERSITY OF VERMONT HEALTH NETWORK MEDICAL GROUP, INC.

THE UNIVERSITY OF VERMONT HEALTH NETWORK INC.

AND

THE UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

DATED AS OF NOVEMBER _ _, 2026

FIRST AMENDMENT TO AFFILIATION AGREEMENT

This First Amendment (the "First Amendment") to the Affiliation Agreement (the "Affiliation Agreement") is made and entered into as of the _____ day of November, 2026 (the "Effective Date") by and among the University of Vermont and State Agricultural College, a non-profit corporation and instrumentality of the State of Vermont ("UVM"); The University of Vermont Medical Center Inc., a non-profit corporation of the State of Vermont that operates healthcare facilities and provides related healthcare services ("UVMMC"); the University of Vermont Health Network Medical Group, Inc., a non-profit corporation of the State of Vermont and a subsidiary corporation of UVMHN ("UVMHNMG"); and The University of Vermont Health Network Inc., a non-profit corporation of the State of Vermont ("UVMHN") that serves as the parent organization of UVMMC and its other affiliated hospitals and related organizations ("UVMHN Affiliates") for the purpose of managing a regional integrated health care system. UVM, UVMHNMG, UVMMC, and UVMHN shall be collectively referred to as "the parties."

RECITALS

WHEREAS, the parties entered into the Affiliation Agreement dated September 1, 2022, pursuant to which the parties agreed to continue a longstanding affiliation for the purpose of achieving their shared objectives to further high-quality clinical education, research, and patient care; and

WHEREAS the parties wish to amend the Agreement.

NOW THEREFORE, in consideration of the mutual promises herein contained and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged by the parties, it is hereby agreed:

1. **Section 5.1, Approved Faculty Clinical Practice Option, of Article 5, Physician Personnel, shall be modified as follows**:

Section 5.1.a

The last sentence of first paragraph of Section 5.1.a shall be deleted in its entirety:

> "Notwithstanding the above, UVM is not required to provide appointments for UVMHNMG Community-Based Physicians."

and replaced with:

"UVM may provide appointments for UVMHNMG Community-Based Physicians at an FTE of 0.25 on the UVM Clinical Pathway. These appointments will be based on recommendation by the Chair of their department, approval by the LCOM Dean and UVMMC President, with final approval of the UVM Provost. Details of the appointments, including titles and UVM benefits, are set forth in the LCOM Faculty Handbook.

2. **No Other Modifications:** Except as set forth herein, or otherwise agreed by the parties in writing, the Affiliation Agreement dated September 1, 2022, as amended, shall remain in full force and effect without further modification.

IN WITNESS WHEREOF, the parties have caused this Second Amendment to be duly executed as of the Effective Date.

AGREED:

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

By: _____
Marlene Tromp
President

Acknowledged:

_____
Richard L. Page
Dean, Larner College of Medicine

_____
Dain P. LaRoche
Dean, College of Nursing and Health Sciences

UNIVERSITY OF VERMONT HEALTH NETWORK MEDICAL GROUP, INC.

By: _____
President & CEO

UNIVERSITY OF VERMONT MEDICAL CENTER INC.

By: _____
President & COO

UNIVERSITY OF VERMONT HEALTH NETWORK INC.

By: _____
President & CEO

Larner College of Medicine (LCOM) Faculty Handbook: Summary of Material Edits for Proposed Revisions November 2026

New: Non-Tenure, Ranked Clinical Pathway

Eligibility: LCOM is creating a new non-tenure, ranked (promotable) Clinical Pathway – separate and distinct from the current Clinical Scholar Pathway - for the purpose of providing faculty appointments at an FTE of 0.25 for community-based physicians employed by the University of Vermont Health Network Medical Group, Incorporated (UVMHNMG) who typically devote 95% or more of their effort to patient care or administrative service. These appointments will be based on the recommendation of the Chair of their department, with approval by the LCOM Dean and UVMHNMG President, with final approval of the UVM Provost. Appointments and reappointments of faculty in this pathway are contingent upon their continued employment with the UVMHNMG.

Pay: UVM salary will be $7,500 per year based on prorated $30,000/year at 1.0 FTE. This will replace salary provided by the UVMHNMG, such that total salary is unchanged.

Benefits: Faculty appointed to the dually employed Clinical Pathway will be eligible for certain limited benefits at UVM, including a UVM e-mail, library access, and eligibility to participate in UVM retirement plans according to the requirement of the governing plan documents.

- PTO accrual will be based on the PTO policy in the UVM Non-Union Employee Handbook, but Clinical Pathway physicians are not eligible for payment of accrued PTO when they terminate employment with UVM.
- Paid sick time accrual will be based on the sick time policy in the UVM Non-Union Employee Handbook.
- Clinical Pathway physicians will not be eligible for UVM medical leave or UVM paid parental leave.
- Clinical Pathway physicians are not eligible for UVM matching retirement funds or for health, dental, vision, flexible spending plans, short-term disability, long-term disability, or life insurance benefits from UVM.
- Clinical Pathway physicians are not eligible for tuition remission benefits from UVM, but are eligible for tuition benefits from the UVMHNMG and should refer to UVMHNMG HR for further information about tuition benefits.

University of Vermont

Senior Vice President for Finance and Administration

Board of Trustees
Executive Committee
ZEISS MultiSEM 706 91-beam Multibeam Scanning Electron Microscope
November 16, 2026

CATEGORY
Purchasing Contract

REQUESTED ACTION:
Approval to purchase a new ZEISS MultiSEM 706 91-beam multibeam scanning electron microscope from Carl Zeiss Microscopy, LLC, with expenditures not to exceed $9,000,000. **Attachment 2**

APPLICABLE STATUTE, RULE, OR POLICY
Contract Approval and Signatory Authority
Purchase or Lease, Contract Approval, and Signatory Authority of Goods and Services
Delegation and Retention of Board Authority

BACKGROUND/DISCUSSION
The Department of Neurological Sciences requests approval to purchase a built-to-order ZEISS MultiSEM 706 91-beam multibeam scanning electron microscope.

The estimated lead time to build the instrument is 6–12 months.

Carl Zeiss Microscopy, LLC will manufacture the instrument. The proposed purchase requires authorization of expenditures not to exceed $9,000,000. The instrument is intended solely for research associated with a funded National Science Foundation (NSF) Mid-scale Research Infrastructure award to Primary Investigator Davi Bock.

A tariff exemption has been filed and remains pending, which, if approved, would reduce the cost by $890,000, bringing the total closer to $8,000,000.

IMPACT
The purchase will support research to develop a scalable solution for electron microscopic brain connectomics mapping under the NSF-managed cooperative agreement.