

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

A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, October 25, 2019, at 8:00 a.m. in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

**MEMBERS PRESENT:** Chair David Daigle, Vice Chair Ron Lumbra, Secretary Curt McCormack<sup>1</sup>, Briar Alpert, David Aronoff, John Bartholomew, Otto Berkes, Robert Brennan, Kevin “Coach” Christie<sup>2</sup>, Frank Cioffi, Carolyn Dwyer, Suresh Garimella, Jodi Goldstein, David Gringeri, Sidney Hilker, Bernard Juskiewicz, Don McCree, Carol Ode, Ed Pagano, Shap Smith<sup>3</sup>, Tristan Toleno<sup>4</sup>, and Samuel Young

**MEMBERS ABSENT:** Cynthia Barnhart, Johannah Donovan, and Governor Phil Scott

**ALSO PARTICIPATING:** Interim Provost and Senior Vice President Patricia Prelock, Student Government Association Jillian Scannell, Graduate Student Senate President Jessica Bocanegra, Faculty Senate President Thomas Chittenden, Staff Council President Stephen Lunna, Alumni Association President Afi Ahmadi, Vice President for Finance & Treasurer Richard Cate, Capital Renewal Engineer David Blatchly, Assistant Director of Projects & Engineering Luce Hillman, Director of Capital Planning & Management Robert Vaughan, Director of Facilities Design & Construction Paula Carlaccini, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen, Vice President for University Relations and Administration Thomas Gustafson, Vice President for Executive Operations Gary Derr, and Chief Human Resource Officer Jes Kraus

<sup>1</sup>Arrived at 8:16 a.m.

<sup>2</sup>Arrived at 8:47 a.m.

<sup>3</sup>Arrived at 9:36 a.m.

<sup>4</sup>Arrived at 8:12 a.m.

Chair David Daigle called the meeting to order at 8:06 a.m.

**Approval of Minutes**

Chair Daigle presented the May 17, 2019 meeting minutes for approval. A motion was made, seconded and voted to approve the minutes as presented.

**Chair’s Report** (see full report appended to minutes, beginning on page 7.)

Following Chair Daigle’s remarks, the following resolution was offered:

**Resolution approving appointment of Thomas Sullivan as President Emeritus**

WHEREAS, E. Thomas Sullivan served seven distinguished years as the 26<sup>th</sup> president of the University of Vermont, from July 2012-June 2019;

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

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

BE IT RESOLVED, the Board of Trustees is pleased to bestow on President Sullivan the title President Emeritus.

A motion to approve the resolution was made, seconded, and unanimously adopted.

Next, Chair Daigle presented the following resolution:

**Appreciation resolution for David Rosowsky**

WHEREAS, Dr. David V. Rosowsky served from August 2013-April 2019 as Provost and Senior Vice President of the University of Vermont with energy and dedication;

WHEREAS, the Chair of the Board of Trustees today shared with the Board a summary of some of the initiatives led by Dr. Rosowsky during his years of service as provost;

WHEREAS, the entire Board is grateful to Dr. Rosowsky for his unwavering commitment to the University of Vermont, his willingness to accept and address challenges, and his steadfast optimism about the University's accomplishments and its future;

BE IT RESOLVED, the Board of Trustees is pleased officially to thank Dr. Rosowsky for his years of service as provost and his dedication to the University of Vermont.

A motion to approve the resolution was made, seconded, and unanimously adopted.

**Student research internship video profiles**

Prior to beginning the introduction of the student research internship video profiles, Interim Provost and Senior Vice President Patricia Prelock introduced new Dean of Libraries Bryn Geffert and Interim Dean of the College of Agriculture and Life Sciences Jean Harvery. She then presented the following handouts: *Class of 2023 - UVM's Most Academically Talented*; and *Access to Success - Support for limited income and first-generation students*.

Next, Interim Provost Prelock introduced three short videos featuring summer 2019 student research and internship activities at The Humane Society of Chittenden County, aboard the University of Vermont's research vessel Melosira, and at the Campus Children's School. The videos were produced by the University of Vermont Creative Communications team, including Videographer Ian Thomas Jansen-Lonnquist, Digital Strategist Andrea Estey, and Creative Communications Director Amanda Waite.

**President's Report**

President Suresh Garimella reaffirmed his commitment to student success and recognized that it

will take the entire UVM community to contribute to this success. He stated that the university is in good standing and is on a solid trajectory forward. President Garimella concluded his remarks with two videos featuring his commitment to student success.

### **Governance leaders panel Q & A**

The Trustees engaged in a robust discussion with Student Government Association (SGA) President Jillian Scannell, Graduate Student Senate (GSS) President Jessica Bocanegra, Staff Council President Stephen Lunna, Faculty Senate President Thomas Chittenden, and Alumni Association President Afi Ahmadi regarding how each of the governance bodies contribute to the student experience and/or student success.

### **Grants and Contracts Awards Report**

The Board acknowledged receipt of the Grants and Contracts Awards Report for the period of April 1, 2019 – August 31, 2019.

### **Annual deferred maintenance report**

Vice President for Finance and Treasurer Richard Cate, Assistant Director of Projects & Engineering Luce Hillman, and Capital Renewal Engineer David Blatchly provided the annual campus deferred maintenance update.

Vice President Cate provided a general overview and explained that the university spends \$11 million per year toward the current \$385 million of existing deferred maintenance. Vice President Cate added that, comparatively, our facilities are in good shape. The current goal is to increase the annual spend to at least \$19 million per year, and if the university accomplishes this goal, it will continue to be in good shape. Annual spending on deferred maintenance has increased from \$5 million just a couple of years ago.

In response to a question about the new deferred maintenance software modeling system (Cost Lab), Assistant Director Blatchly explained that he is currently refining the analytics to reflect actual conditions and elements in the university's buildings. He will then work on more predictions and forecasting in order to decide strategically how annual deferred maintenance funds are spent.

In response to another question, Vice President Cate explained that, since 1992, the University has placed 1% of the construction cost of new buildings into a facilities renewal fund.

### **Capital projects update**

Director of Capital Planning & Management Robert Vaughan and Director of Facilities Design & Construction Paula Carlaccini offered an update on progress made since the last meeting on the construction of the on-campus multipurpose center.

Director Vaughan stated that since May, temporary relocations, utility installations, and some demo work have taken place. Additionally, fencing has been erected on the south side of the building, and around the horseshoe parking lot.

Director Carlaccini illustrated the work taking place on the second floor. She also highlighted that electrical systems have been improved, and more have been added. Underground utilities have been installed, ADA parking has been created, and some modifications have occurred to make way for the Tarrant Center, such as installation of steel reinforcement.

Director Vaughan also reported on the following small capital projects: Ira Allen Chapel exterior repairs – increased project cost from \$1.4 million to \$1.9 million, utilizing existing funds; and Marsh Life Science roof replacement – new project for next summer at \$1.9 million, utilizing existing funds.

Trustee Curt McCormack inquired regarding energy efficiency for the on-campus multipurpose center. Director Vaughan replied that since there will be a significant amount of square footage added, the total energy use will not be reduced. However, the energy systems being updated and installed will be more energy efficient.

Trustee McCormack also asked if there will be a change to the amount of parking. Director Vaughan explained that 150 spaces will be lost at the Athletics Facility, however, a similar number of spaces are expected to be gained in other areas of campus.

Chair Daigle called for a break at 9:49 a.m.

The meeting resumed at 9:55 a.m.

### **Executive Session**

At 9:55 a.m., Chair Daigle entertained a motion to enter into executive session for the purpose of receiving confidential attorney-client communications made for the purpose of providing legal advice, premature public knowledge of which would clearly place the university at a substantial disadvantage. He noted the session would last for approximately 10 minutes and action is anticipated following. Everyone was excused from the meeting with the exception of Trustees, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen, Vice President for Finance and Treasurer Richard Cate, Vice President for University Relations and Administration Thomas Gustafson, Vice President for Executive Operations Gary Derr, and Chief Human Resource Officer Jes Kraus.

Chief Human Resource Officer Kraus was excused after the first item.

The meeting re-opened to the public at 10:31 a.m.

The following resolution was presented for approval:

#### **Resolution regarding a legal matter**

WHEREAS, the Board of Trustees received today a report from the Vice President for Legal Affairs and General Counsel regarding a potential legal matter;

BE IT RESOLVED, the Office of the General Counsel is authorized to proceed with resolution of the identified legal matter on the terms and conditions today discussed.

A motion to approve the resolution was made, seconded, and adopted, with 21 trustees in favor and one opposed.

The following resolution was presented for approval:

**Resolution regarding a legal matter**

WHEREAS, the Board of Trustees received today a report from the Vice President for Legal Affairs and General Counsel regarding a potential legal matter;

BE IT RESOLVED, the Office of the General Counsel is authorized to proceed with resolution of the identified legal matter on the terms and conditions today discussed.

A motion to approve the resolution was made, seconded, and unanimously adopted.

**Other Business**

There being no further business, the meeting adjourned at 10:32 p.m.

Respectfully submitted,

David A. Daigle, Chair

**David A. Daigle**  
**UVM Board of Trustees Chair's Report**  
**October 25, 2019**

Good morning everyone, and welcome to our annual October board meeting on this lovely fall day.

2019 will go into the UVM history books as a year of change. President Sullivan and Provost Rosowsky stepped down from their positions after making meaningful and lasting contributions during their terms. We are excited to have the new dynamic duo of President Garimella and Provost Prelock assuming these critically important roles.

For those of you who attended the installation ceremony for President Garimella earlier in the month, I hope it gave you a better sense of him as a person, his principles and values, and a few hints about where we may be heading together. For everyone who contributed to such an amazing and memorable event, I want to thank you personally, and on behalf of our board. I especially want to thank Kelly O'Malley, Patty Prelock, and Tom Chittenden for their contributions to the production.

2019 will also be remembered for the closing of UVM's third, and largest, capital campaign. With total campaign commitments of \$581 million, we have moved UVM onto to a different plane of philanthropic support, when we need that support more than ever. Thank you to everyone who made this campaign a huge success, to all of those who contributed, and to Foundation President and CEO Shane Jacobson, and the entire UVM Foundation team. I will remind you of a line that our consultant shared with us during the campaign: donors give to success, not need. They share a deep desire to see faculty and students succeed at the highest possible level.

Change is also evident away from this campus, across the arc of higher education. Aside from a handful of elite private and public institutions, stress fractures in the higher education system continue to emerge. A combination of adverse demographic trends, cost escalation along with its twin rising student debt, and an undercurrent of disenchantment with higher education will inevitably create real challenges for many universities, including UVM. For some, that time is here.

We must adapt, or our relevance, and our finances, will be in jeopardy. It is impossible to predict with precision where we are heading, and what changes will need to be implemented, but the range of potential outcomes for UVM is very wide, and we can best control our destiny only if we accept the need for change. Disruption is real, it is accelerating, and it requires us to be vigilant in reacting and responding. Notwithstanding the uncertainty, I am confident that with the right strategies and a willingness to change, UVM can shine and sustain its commitments in teaching and research for decades to come.

This concludes my chair's report.