

**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, May 15, 2020, at 8:00 a.m. The meeting was held via remote conferencing due to the COVID-19 pandemic.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Curt McCormack¹, Briar Alpert, David Aronoff, John Bartholomew, Otto Berkes, Robert Brennan, Kevin “Coach” Christie², Frank Cioffi, John Dineen, Johannah Donovan³, Carolyn Dwyer, President Suresh Garimella, Jodi Goldstein, David Gringeri, Don McCree, Carol Ode, Ed Pagano, Shap Smith, Berke Tinaz, Tristan Toleno, and Samuel Young

MEMBERS ABSENT: Governor Phil Scott

ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock, Staff Council President Stephen Lunna, Alumni Association President Afi Ahmadi, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen, and Vice President for Finance and Treasurer Richard Cate

¹Joined the meeting at 8:06 a.m.

²Joined the meeting at 8:36 a.m.

³Joined the meeting at 8:26 a.m.

Chair Ron Lumbra called the meeting to order at 8:01 a.m.

Approval of minutes

Chair Lumbra presented the January 31, 2020 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 5.)

President’s report

President Suresh Garimella reported that there will be a virtual celebration of graduates and conferring of degrees on Sunday, May 17, 2020 and encouraged everyone to watch the ceremonial video at 1:00 p.m. on the university’s website. President Garimella informed trustees that the university is preparing now for the return of students to campus in the fall. The UVMStrong-Fall 2020 Advisory Committee was formed in April and is tasked with developing strategies and protocols to prepare UVM for a safe return to on-campus operations. Vice President for Operations and Public Safety Gary Derr is chairing the advisory committee, supported by five work groups consisting of faculty, staff and students from across the campus along with members of the medical and public health faculty, who are offering advice based on their areas of expertise. The advisory committee is consulting and coordinating with city, state,

and government officials, along with the Department of Health. The president concluded by noting that there would be increased communication with the UVM community in the coming weeks.

Adoption of the 2020 University Strategic Imperatives Statement

Chair Lumbra introduced the University Strategic Imperatives Statement included as appendix A to attachment 2 in the meeting materials.

The following resolution was presented and an opportunity for discussion offered:

Resolution recommending adoption of the 2020 University Strategic Imperatives Statement

WHEREAS, the administration presented to this Committee for review and approval the 2020 University Strategic Imperatives Statement, titled *Amplifying our Impact*, appearing as Appendix A to this document;

WHEREAS, all faculty, staff, and students received a survey soliciting feedback on a draft of *Amplifying our Impact*; and

WHEREAS, the administration reported today regarding the nearly 1,200 survey responses that were received;

THEREFORE, BE IT RESOLVED, that the Committee hereby recommends Board approval and adoption of the Strategic Imperatives Statement, *Amplifying our Impact*.

A motion was made, seconded and it was unanimously voted to refer the statement to the board for adoption as presented.

Governance leaders discussion

Staff Council President Stephen Lunna and Alumni Association President Afi Ahmadi reported on how their constituencies align with the university's strategic imperatives of ensuring student success, investing in our distinctive research strengths, and fulfilling our land grant mission. Each discussed the role of staff and alumni, respectively, in responding to and promoting the strategic imperatives on campus and beyond.

Staff Council President Lunna announced that his term as president was to have concluded at the end of June, but that he and Staff Council Vice President Caleb Gilbert have agreed to continue in their roles for one more year to provide continuity throughout the pandemic planning process.

Sustainability Work Group report

Work Group Leader Carolyn Dwyer offered a status update on progress to date and previewed next steps. She reminded all that the Work Group was established in March to advise the board on rapidly changing circumstances around sustainable investment and to provide perspective to the

board on fossil fuel divestment. The primary goal of the Work Group was to learn from a diverse set of perspectives and bring recommendations to the board based on those perspectives.

The Work Group has undertaken a number of action steps beginning with soliciting input from the UVM community on sustainable investment and fossil fuel divestment. The survey resulted in over 400 responses with a clear majority favoring divestment from fossil fuels by UVM. The Work Group has reviewed current practices of the Investment Subcommittee including general and sustainable investment parameters and looked at the work occurring at other colleges around sustainability. Additionally, the Work Group requested a comprehensive report from the administration on current sustainability practices on campus including, but not limited to, the areas of academic programs, research, facilities, transportation, investments and student programs. The Work Group has met twice to review the results and to discuss how the results might help inform the Work Group's report to the board. In addition, the Investment Subcommittee has been asked to review its divestment parameters and to provide feedback to the Work Group.

Leader Dwyer noted that this is an extremely complex issue and that while the institution is facing an unprecedented set of challenges at this time, the Work Group is continuing to fulfill its charge and expects to have a report and recommendation to present to the board at the board's next meeting.

Chair Lumbra reiterated his intention to convene a special board meeting later in the summer to address the issues of sustainability and divestment.

Action Items

Chair Lumbra thanked Trustees Shap Smith and Jodi Goldstein for their willingness to take on leadership roles on the Audit Committee and presented the following resolution:

Resolution approving Audit Committee assignments

BE IT RESOLVED, that the Board of Trustees approves the following appointments to the Audit Committee, effective immediately: Shap Smith as Chair and Jodi Goldstein as Vice Chair.

A motion was made, seconded and it was unanimously voted to refer the resolution to the board for approval.

Chair Lumbra next paid tribute to the board's beloved friend and colleague, Bernard C. Juskiewicz, who passed away on April 8, 2020 from complications due to the Coronavirus. A moment of silence was offered.

The following resolution was presented:

Resolution in memoriam for Bernard C. Juskiewicz

The University of Vermont Board of Trustees wishes to include in its official records a special recognition in memory of Bernard “Bernie” Juskiewicz, beloved colleague, friend, and devoted supporter of the University and dedicated fan of UVM athletics, especially men’s basketball. Bernie was a tireless advocate for UVM whose leadership and many contributions as a trustee and state legislator will have a lasting and profound impact. The Board desires to convey to Mrs. Suzan Juskiewicz and family its sincere and heartfelt condolences on the passing of a most distinguished member of the UVM community and citizen of the State of Vermont.

BE IT THEREFORE RESOLVED, that this expression of sympathy and recognition with respect to the late Bernard C. Juskiewicz be entered into the minutes of the Board of Trustees of the University of Vermont.

A motion was made, seconded and it was unanimously voted to refer the resolution to the board for approval.

Executive Session

At 8:50 a.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing contracts, premature public knowledge of which would clearly place the university at a substantial disadvantage, labor relations agreements and to receive advice of counsel.

Public members listening to the meeting were advised that the session would last for approximately 20 minutes with action anticipated following and that once the meeting is re-opened to the public, the audio feed will become active again for the remainder of the meeting.

The motion was seconded and approved. Everyone was excused from the meeting with the exception of Trustees, Provost & Senior Vice President Patricia Prelock, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen and Vice President for Finance and Treasurer Richard Cate.

The meeting re-opened to the public at 9:42 a.m.

The following resolution was presented for approval:

Resolution authorizing amendments to the Services Agreement and Memorandum of Understanding with the University of Vermont Foundation

BE IT RESOLVED, that the Board of Trustees hereby authorizes the administration to execute an amendment to the Services Agreement and Memorandum of Understanding with the University of Vermont Foundation, extending the agreements for a one year term from July 1, 2020 through June 30, 2021, with terms consistent with the report given on this date.

A motion was made, seconded and it was unanimously voted to refer the resolution to the board for approval.

Other Business

There being no further business, the meeting adjourned at 9:44 a.m.

Respectfully submitted,

Ron Lumbra, Chair

Ron E. Lumbra
UVM Board of Trustees Chair's Report
May 15, 2020

Good morning. Let me open the meeting by offering profound thanks to the administration, and our faculty, staff, and students. Faced with an extraordinary crisis, each in their own way have adjusted to achieve our mission and finish out the academic year despite profound challenges. I'm reminded of the famous British phrase "keep calm and carry-on", and feel it nicely summarizes just what our colleagues on campus and students have done during this unprecedented crisis. Thank you all for hard work, commitment, agility, and for all you continue to do to support this great university.

Speaking personally, this is normally my favorite board meeting of the year. It's a chance for us to close out the academic year, to participate in graduation, to see the myriad of happy graduating seniors and their families on campus and in Burlington, and to be reminded of our mission focused on student success and why we support this great institution. I would like to virtually offer my heartfelt congratulations and best wishes to our graduating students.

Although we are facing an unprecedented crisis where uncertainty and change abounds, let's not lose sight of the full picture as the academic year comes to an end. Heading into the crisis we welcomed our new president, Suresh Garimella, who has hit the ground running and brought the energy, passion, and can-do attitude we expected. He certainly picked a tough year to start, but we surely appreciate and admire his resilience and commitment. I would also like to acknowledge the smooth transition that Suresh executed with Tom Sullivan. Tom and Suresh developed a warm and constructive relationship that allowed for the smooth handoff we had hoped for.

We also welcomed Patty Prelock into her first full academic year as Provost. She has hit the ground running, brought the right touch to the campus community, and partnered in a highly complementary way with Suresh, the Deans and Faculty.

Our announced tuition freeze was critically important, strategic, and well-timed. Taking concerns about the cost of higher education head-on, the decision has been phenomenally well received by families, government officials, and the community at large.

We've also increased our attention on sustainability and are taking another look at divestment. Our Sustainability Work Group, led by Carolyn Dwyer, has been formed and you will hear more from Carolyn on their progress today. We will follow-up on the work of the Sustainability Work Group and the Investment Subcommittee and intend to host a special board meeting later in the summer to address the issues of sustainability and divestment. Please standby for details on that meeting as the calendar firms-up in the weeks to come.

I'm also pleased with the strength of our incoming leadership talent, with the new College of Agricultural and Life Sciences Dean, Leslie Parise, new Vice President of Research, Kirk Dombrowski, and Chief Communications Officer, Nicci Brown, who will collectively serve to enhance our brand, and help us on our journey to become a stronger research institution. Achieving that goal of becoming an R1 institution is critical to the long-term standing and success of the university and the state.

With that as a backdrop, we entered an unprecedented period in early March with the onset of the COVID-19 crisis. This crisis is profoundly human. As you know, we lost our beloved fellow trustee, Bernie Juskiewicz, along with a foundation board member and others affiliated with the campus community. They will all be missed and we will offer a resolution in memory of Bernie during today's meeting.

The COVID-19 crisis brings profound and evolving challenges, on top of an already challenging environment in higher education. As you know, at special board meeting in April we passed a continuing budget resolution in order to delay the firming of our budget for the next academic year until we get more clarity. We have a number of variables to consider including size of the incoming class, in- state versus out-of-state mix of students, cost to operate in new way given need for personal health protections, and potential need of families for additional financial aid, among other factors. We appreciate the hard work and dedication of Vice President Richard Cate and his finance team, and our Budget, Finance & Investment Committee in helping to work through and plan for a myriad of scenarios to help manage both our finances and risk.

We are dedicated to arriving at the right budget with the right cost structure to support the university for both the short and long-term. We have worked hard on administrative costs, which rank in the bottom decile relative to our peer group, the majority of our administrative leaders have taken voluntary pay cuts and made contributions in order to support the university in this time of crisis, we have worked with the UVM Foundation, vendors, and renegotiated major contracts in order to address our budget shortfall. More will be done in the weeks to come.

Finally, in closing, we will manage through this challenging environment, both prudently with the long and short term health of the institution at the top of mind, and with empathy and caring. Although sacrifices must be made, together we will get through this.

University of Vermont

Amplifying our Impact

The University of Vermont is poised and ready to build upon our reputation as a premier research institution focused on sustainable solutions with local, national, and global applications and impact. Our distinctive strengths align with the most pressing needs of our time: the health of our societies and the health of our environment. And we pursue these interconnected issues through the cross-disciplinary research and collaboration that comes more easily at a public research university of our size and scale. Our setting in the state of Vermont, with its deep-seated commitment to the interplay between education and a healthy democracy, enables us to be nimble while still providing the depth of analysis that contemporary challenges demand.

To more fully realize our significant potential, we must view all our endeavors through the lens of enhancing student success—on campus and beyond—while drawing upon our unique strengths as one of the nation’s first land grant universities. This will require steadfast focus, discipline, and the pragmatism for which Vermont is known. The approach will be three-pronged, but the efforts will be interrelated, working in concert with one another.

Ensuring Student Success

UVM has historically served its students extremely well. We have a culture of strong faculty mentorship, and staff dedicated to our students’ growth. The connection between health and well-being and academic achievement is promoted holistically. We must continue to build on that legacy by making their success and that of our alumni a core measure of all we do. This means offering a vibrant educational experience, ensuring that UVM is affordable and accessible for a broad and diverse population, and providing support and meaningful opportunity well beyond graduation day.

To ensure that we extend UVM’s appeal to a wide cross-section of talented students, while enhancing the quality of education offered and safeguarding our financial stability and sustainability, we must:

- Provide an unparalleled educational experience for our students by continually enhancing course offerings through rigorous evaluation and evolution, and alignment with a liberal arts foundation and societal demands. Exposure to the humanities—and the critical thought this engenders—will position our graduates for success in the broadest range of pursuits.
- Carefully evaluate expenses to minimize costs and make a UVM education more affordable and accessible.
- Grow corporate, foundation, federal and philanthropic partnerships to develop new internship, research, study-abroad and service-learning opportunities, while enhancing existing programs.
- Enhance online offerings and programs that promote efficient course and degree completion with targeted support for first-generation and non-traditional learners.
- Attract a larger cohort of graduate students by enhancing their academic experience and research opportunities.
- Accelerate our success in recruiting students from areas beyond the Northeast, as well as internationally.
- Provide an environment that fosters diversity of all kinds, including diversity of thought.
- Envision programming that leverages campus assets on a year-round basis to increase and strengthen connections to UVM while building financial resources.
- Welcome nontraditional students to new professional, certificate, and online programs.

Investing in our Distinctive Research Strengths

UVM benefits from the powerful combination of a liberal arts core and the comprehensive academic resources of a major research institution. This dual nature has also positioned our faculty as leaders across multiple disciplines that support investigation and discovery in areas key to the university’s reach and reputation.

In particular, UVM has built distinctive research strengths that align with the urgent—and interdependent—need to support the health of our environment and our societies:

- **Healthy Societies:** Our cross-disciplinary work is strengthened by collaboration and research in areas ranging from immunobiology and microbiology, to data mining, mapping and analysis, to ethics, historical context and communication. This will drive actions with broad application including substance abuse prevention and rehabilitation, and immunobiology, microbiology, infectious disease treatment, vaccine testing, and public health campaigns.
- **Healthy Environment:** Faculty, researchers, and practitioners from throughout UVM collaborate to create new knowledge and establish best practice in areas related to sustainable farming, food systems and business solutions, and the protection of water systems. Leveraging our strength in engineering, machine learning and complex systems will provide pathways for the development of scalable solutions.

Strategic investment of available resources will accelerate and enhance these distinctive strengths, positioning us as the preeminent institution for innovative and sustainability-focused solutions. At the same time, the intersections between these areas provide opportunity for investigation, innovation, and impactful discovery in areas dedicated to the associated economic, ethical, and policy considerations. Targeted support will create research opportunities that span disciplines and foster pathways for collaboration. Our students will be among the greatest beneficiaries of this focused investment.

Cultivating these areas of research strength will leverage the unique characteristics of the state of Vermont. As one of the smallest states in the nation, with a thriving participatory democracy, Vermont offers a microcosm for national programs to be piloted at manageable scale.

Articulation of distinctive strengths will also grow corporate, philanthropic, foundation, and federal partnerships to enhance UVM's research portfolio, impact and recognition, and make enriching new opportunities available to faculty and students.

Fulfilling our Land Grant Mission

As one of the nation's first land grant institutions, the University of Vermont's alignment with the state is fitting. We are nationally acclaimed for helping Vermonters tackle everything from farm viability to complex environmental issues to business growth. We support commercialization and job creation initiatives in the state, and our partnerships with large corporations enable the possibility of attracting satellite operations, jobs, and a talented workforce to the state.

UVM's partnership with the state includes more than 200 programs designed to help Vermont and Vermonters. For example, the Rural Center of Excellence on Substance Use Disorders confronts the opioid epidemic with innovative new approaches, while Vermont EPSCoR and the Vermont Biomedical Research Network attract millions in federal funding and make sophisticated technology and learning opportunities available throughout the state. But to better realize the vision of the Land-Grant Act's author Vermont Senator Justin Morrill, we must create a more streamlined gateway for Vermonters to learn about and access the many resources UVM offers. Efforts to set up that front door—inviting the community to engage more fully with UVM—are underway.

Engaging with the state not only helps Vermont, but also benefits the university by strengthening its connection to entrepreneurship, hands-on learning, problem-solving and critical thinking, all ideals championed by alumnus, educator, and noted philosopher John Dewey. This enriches the educational experience of our students and broadens our faculty's research portfolios.

Summary

The University of Vermont's future success will be assured by following these three strategic imperatives: student success and experience; focusing on and expanding upon our distinctive research strengths; and better-realizing our land-grant mission by partnering with our communities, businesses, and state. Doing so effectively will require insightful leadership, unprecedented collaboration, and our decisive collective action. This commitment to explore without reservation while working as one, resonates with our state motto, "freedom and unity." And it will enable us to amplify our impact for years to come.