

**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 28, 2022, at 8:00 a.m. in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Johannah Donovan¹, John Bartholomew, Otto Berkes, Susan Brengle, Robert Brennan², Kevin “Coach” Christie, Frank Cioffi³, John Dineen, Carolyn Dwyer, President Suresh Garimella, Jodi Goldstein⁴, Stephanie Jerome, Kisha Kalra, Donald McCree, Kenny Nguyen, Carol Ode, Ed Pagano, Kristina Pisanelli, Lucy Rogers, Shap Smith, Catherine Toll, and Samuel Young

MEMBERS ABSENT: Governor Phil Scott

ALSO PARTICIPATING: Chief Communications & Marketing Officer Joel Seligman, Associate Director of Planning, Lisa Kingsbury, Associate Planner, Claire Forbes, Vice President for Legal Affairs & General Counsel Trenten Klingerman, Vice President for Finance & Administration Richard Cate, Provost & Senior Vice President Patricia Prelock, CEO & President of the UVM Foundation Monica Delisa, Special Assistant to the President Jonathan D'Amore, President & CEO of Nations Group Chris Nations, Director of Construction Services of Nations Group Kevin Hurley, Associate Director of Planning, Design & Construction David Blatchly, and Director of Athletics Jeff Schulman

¹ Joined the meeting at 8:39 a.m.

² Participated by phone; joined at 9:45 a.m.

³ Joined the meeting at 8:36 a.m.

⁴ Participated by phone.

Chair Ron Lumbra called the meeting to order at 8:07 a.m.

Approval of minutes

Chair Lumbra presented the May 20, 2022 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 6.)

President’s report

President Suresh Garimella began by extending his congratulations to Trustees Rob Brennan, Frank Cioffi, Shap Smith, Kristina Pisanelli, and Kitty Toll for their noteworthy reunion milestones this year. He also recognized Trenten Klingerman, the new Vice President for Legal Affairs & General Counsel and welcomed him to his first board meeting.

President Garimella next shared some campus updates. He reported that the fall semester is off to a good start and that it has been a time for seasonal celebration and fun. Earlier this week, he attended his first UVM Horse Barn Halloween and on Sunday night he will join the Diwali celebration hosted by the Indian Student Association.

He reported that last season's remarkable athletics achievements continue and reported the men's soccer team, which won the America East last season, has lost only once this season and is currently ranked 10th in the country, and the field hockey team is 11-3 and tied for 2nd in the conference. Winter sports are starting up and women's hockey is ranked 14th in the country.

President Garimella highlighted the wonderful attention received around the new School of the Arts and recognized the appointment of Kelley Di Dio as the Director. He reminded trustees that the concept for the school was coming into final form last fall and the board approved its formation in February.

Next, to further reinforce UVM's commitment to student affordability and access, President Garimella announced the "UVM Promise." The initiative guarantees full-tuition and comprehensive fees for students from Vermont families with an adjusted income of \$60,000 or less. Making this commitment means that almost half of Vermont households are eligible, and combined with other programs, this can bring nearly half of Vermont students to UVM without spending anything on tuition. The program will be launched for incoming first year students in fall 2023.

President Garimella then addressed the issue of antisemitism. He noted this has been on the rise around the world and members of the UVM community are experiencing risk. He stressed that antisemitism, in any form, will not be tolerated at UVM, and if a member of the UVM community is found responsible for such conduct, they will be held fully accountable. The President added that he has charged the Divisions of Student Affairs and Diversity, Equity, and Inclusion with building and maintaining meaningful actions to ensure that Jewish students and community members feel support and care. President Garimella's entire statement on antisemitism was posted on the university website at: <https://www.uvm.edu/news/story/president-suresh-garimella-condemns-antisemitism-uvms-campus>

To conclude his report, President Garimella invited Chief Communications & Marketing Officer Joel Seligman to preview the new uvm.edu website. Beginning in December and through next summer, Officer Seligman's team will roll out the new uvm.edu website in phases using new technology tools that will express the distinctiveness of UVM more creatively and boldly.

Campus Plan update 2022-2032

President Garimella introduced members of the university's Planning, Design and Construction team, Associate Director Lisa Kingsbury and Associate Planner Claire Forbes. He recognized Vice President for Finance & Administration Richard Cate and Provost Patty Prelock, who with his support, were responsible for this project and thanked Lisa and Claire for their expert and professional leadership on this important process.

Trustees were reminded that the last campus planning process was in 2006. Due to the transition of the UVM presidency and then the COVID-19 pandemic, the current planning process was delayed. The university's accreditation body, the New England Commission of Higher Education, has pointed out that the university needed to undertake this process and develop a plan, as well as set down some principles for the coming years. The process began well over a year ago and President Garimella is pleased with the results that will be shared with the board today. This plan will serve as a guiding document as the university moves forward with discussions of housing, academics and athletic facilities.

Directors Kingsbury and Forbes reviewed the engagement process for developing the campus plan and the guiding vision "to create and uphold a beautiful and vibrant campus that promotes an educational community that is welcoming, inclusive, and respectful of all, while promoting and nurturing the student experience, world class research, and sustainable." They presented the principles, key ideas, objectives and strategies. Next steps include presenting the Campus Plan to surrounding municipalities and agencies and follow-up with the UVM campus community and the formation of a streamlined site planning and design review process. In response to the question of what this plan will cost, Vice President Cate said there is no financial cost attached to the plan. Its purpose is to direct the progression of UVM's physical campus by providing overall guidance for capital projects, landscape design, and campus improvements. President Garimella added that the plan is not a facilities plan; it is a high-level plan reflecting the sense of the campus community. Provost Prelock suggested that as new ideas are brought forward, they should be incorporated into the plan, keeping in mind how they fit with its aspirational goals.

Following discussions, it was decided to defer the resolution adopting the 2022 Campus Plan to allow additional time for trustees to review the plan and offer feedback. Trustees were instructed to send their feedback to Provost Prelock and Vice President Cate by November 15, 2022 with the goal of making any appropriate changes in time for consideration for approval at the December 12, 2022 Executive Committee meeting, to which all trustees will be welcomed and encouraged to attend.

At 9:24 a.m., Chair Lumbra called for a brief break. The meeting reconvened at 9:41 a.m.

On Campus Multipurpose Center update

Chair Lumbra introduced presenters Planning, Design & Construction Associate Director David Blatchly, President & CEO of Nations Group Chris Nations, and Director of Construction Services of Nations Group Kevin Hurley. Chair Lumbra noted that he requested this presentation and progress report on behalf of the board and that trustees will have an opportunity for further discussions during the executive session following this presentation. Associate Director Blatchly reported on the timeline of construction on the Multipurpose Center project from groundbreaking until present work, and then he presented a 10-minute video showing progress and improvements in the completed phases of the project.

Executive Session

At 10:18 a.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing contracts. He noted the session would last for approximately 90 minutes and no action is anticipated following. Everyone was excused from the meeting with the exception of Trustees, Provost Patricia Prelock, Vice Presidents Trenten Klingerman and Richard Cate, Special Assistant to the President Jonathan D'Amore, President & CEO of the UVM Foundation Monica Delisa, Associate Director David Blatchly, Director of Athletics Jeff Schulman, Chief Communications and Marketing Officer Joel Seligman, President & CEO of Nations Group Chris Nations, and Director of Construction Services of Nations Group Kevin Hurley

The meeting re-opened to the public at 12:06 p.m. and recessed.

Chair Lumbra reconvened the meeting on Saturday, October 29, 2022 at 8:00 a.m. in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Johanna Donovan, John Bartholomew, Otto Berkes, Susan Brengle, John Dineen, Carolyn Dwyer, Jodi Goldstein¹, Stephanie Jerome, Kisha Kalra, Kenny Nguyen, Carol Ode, Ed Pagano, Kristina Pisanelli, Lucy Rogers, Shap Smith, Catherine Toll, and Samuel Young

MEMBERS ABSENT: Robert Brennan, Kevin “Coach” Christie, Frank Cioffi, President Suresh Garimella, and Governor Phil Scott

¹ Participated by phone.

At 8:02 a.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing the evaluation of a public officer. He note the session is expected to last approximately 25 minutes and action is anticipated following. Everyone was excused from the meeting with the exception of Trustees.

The meeting re-opened to the public at 9:06 a.m.

Other business

Chair Lumbra introduced the following resolution:

Resolution regarding FY 2022 presidential evaluation and compensation

WHEREAS, on this date the Annual Review Subcommittee (“the Subcommittee”) has reported on the status of its work to this Board;

BE IT RESOLVED, that the Board of Trustees hereby authorizes the Board Chair to finalize the President’s annual FY 2022 performance evaluation and compensation following such additional consultation with the Subcommittee as he deems necessary or desirable; and

BE IT FURTHER RESOLVED, that the Board Chair shall report his final actions to the Board in due course.

An opportunity for discussion was offered. There being none, a motion was made, seconded and it was unanimously voted to refer the resolution to the board for approval.

Adjournment

There being no further business, the meeting adjourned at 9:08 a.m.

Respectfully submitted,

Ron Lumbra, Chair

Ron E. Lumbra
UVM Board of Trustees Chair's Report
October 28, 2022

Welcome everyone to the first UVM Board of Trustees meeting of the 2022-23 academic year. I would like to begin the meeting in the spirit of celebration. First, we have a number of alums on the board celebrating noteworthy reunion milestones this year:

Kristina Pisanelli – 25 years
Shap Smith and Kitty Toll – 35 years
Frank Cioffi - 45 years

Let me offer hearty congratulations to all. We are fortunate to have you as part of the UVM family, and thank you for all you do for the university.

Also, Rob Brennan and his wife Carolyn (along with former trustee, John Hilton) are recipients of this year's Distinguished Service Award and were recognized at the Celebrating Excellence Awards Ceremony earlier in the month at the UVM Alumni House. Congratulations to Rob and Carolyn, and to John for their well-deserved recognition.

We have a lot to address on our agenda today. One of our primary areas of focus will be to take a strategic look at facilities, specifically the campus master plan. Additionally, we will receive an important update on the multipurpose center project from our facilities team and with support from the external consultants Nations Group. Together they will bring us up to speed on the current status of the project. We will then discuss in executive session a number of scenarios for moving forward. To be clear, no decision will be made today on the project. We will reconstitute the Multipurpose Center Work Group with the remit to work with the administration and outside advisers to consider and refine alternatives and come back to the board with their recommendations and reports on progress at future meetings. The Multipurpose Center Work Group will be led by Ed Pagano who also led the initial Multipurpose Center Work Group formed back in 2016. Thank you, Ed, for your continued leadership and willingness to take on this important role, and to all the workgroup participants for your engagement and counsel.

We will also address tuition for the upcoming academic year. As you all know, the value proposition of higher education is under increasing scrutiny in our country and being widely questioned. Total cost of attendance and associated student debt loads are under pressure. I'm proud of the work we have done over the past four years to keep tuition flat in order to help address these concerns and support our students and their families. I look forward to an engaging discussion on the topic again today.

Administratively, we are in process of concluding the annual presidential performance review for the past academic year and will report out findings in executive session.

Finally, I would like to make a brief remark about campus climate. There's an often quoted remark that "culture eats strategy for breakfast" coined by legendary management consultant, Peter Drucker. Said another way, no matter what course we embark on, having a culture that

promotes full engagement and commitment from the talent throughout the community is critical to our success. I do not need to remind anyone in the room about the challenges we face societally and the divisions that exist in so many places. We must work hard to assure we come together as a community such that people of differing views, perspectives, life experiences, and backgrounds can safely and confidently express themselves in a civil and constructive manner. One element of that is a growing concern regarding antisemitism. I have become aware of unfortunate experiences amongst our Jewish students and alums who are confronted by an increase in antisemitism in the country, our community, and on campus. I want you to know it's critical to me that our Jewish students feel safe and embraced in our community and assure you the board will do its part to help. Our president, Suresh Garimella, will have more to share on this important topic shortly.

In closing, I'd like to thank the administration, faculty, staff, and students for their outstanding performance that is helping to elevate the reputation of The University of Vermont. Whether through the significant increase in our research programming and funding, to the quality and caliber of our student body, to the numerous recognitions and awards that both students and faculty have most deservedly earned, to the outstanding performance of our athletic teams across-the-board. We have much to be proud of and thankful for. On behalf of the board, we are thankful to each of you for your contributions.

That concludes my remarks.