

**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, June 11, 2018, at 1:00 p.m., in Room 351 Waterman Building.

MEMBERS PRESENT: Vice Chair Ron Lumbra*, President Thomas Sullivan, Frank Cioffi*, Bernard Juskiewicz*, and Don McCree*

MEMBERS ABSENT: Chair David Daigle and Secretary Donna Sweaney

REPRESENTATIVES PRESENT: Staff Council Representative Karmen Swim, Foundation Representative President and CEO Shane Jacobson, Graduate Student Senate Representative Joseph Campbell, Student Government Association Representative Ethan Foley

REPRESENTATIVES ABSENT: Faculty Representative Cathy Paris

PERSONS ALSO PARTICIPATING: Provost & Senior Vice President David Rosowsky, University Controller Claire Burlingham, Vice President for Finance and Treasurer Richard Cate*, Vice President for Legal Affairs & General Counsel & Senior Advisor to the President Sharon Reich Paulsen, Vice President for University Relations & Administration Tom Gustafson, Vice President for Executive Operations Gary Derr, Vice President for Human Resources, Diversity and Multicultural Affairs Wanda Heading-Grant, Chief Human Resources Officer Jes Kraus, Employee Relations Manager Mary Brodsky, and Dean of the Larner College of Medicine Rick Morin

*Joined by phone.

Vice Chair Ron Lumbra called the meeting to order at 1:02 p.m. and passed along Chair Daigle's regrets for not being able to join today's meeting. He recognized this was the last meeting for Staff Council President Karmen Swim and thanked her for her service. Newly elected Student Government Association President Ethan Foley and Graduate Student Senate President Joey Campbell were welcomed to their first meeting.

Chair Lumbra expressed his appreciation to President Sullivan, the administration, and the staff for a successful graduation weekend, despite the weather, and shared that Alex Nemerov's compelling and inspiring commencement address had a profound impact on him. He opined that anyone who questions the value of a liberal arts education should view his address. He concluded his remarks by noting that Vermont's efforts to recruit remote workers to the State has made national news which reminded him of the University's efforts to recruit and retain students following graduation.

Approval of Minutes

Vice Chair Lumbra entertained a motion to approve the minutes from the April 9, 2018 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Action Items

University Controller Claire Burlingham introduced a resolution approving an expanded purpose of the UVM 4-H Program Affiliated Organization. She explained that in November 2015, the Executive Committee approved the creation of the University of Vermont and State Agricultural College 4-H Program, Inc., a separate 501(c)(3) entity, for the purpose of financial management of 4-H clubs and chapters throughout the state. It is now proposed that this entity expand its purpose to include similarly situated Extension programs with community clubs and chapters such as the Mater Gardner Program.

The following resolution was presented for approval:

Resolution Approving Expanded Purpose of the UVM 4-H Program Affiliated Organization

WHEREAS, the Board approved creation of the University of Vermont and State Agricultural College 4-H Program, Inc. (“4-H Corporation”) in November 2015 as an Affiliated Organization to shift operation of individual clubs and chapters to a separate 501(c)(3) entity; and

WHEREAS, since creation, the 4-H Corporation has greatly enhanced the efficiency of 4-H club and Extension business operations; and

WHEREAS, UVM Extension also centrally manages and runs other programs with community clubs and chapters throughout the state that would benefit from similar efficiencies;

THEREFORE, BE IT RESOLVED, that the Executive Committee hereby approves the modification of the 4-H Corporation’s purpose to encompass all UVM Extension programming with community clubs and chapters.

Vice President for Finance and Treasurer Richard Cate presented a resolution approving a contract with Carrier Corporation. He explained that Physical Plant awarded RFP# 34-05-18 to Carrier Corporation based on expertise, service, and pricing for the University’s chiller maintenance and repairs.

Carrier Corporation is the current vendor for preventative maintenance with a local office in Williston, VT. The preventative maintenance portion costs have increased slightly, approximately 2%, due to additional EPA regulations from the previous contract.

The following resolution was presented for approval:

Resolution Approving Contract with Carrier Corporation

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Carrier Corporation for the University's chiller maintenance and repairs beginning July 1, 2018 through June 30, 2021, with two one-year renewal options, in an amount not to exceed \$2,000,000 in aggregate.

Vice President Cate moved on to introduce a resolution approving a contract with Presidio Networked Solutions. He explained that RFP# 19-02-18 was released for Cisco Smartnet maintenance and Presidio Networked Solutions was the selected vendor. Presidio Networked Solutions is the current vendor and offered a minimal 2-3% price increase for this five-year contract.

The following resolution was presented for approval:

Resolution Approving Contract with Presidio Networked Solutions

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Presidio Networked Solutions for the Cisco Smartnet maintenance beginning July 1, 2018 through June 30, 2023, in an amount not to exceed \$1,300,000.

Vice President Cate next introduced a resolution approving a contract renewal with Apple, Incorporated. He explained that the Computer Depot is requesting a contract renewal with Apple, Incorporated for purchases of desktop and laptop computers for resale to students, University departments, and individual faculty and staff members. The Computer Depot also performs technical support services on Apple products. The Apple contract averages \$2,500,000 per year, driven and based on customer demand. Apple, Incorporated has been a vendor with UVM in previous years, as Apple is a sole source direct purchase manufacturer nationally.

The following resolution was presented for approval:

Resolution Approving Contract Renewal with Apple, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to renew a contract with Apple, Inc. for the purchase of computers and related equipment for resale beginning July 1, 2018 through April 30, 2020, in an amount not to exceed \$4,500,000 in total aggregate.

Vice President Cate proceeded to introduce a resolution approving a contract extension with Staples, Incorporated. The University has contracted with Staples, Incorporated for general office supplies since July 1, 2012 when UVM partnered with the State of Vermont to utilize their existing contract to consolidate purchasing power and engage in strategic initiatives.

The five-month contract extension will retain the existing discounts and contract pricing as previously offered on products and continue to offer 13% discounts directly to departmental budgets when placing orders. The administration is requesting a five-month extension so that additional time is allowed for the administration to review new proposals for vendor selection, including rebate offers, and communication to campus.

The following resolution was presented for approval:

Resolution Approving Contract Extension with Staples, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract extension with Staples, Incorporated for general office supplies, beginning July 1, 2018 through November 30, 2018, in an amount not to exceed \$500,000.

Vice President Cate next introduced a resolution authorizing a lease amendment with The Connor Group, LLC. The University wishes to enter into the lease amendment for continued use of office space for Extension's Franklin County location at 278 S. Main Street, St. Albans, Vermont. The Committee is being asked to approve a three-year lease amendment with one three-year renewal option. When combined with the previous lease, which expires September 30, 2018, the term exceeds 5 years. Annual rental expense associated with this lease is \$48,260 and is paid by Extension.

The following resolution was presented for approval:

Resolution Authorizing Lease Amendment with The Connor Group, LLC for continued use of office space for Extension's Franklin County location at 278 S. Main Street, St. Albans, Vermont

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a three-year lease amendment with one three-year option to renew with The Connor Group, LLC for continued use of leased office space for Extension's Franklin County location at 278 S. Main Street, St. Albans, Vermont, subject to material terms and conditions reported on this date. This lease amendment will begin October 1, 2018 and end September 30, 2021.

Finally, Vice President Cate introduced a resolution authorizing a lease amendment with Peoples United Bank, National Association. He stated that the University wishes to enter into the lease amendment for continued use of ATM space in a portion of UVM's Davis Center building located at 590 Main Street, Burlington, Vermont. The Committee is being asked to approve the one-year lease amendment with three one-year renewal options. When combined with the previous lease, which is set to expire June 30, 2018, the lease agreement term exceeds 5-years. Annual income associated with this lease is \$10,500.

The following resolution was presented for approval:

Resolution Authorizing a Lease Amendment with Peoples United Bank, National Association for continued use of ATM space in a portion of UVM's Davis Center building located at 590 Main Street, Burlington, Vermont

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a one-year lease amendment with three one-year renewal options with People's United Bank, National Association for continued use of ATM space in a portion of UVM's Davis Center building located at 590 Main Street, Burlington, Vermont, subject to material terms and conditions reported on this date. This Lease Amendment will begin July 1, 2018 and end December 31, 2022, if all of the lease options are exercised.

Vice Chair Lumbra offered an opportunity for comments before seeking a motion to approve the resolutions above as a consent agenda. There being none, a motion was made, seconded and the consent agenda was unanimously approved as presented.

Executive Session

At 1:17 p.m., Vice Chair Lumbra entertained a motion to enter into executive session to discuss contracts, premature general public knowledge of which would clearly place the University at a substantial disadvantage and collective bargaining. The motion was made, seconded and approved.

Vice Chair Lumbra indicated that action is anticipated following and that the session would last approximately thirty-five minutes. Everyone was excused from the meeting with the exception of Trustees; Provost & Senior Vice President Rosowsky; Vice Presidents Sharon Reich Paulsen, Richard Cate, Tom Gustafson and Gary Derr.

After the first item, Vice President for Human Resources, Diversity and Multicultural Affairs Wanda Heading-Grant; Chief Human Resources Officer Jes Kraus; and Employee Relations Manager Mary Brodsky were invited to join.

After the second item, Vice President Heading-Grant, Chief Officer Kraus, and Manager Brodsky were excused. Foundation President & CEO Shane Jacobson and Dean of the Larner College of Medicine Rick Morin were invited to join.

At 1:49 p.m., the meeting was re-opened to the public.

Other Business

Vice Chair Lumbra presented the following resolutions for approval:

Authorizing Resolution Related to the Negotiation and Execution of a Voluntary Payment for Services Agreement with the City of Burlington

WHEREAS, on September 8, 2007, the Board of Trustees authorized the administration to enter into a letter agreement with the City of Burlington regarding a voluntary payment for services;

WHEREAS, the September 2007 letter agreement expired on June 30, 2014;

WHEREAS, annual extensions of the 2007 letter agreement have been approved by the Board since the expiration of the original agreement and through June 30, 2018;

BE IT RESOLVED, that the Executive Committee hereby authorizes the administration to negotiate and execute a new Voluntary Payment for Services Agreement with the City of Burlington, on material terms substantially consistent with those discussed with and approved by the Executive Committee on this date.

Resolution Authorizing Negotiations and Settlement of United Academics (Part-Time) Collective Bargaining Agreement

RESOLVED, that the Executive Committee authorizes the administration to negotiate and settle a collective bargaining agreement with United Academics relative to the part-time faculty bargaining unit on the material terms reported on this date.

Resolution Naming Proposed Medical Research Facility

WHEREAS, on October 18, 2017, the Board of Trustees received a presentation on the need and scope for a new medical research facility; and

WHEREAS, on February 2, 2018 and May 18, 2018, the Board of Trustees received status updates on project planning and anticipated expenditures for the medical research facility; and

WHEREAS, a fundraising goal of \$15 million has been established for the proposed facility; and

WHEREAS, Steven N. Firestone, M.D. '69 has agreed to make an \$8 million leadership-level gift to support the University of Vermont Larner College of Medicine and this new facility project; and

WHEREAS, the gift agreement includes both a current gift and an irrevocable estate gift; and

WHEREAS, the Larner College of Medicine has agreed to provide bridge funding to cover the estate gift; and

WHEREAS, a gift agreement detailing the structure of the gift and naming opportunity has been agreed to and signed by Dr. Firestone, the University of Vermont, and the University of Vermont Foundation; and

WHEREAS, the Board of Trustees retains the rights to final facility project approval following documentation of a total of at least \$15 million in private gift support: and

WHEREAS, in recognition of the extraordinary philanthropy of Dr. Firestone;

BE IT RESOLVED, that the Executive Committee approves an exception for the Steven N. Firestone leadership gift to UVM's Gift Policy requiring a gift pledge resulting in a naming recognition be paid over no more than a 5-year time horizon given the generosity of the gift and the irrevocable nature of the gift, including the commitment of bridge funds; and

BE IT FURTHER RESOLVED, that the Executive Committee hereby approves the University of Vermont's recognition of Steven N. Firestone, M.D. '69 as the building's naming gift donor, should the proposed medical research facility ultimately be approved by the Board of Trustees and constructed.

An opportunity for discussion was offered. There being none, a motion was made, seconded and the three resolutions were unanimously approved as presented.

Adjournment

There being no further business, the meeting was adjourned at 1:54 p.m.

Respectfully submitted,

Ron E. Lumbra, Vice Chair
(on behalf of David A. Daigle, Chair)