

**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 10, 2019, at 11:30 a.m., in 427A Waterman Building.

MEMBERS PRESENT: Chair David Daigle¹, Vice Chair Ron Lumbra², Secretary Curt McCormack³, President Thomas Sullivan, Frank Cioffi⁴, Carolyn Dwyer¹, Bernard Juskiewicz¹, and Don McCree¹

MEMBERS ABSENT: None

REPRESENTATIVES PRESENT: Faculty Representative Cathy Paris, Foundation Representative President & CEO Shane Jacobson, Staff Council Representative Stephen Lunna, and Graduate Student Senate Representative Jessica Bocanegra

REPRESENTATIVES ABSENT: Student Government Association (SGA) Representative Jillian Scannell

PERSONS ALSO PARTICIPATING: Interim Provost and Senior Vice President Patricia Prelock⁵, Vice President for Finance & Treasurer Richard Cate, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen¹, and Vice President for Executive Operations Gary Derr

¹Joined by phone.

²Joined by phone and departed at 11:45 a.m.

³Arrived at 11:37 a.m.

⁴Joined by phone, departed at 11:48 a.m. and rejoined at 11:53 a.m.

⁵Joined at 11:42 a.m.

Chair David Daigle called the meeting to order at 11:31 a.m.

Opening Remarks

Chair Daigle recognized this meeting as the last for President Tom Sullivan and Faculty Senate President Cathy Paris, and he thanked both for their service. Chair Daigle welcomed Graduate Student Senate President Jessica Bocanegra for her first meeting as a representative, and noted that Student Government Association President Jillian Scannell, who was unable to attend, has also joined as a representative.

Chair Daigle was pleased to report that the week of the May 17-18, 2019 Board meeting, including Foundation and Commencement-related events, was one of the most impressive series of events he has attended. He recognized all who were involved in the planning and implementation of the meeting and events.

President's Report

President Tom Sullivan concurred with Chair Daigle's observation about the recent events held in May, and thanked all who were involved.

Approval of Minutes

Chair Daigle entertained a motion to approve the minutes from the April 15, 2019 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Action Items

Vice President for Finance and Treasurer Richard Cate introduced a resolution approving a contract with Presidio Networked Solution. He explained that Presidio Networked Solutions provides Cisco systems network equipment for firewall security, updated wireless access, and network switching equipment. Telecommunications and Network Services is requesting to execute a contract with Presidio by utilizing the State of Vermont contract.

Chair Daigle inquired as to UVM's aggregate information technology expenses, to which Vice President Cate replied he would provide information for soon.

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 enter into contract with Presidio Networked Solutions for the Cisco systems network equipment beginning July 1, 2019 through June 30, 2021, for an amount not to exceed \$2,100,000.

Vice President Cate next introduced a resolution approving purchases for new and used books. He stated that the UVM Bookstore provides new and used books for incoming students to purchase based on their academic class schedule. Faculty members select the appropriate materials for each class and submit to the Bookstore to order by quantity of students enrolled from the acquired publisher.

Nebraska Book Company offers used books and Pearson Education, McGraw Hill, John Wiley and Cengage all provide new edition books. Between these five book companies, UVM purchase obligations are estimated at \$2,500,000 annually for the students.

Since some students purchase or rent books through other means, any unsold books are returned to the vendor for a refund. On average, book return credits equal 25%-28% of the total sales; approximately \$625,000 - \$700,000.

Chair Daigle asked if the UVM Bookstore makes a profit on the purchase of new and used books. Vice President Cate replied that they make enough to cover their overhead costs.

The following resolution was presented for approval:

Resolution Approving Purchases for New and Used Books

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, in consultation with the Director of the UVM Bookstore, is hereby authorized to purchase new and used books from Pearson Education, Nebraska Book Company, McGraw Hill Higher Education, John Wiley & Sons, and Cengage Learning beginning August 1, 2019 through July 31, 2022, for an amount not to exceed \$7,500,000 in aggregate.

Vice President Cate moved on to introduce a resolution approving contracts with Oracle America, Incorporated. He explained that UVM currently has several software licenses with Oracle America, Incorporated. The largest annual license expense is for PeopleSoft, with a fiscal year (FY) 2019 budget of \$411,903. The next largest expense is for the Oracle database license, which underlies PeopleSoft, Banner and other applications. The FY 2019 budget for this item is \$229,962. These two licenses combined with the smaller ones total \$671,108 for FY 2019.

Based on an annual 3% escalation increase for the remaining four fiscal years, the administration is requesting authorization to expend up to \$3,600,000 to renew these Oracle licenses through FY 2023. Expenditures have been made since September 1, 2018, but have not yet reached the \$1,000,000 threshold, which would have required prior Board approval.

Trustee Don McCree inquired if the escalator of 3% is common. Vice President Cate replied that the escalator amount depends on the aspect of IT it is related to, but 3% for this particular contract is common.

The following resolution was presented for approval:

Resolution Approving Contracts with Oracle America, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute contracts with Oracle America, Incorporated for software licenses and support for Oracle applications over the period from September 1, 2018 through August 31, 2023, for an amount not to exceed \$3,600,000.

Next, Vice President Cate introduced a resolution approving a contract with Otis Elevator Company. He highlighted that a request for proposals (RFP) was released to eight bidders in March 2019 seeking a contractor for monthly inspections of University elevators including upgrades, repairs and maintenance.

The Physical Plant Department selected Otis Elevator Company as the awarded vendor for their competitive monthly inspection cost with a bid of \$200 per month less than the current contract. Otis also provided the lowest hourly costs for repairs and maintenance projects with a 5.5% increase from current contract for year one. All future years have a maximum 2% escalation increase.

Otis Elevator is the University's current vendor and has service technicians assigned in the Burlington area to respond to any UVM emergency requests.

In response to Trustee questions, VP Cate affirmed that the contract is for outsourced maintenance and that there were two companies that responded to the RFP.

The following resolution was presented for approval:

Resolution Approving Contract with Otis Elevator Company

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Otis Elevator Company for elevator inspection and maintenance beginning July 1, 2019 through June 30, 2024, for an amount not to exceed \$2,000,000.

Vice President Cate introduced a resolution approving contracts for retirement plan recordkeeping. He explained that an RFP was released to seek proposals from qualified firms to provide retirement plan recordkeeping and support services (both plan level and participant level including communication and education) to the University's 403(b) and 457(b) Plans.

Fidelity and TIAA CREF were both selected to be UVM's retirement plan record keepers. All fees associated with their service are drawn directly from the employees/retirees investment funds and are at no cost to the University.

Chair Daigle inquired as to the record keeping fees incurred by the employee/retiree investment funds to which Vice President Cate explained that the fees are around 6 basis points for the record keeping component.

The following resolution was presented for approval:

Resolution Approving Contracts for Retirement Plan Recordkeeping

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute contracts with Fidelity and TIAA CREF for retirement plan recordkeeping services beginning August 1, 2019 through July 31, 2024, with an optional five-year renewal, at no cost to the University.

Vice President Cate introduced a resolution authorizing a lease agreement with the City of South Burlington, Vermont for a new transportation path section. He stated that the University wishes to enter into a License Agreement with the City of South Burlington for construction and operation of a transportation path section on a .33 acre parcel of land stretching from Spear Street to the north end of East Terrace, at the south of the southernmost portion of the area commonly known as the "Jug Handle" in South Burlington. Annual revenue associated with this license will not exceed \$1.00.

Chair Daigle asked if any improvements will be made to the parcel. Vice President Cate replied that some signage would be installed and the path will be improved with gravel.

The following resolution was presented for approval:

Resolution Authorizing Lease Agreement with the City of South Burlington, Vermont for a New Transportation Path Section

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a five year License Agreement with four five-year renewal options with the City of South Burlington for a portion of University land to be used for a new transportation path section, located south of the southernmost portion of the Jug Handle from Spear Street to East Terrace in South Burlington, Vermont, subject to material terms and conditions reported on this date. This License Agreement will begin July 1, 2019 and end December 31, 2043, if all renewal options are exercised.

Next, Vice President Cate introduced a resolution authorizing a Toll Road access agreement with VT US Holdings, II, LLC, for the use of the Toll Road in Stowe, Vermont. He explained that the University wishes to enter into an access amendment for continued use of the Toll Road to access University land in Stowe, Vermont with mutual termination provisions and an annual expense not to exceed \$1.00. Vice President Cate added that for the sections of the Toll Road that are owned by the State, we are a sublessee.

The following resolution was presented for approval:

Resolution Authorizing a Toll Road Access Agreement with VR US Holdings, II, LLC for Use of the Toll Road in Stowe, 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 perpetual Toll Road Access Agreement with mutual termination provisions, with VR US Holdings, II, LLC for continued use of the Toll Road in Stowe, Vermont, subject to material terms and conditions reported on this date. This Toll Road Access Agreement will begin upon the full execution of the agreement and continue until terminated by either party.

Finally, Vice President Cate presented a resolution approving a strategic partnership program agreement with Lawrence Livermore National Security, LLC. President Sullivan explained that this agreement is a result of the University having applied to be the recipient of a federally funded research award to an incoming faculty member in connection with the study of artificial intelligence and surgery. If the University receives the award, Lawrence Livermore National Security, LLC (LLNS) will be performing subcontract services. Vice President Cate noted that this subcontract is being brought to the Board for approval as it will exceed \$1 million. Chair Daigle asked if the UVM legal team has reviewed the subcontract terms to which Vice President Cate affirmed.

The following resolution was presented for approval:

Resolution Approving Strategic Partnership Program Agreement with Lawrence Livermore National Security, LLC

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract with Lawrence Livermore National Security, LLC (“LLNS”) in connection with a pending federally funded research award whereby the University will make subcontract payments to LLNS in an amount not to exceed \$1,252,608.00, with a Term of up to sixty (60) months from the date of execution of the Agreement by both parties.

Vice President for Executive Operations Gary Derr presented a resolution approving Englesby House expenditures. He explained that at their meeting held on June 4, 2019, the Presidential Housing Work Group reviewed and discussed a proposal to furnish the first floor of Englesby House and to address several deferred maintenance and health and safety issues. Based on the information they received, they are recommending that the proposal move forward, with a total cost not to exceed \$130,000.

Vice President Derr noted that the administration may need to come back to the Board for approval of additional expenditures for chimney repairs.

In reference to furnishing the first floor of Englesby House, Chair Daigle noted the importance of creating an inventory of the items as UVM property.

Chair Daigle previewed that, in the near term, the President’s Official Residence University Operating Procedure will be amended and presented to the Board for acknowledgement.

The following resolution was presented for approval:

Resolution Approving Englesby House Expenditures

WHEREAS, the Presidential Housing Work Group has reviewed and discussed a proposal to furnish the first floor of Englesby House and to address several deferred maintenance and health and safety issues related to the structure;

WHEREAS, the Presidential Housing Work Group has concluded that it is in the best interests of the University to move forward with the proposal as to render it available for future use;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Executive Operations, or his successor or designee, is hereby authorized to furnish the first floor of Englesby House and address the deferred maintenance and health and safety issues at Englesby House in a manner consistent with the information provided today, with a total proposal cost not to exceed \$130,000.

Chair Daigle offered an opportunity for final discussion 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.

Adjournment

There being no further business, the meeting was adjourned at 12:17 p.m.

Respectfully submitted,

David Daigle,
Chair