

**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, April 13, 2020, at 1:00 p.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 McCormack, President Suresh Garimella, Frank Cioffi, Carolyn Dwyer, and Don McCree

MEMBERS ABSENT: None

OTHER TRUSTEES PRESENT: Berke Tinaz

REPRESENTATIVES PRESENT: Faculty Representative Thomas Chittenden, Foundation Representative President & CEO Shane Jacobson, Staff Council Representative Stephen Lunna, and Student Government Association Representative Jillian Scannell*

REPRESENTATIVES ABSENT: Graduate Student Senate Representative Jessica Bocanegra

PERSONS ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock*, Vice President for Finance & Treasurer Richard Cate, and Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen

*Joined at 1:08 p.m.

Chair Ron Lumbra called the meeting to order at 1:03 p.m.

Approval of Minutes

Chair Lumbra entertained a motion to approve the minutes from the January 6, 2020 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair's remarks

Chair Lumbra recognized this as Student Government Association President Jillian Scannell and Graduate Student Senate President Jessica Bocanegra's last meeting and acknowledged and thanked them for their leadership and service.

Chair Lumbra previewed that the May board meeting will be unlike standard meetings due to the COVID-19 pandemic.

Finally, Chair Lumbra expressed his deep gratitude to the UVM administration for their leadership and immense efforts in steering the university during these challenging times.

President's remarks

President Suresh Garimella began by noting that Governor Phil Scott ordered the Vermont flag to fly at half-mast today, in honor of Trustee Bernard Juskiewicz who passed away Wednesday, April 8, 2020 from complications due to the COVID-19 virus.

President Garimella next described many ways UVM is assisting with the COVID-19 response, including: lending Patrick Gym as a medical overflow space; providing the Converse Hall parking area to house a temporary triage facility for the UVM Medical Center; offering dining service facilities for use to prepare meals for health care workers staffing the overflow sites in Patrick Gym and the Champlain Valley Fairgrounds; enabling nursing students to graduate early so they may enter the workforce and provide support to healthcare workers during the pandemic; offering UVM labs for processing virus tests. Importantly, faculty also are engaged deeply in this effort: faculty designed a compact, low-cost, easy to manufacture ventilator dubbed the Vermontilator; public health and medical faculty are providing advice and are serving the frontlines; and scholars are creating best practice plans.

President Garimella reported that 117 students remain on campus, compared to approximately 5,500 students during a standard semester. He will be conducting a live Microsoft Teams event with the remaining students later this week.

Further elaborating on UVM's pandemic response, President Garimella explained that most employees are working remotely. Additionally, the emergency operations team meets daily to continue to address the everchanging situation. The University is also working closely with the Vermont Department of Health. Admitted Student Visitor Days, which are crucial for recruitment, have been held virtually.

Chair Lumbra acknowledged President Garimella's wife, Lakshmi Garimella, for her generous time and effort in creating cloth masks for the 117 students who remain on campus.

President Garimella confirmed in response to a question that faculty leaders, deans, and others, are working on plans for multiple scenarios as the university moves from an immediate crisis phase to contingency planning. President Garimella noted that summer session will be held exclusively online.

Action Items

Vice President for Finance and Treasurer Richard Cate introduced a resolution authorizing a lease agreement with Bullrock Solar, LLC. The university wishes to enter into a long-term lease agreement with Bullrock Solar, LLC for installation of solar power generation facilities on UVM property. Under this lease, Bullrock Solar, LLC will install solar photovoltaic panels at 290 East Avenue (UVM Rescue), 705 Spear Street (George D. Aiken Forestry) and 690 Spear Street (East Compost Pad) at Bullrock's expense.

Installation of these solar systems will allow the retiring of a total of 258 Renewable Energy Certificates on UVM's behalf. The installation on the roof of UVM Rescue also supports the increase in LEED certification of this property. The installation at the East Compost Pad and

George D. Aiken Forestry also supports the Rubenstein School of Environment and Natural Resources' goal of net zero metering.

The university will benefit from generally-available State of Vermont Net Metering Program allowances. There is no revenue associated with this agreement. Because this agreement exceeds the five-year board approval threshold, the administration is seeking authorization to negotiate and execute the agreement.

Chair Lumbra recalled that the Bullrock resolution was tabled at the last Board meeting on March 2, 2020. Since then, he spoke to the company's owner and feels confident that the agreement should move forward.

After additional discussion, the following resolution was presented for approval:

Resolution authorizing lease agreement with Bullrock Solar, LLC

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a twenty five-year lease agreement with Bullrock Solar, LLC for installation of solar photovoltaic panels at 290 East Avenue, Burlington, Vermont, and 690 and 705 Spear Street, South Burlington, Vermont, subject to material terms and conditions reported on this date. This lease agreement is subject to Bullrock's receipt of the necessary state permits.

Vice President Cate next introduced a resolution approving a contract with Kyocera Document Solutions. A request for proposal (RFP) was released in January 2020 to find a vendor to provide over 280 multiple functional devices and services on campus to include equipment lease, maintenance costs, service calls, and per copy costs. These machines need to range in capacity, accessories, and capabilities for all departments on campus. After a thorough evaluation of seven proposals, Kyocera Document Solutions has been selected.

The new contract has a cost savings of between 28-38% from the previous contract. Kyocera has a local office in Williston, Vermont to provide service and maintenance for these machines.

The following resolution was presented for approval:

Resolution approving contract with Kyocera Document Solutions

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract with Kyocera Document Solutions for the university's copier services on campus beginning May 15, 2020 through May 14, 2025, with an optional five-year extension, for an amount not to exceed \$5,700,000 in aggregate.

Vice President Cate moved on to introduce a resolution approving a contract extension with Hickok and Boardman. In April 2017, UVM released an RFP on behalf of Human Resources (HR) for medical, dental, and other health and welfare benefit professional consulting services. Hickok and Boardman, a local Burlington company, was selected based on their experience and pricing. The original three-year contract began July 1, 2017 through June 30, 2020, in an amount

not to exceed \$315,000. Hickok and Boardman offered a two-year extension with a 5% annual savings.

Trustee Don McCree asked if UVM's contracts have clauses of non-utilization of services and force majeure. Vice President Cate affirmed that such clauses are incorporated, but exact terms are unique to each contract. Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen added that her team is meticulous about the inclusion and strength of these clauses and are diligent in enforcing them.

The following resolution was presented for approval:

Resolution approving contract extension with Hickok and Boardman

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successors or designee, is hereby authorized to execute a two-year contract extension with Hickok and Boardman for health benefit consulting services beginning July 1, 2017 through June 30, 2022, in an amount not to exceed \$515,000 in aggregate.

This resolution replaces and supersedes the resolution approved by the Executive Committee on June 19, 2017.

Next, Vice President Cate introduced a resolution approving a contract extension with Kaufman Hall. On June 13, 2016, the Executive Committee approved the original contract request for an enterprise performance management software called Axiom and the appropriate licenses. The original contract began in June 2017, for a five-year and six-month term, with an amount not to exceed \$1,600,000.

UVM's Budget and Finance Office is requesting a six-year extension with new contract dates. Pricing allows for the lowest annual escalation of 2% starting in year two.

The following resolution was presented for approval:

Resolution approving contract extension with Kaufman Hall

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successors or designee, is hereby authorized to enter into a six-year contract extension with Kaufman Hall for enterprise performance management software maintenance and licenses beginning December 27, 2021 through December 26, 2027, in an amount not to exceed \$1,300,000 in aggregate.

Finally, Vice President Cate presented a resolution approving a contract with Remedy Analytics, Incorporated. HR is requesting approval to partner with Remedy to assist in pharmacy benefit consulting services. Remedy will provide market benchmarking reports with financial impact to pharmacy benefit plans utilizing PharmaLogic software database to recommend opportunities for cost savings. Remedy will provide management of overall Market Check process and provide areas for negotiations. HR has estimated the first-year savings to be nearly \$900,000 for the university.

This contract is for professional consulting services with a value over \$250,000, which requires Board approval.

The following resolution was presented for approval:

Resolution approving contract with Remedy Analytics, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract with Remedy Analytics Incorporated for pharmacy benefit consulting services beginning April 15, 2020 through April 14, 2022, with two optional one-year renewals, for an amount not to exceed \$725,000 in aggregate.

Chair Lumbra offered an opportunity for further discussion. There being none, the Bullrock Solar LLC resolution was presented separately from the consent agenda. A motion to consider the resolution was made and seconded. Trustee Cioffi abstained and the remaining trustees unanimously voted to approve the resolution.

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 1:36 p.m.

Respectfully submitted,

Ron Lumbra, Chair