

**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 15, 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, Don McCree¹ and Shap Smith

MEMBERS ABSENT: None

OTHER TRUSTEES PRESENT: Briar Alpert, David Aronoff, John Bartholomew, Robert Brennan, Kevin Christie, John Dineen, Jodi Goldstein, David Gringeri, Carol Ode, Ed Pagano², Berke Tinaz, Tristan Toleno³ and Sam Young

REPRESENTATIVES PRESENT: Faculty Representative Thomas Chittenden, Foundation Representative President & CEO Shane Jacobson, Staff Council Representative Stephen Lunna, Student Government Association Representative Lana Al-Namee, and Graduate Student Senate Representative Avery Rasmussen

REPRESENTATIVES ABSENT: None

PERSONS ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock, Vice President for Legal Affairs & General Counsel and Chief of Staff to the President Sharon Reich Paulsen, Vice President for Finance & Treasurer Richard Cate, Vice President for Operations and Public Safety Gary Derr, Vice Provost for Student Affairs Annie Stevens, and Dean of the College of Arts & Sciences Bill Falls

¹ Departed the meeting at 2:35 p.m.

² Departed the meeting at 2:00 p.m.

³ Joined the meeting at 1:30 p.m.

Chair Ron Lumbra called the meeting to order at 1:02 p.m.

Approval of Minutes

Chair Lumbra entertained a motion to approve the minutes from the April 13, 2020 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair's remarks

Chair Lumbra opened the meeting by sharing his personal feelings and experiences related to the current social unrest and the state of cultural relations. He acknowledged that this insidious issue is impacting people every day, and that there is no simple answer. He pledged the board's support of the administration to find ways to engage with the university community, at large.

Chair Lumbrá also recognized that prior to the COVID-19 crisis, higher education institutions, including UVM, were facing financial challenges. Those budget issues are real and will continue to have an impact on the community. He reinforced the board's commitment to address these financial challenges along with cultural relation issues on a parallel track and with empathy.

President's remarks

President Suresh Garimella expressed his appreciation to everyone who participated in the Amazing Grace: Finding Answers Together video last week. Constituents from across campus offered words of reflection, remembrance and recommitment to racial equity and justice. He reported a series of teach-ins are planned this month that will allow the community to continue conversations with UVM experts around issues of diversity, equity and inclusion. Prior to recent events, President Garimella shared he had engaged in conversations with the President's Commission for Inclusive Excellence and the Identity Centers to discuss quantifiable actions that will make a difference. In April, he announced the University's renewed commitment to inclusive excellence by expanding Dr. Wanda Heading-Grant's role and focus as Vice President for Diversity, Equity and Inclusion.

President Garimella concluded his remarks by welcoming Student Government Association President Lana Al-Namee and Graduate Student Senate President Avery Rasmussen to their first meeting.

Action Items

Vice President for Finance and Treasurer Richard Cate introduced a series of contracts, some of which have been revisited as a result of the COVID-19 crisis, and noted that all purchasing contracts include a force majeure clause that allows for the termination of the contract if the university no longer needs or is able to purchase services for reasons beyond the university's control. He noted that it may be timely for the Committee on Board Governance to revisit the type of contracts that require board approval.

Vice President Cate introduced a resolution authorizing the university to enter into a long-term lease with New Cingular Wireless PCS, LLC, also known as AT&T, for installation and operation of three rooftop small-cell antenna on the UVM Howe Library, located at 538 Main Street, Burlington, Vermont. The term of the lease is for ten years with four five-year renewal options. Annual income associated with the lease will be \$9,000, increased by 2% annually.

The following resolution was presented for approval:

Resolution authorizing lease with New Cingular Wireless PCS, 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 ten-year lease with four five-year renewal options with New Cingular Wireless PCS, LLC for installation and operation of three rooftop small-cell antenna on UVM's Howe Library, located at 538 Main Street, Burlington, Vermont, subject to material terms and conditions reported on

this date. This lease will begin upon the date of the agreement's execution and end thirty years thereafter, if all renewal options are exercised.

In response to Trustee Curt McCormack's question about expenses, Vice President Cate responded that this is a revenue contract with no associated costs to the University.

Vice President Cate next introduced a resolution approving contracts for charter bus services for long distance travel for the university, primarily Athletics and Student Government sponsored events. Lamoille Valley Transportation, Incorporated and Premier Coach are local Vermont bus companies servicing our area and have been contracted partners in prior years.

Both vendors offered existing pricing for year one of the contract. The contract is for five years and contains an average of 2% escalation costs annually from year two through year five, to capture increases in fuel costs, cost of living, and insurance premiums. The aggregate contract amount would not to exceed \$2,900,000.

The following resolution was presented for approval:

Resolution approving contracts for charter bus services

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into contracts with Lamoille Valley Transportation, Incorporated and Premier Coach for coach-style charter bus services beginning July 1, 2020 through June 30, 2025, in an amount not to exceed \$2,900,000 in aggregate.

Vice President Cate moved on to introduce a resolution approving a contract renewal with Bloomberg Industry Group. University Financial Services (UFS) entered into a yearly contract with Bloomberg Industry Group in May 2015, for user licenses to access federal tax libraries that covers the full spectrum of federal taxation topics, 300 chapters of expert-written tax analysis, and compliance tools. This information is vital to UVM to submit all appropriate tax reporting to the Federal Government and State of Vermont.

UFS is requesting five one-year renewals with Bloomberg Industry Group beginning June 15, 2020 through June 14, 2025, for an amount not to exceed \$22,500. The five-year total includes an escalation factor that will not exceed 2% a year.

The combined terms of this contract exceeds five years, requiring board approval.

The following resolution was presented for approval:

Resolution approving contract renewal with Bloomberg Industry Group

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract renewal with Bloomberg Industry Group for user licenses to tax core library products beginning June 15, 2020 through June 14, 2025, for an amount not to exceed \$22,500 in aggregate.

Next, Vice President Cate introduced a resolution approving a one-year contract extension with Suez, Incorporated. He explained that in 2015, GE Betz, Incorporated was awarded a five-year contract to provide comprehensive, service-oriented water treatment programs for UVM's campus facilities.

As this is an essential function to campus, the administration is proposing to extend the contract one additional year to allow adequate time to complete the RFP process and award a new contract after the initial impact of COVID-19 has subsided in 2021. Over the five-year contract, the company changed their name to Suez, Incorporated and agreed to lock in the same annual pricing for the extension year beginning July 1, 2020 through June 30, 2021 for an amount not to exceed \$135,000.

The renewal term of this contract will exceed five years, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract extension with Suez, 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 for the University's water treatment chemicals and consulting services with Suez, Incorporated from July 1, 2020, through June 30, 2021, for an estimated amount not to exceed \$135,000.

Vice President Cate went on to introduce a resolution approving a continuous contract with Presidio-Intrada for campus wide Enhanced 9-1-1 service. Presidio is a value-added reseller for Intrada which supports the Emergency Relay System services on campus. This is an Enhanced 9-1-1 service that allows a private switch located on a customer's premises to send automatic number identification information to the E-9-1-1 database for individual user stations for the purpose of providing authorities with specific emergency responder location information. UVM has its own database for the entire 802 656 exchange for emergency calls.

The term of this contract is ongoing until the service is no longer needed, which requires board approval.

The following resolution was presented for approval:

Resolution approving contract with Presidio-Intrada

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a continuous contract with Presidio-Intrada for a campus wide Enhanced 9-1-1 service until the service is obsolete with an estimated cost of \$30,000 annually.

Next, Vice President Cate introduced a resolution approving a contract extension with Thermo Fisher Scientific. He noted that the committee previously approved a five-year contract with Thermo Fisher Scientific in June 2015 when an RFP was released for University general laboratory supplies and equipment. Thermo Fisher Scientific was selected as the primary

supplier for the campus with aggressive pricing discounts and incentives with a negotiated contract end date of September 30, 2020.

In order to remain primary laboratory supplier on campus, Thermo Fisher has offered a three-year extension with an additional 2-3% savings discount on all products across the board, locked pricing on the top 250 hotlist items, and increased incentives for new lab startups and promotional items. The average spend with Thermo Fisher is approximately \$3 million annually. Thermo Fisher plays a key role in UVM's research laboratories.

The projected additional savings over the three-year extension is estimated at \$250,000.

The following resolution was presented for approval:

Resolution approving contract extension with Thermo Fisher Scientific

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a three-year contract extension for the University's general laboratory supplies and equipment with a beginning date of October 1, 2020, through September 30, 2023, in an amount not to exceed \$9,500,000 in aggregate.

Vice President Cate next introduced a resolution approving an eight-month contract extension with Milliman Incorporated. In April 2015, Milliman Incorporated partnered with UVM for a five-year contract to provide actuarial valuations and related financial statement disclosures for post-employment benefit services under the requirements of Governmental Accounting Standards Board Statement No. 45 (GASB 45).

The administration is seeking approval for a contract extension to complete the FY 2020 data analysis for the financial statement disclosures to be completed.

The combined terms of this contract exceeds five years, requiring board approval.

The following resolution was presented for approval:

Resolution approving contract extension with Milliman 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 extension with Milliman Incorporated for post-retirement benefit plan advisory services from May 1, 2020 through December 31, 2020, for a total contract amount not to exceed \$25,000.

Vice President Cate concluded by presenting an amended resolution approving a one-year contract extension with Cambridge Associates. The board previously approved this resolution on May 15, 2020, with language regarding expenses inadvertently included.

The following resolution was presented for approval:

Amended resolution approving contract extension with Cambridge Associates

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a renewal contract with Cambridge Associates, LLC for the purpose of providing investment advisory services for a period of one year from July 1, 2020 through June 30, 2021 at a flat fee of \$675,000.

BE IT FURTHER RESOLVED that the Investment Subcommittee shall annually review the performance of the investment advisory firm.

This resolution supersedes all previous authorizations

Chair Lumbra offered an opportunity for further discussion. There being none, a motion was made, seconded and the consent agenda was unanimously approved as presented.

UVMStrong-Fall 2020 Advisory Committee update and discussion

President Garimella reported that the safe return of students, faculty and staff to campus is front and center on the minds of the administration. He expressed his gratitude for the enthusiastic participation of more than 50 constituents from across campus who contributed to the work of the UVMStrong Fall 2020 Advisory Committee by serving on a variety of work groups. He recognized and thanked Gary Derr, Vice President for Operations and Public Safety, for doing a fantastic job leading this effort and to the Team Leaders of the work groups.

President Garimella welcomed and introduced Vice President Derr, Dean of the College of Arts & Sciences Bill Falls (Faculty and Academic Affairs Team Leader), and Vice Provost for Student Affairs Annie Stevens (Student Experience Team Leader). He noted this is the Advisory Committee's first report and set of recommendations and that their work will continue.

Vice President Derr expressed his appreciation to the over 50 faculty, staff and students on four work groups assisting the Advisory Committee. He noted the Advisory Committee draws on the expertise of numerous members of the University community serving on focus groups and subcommittees to address specific topics or issues and also benefits from consultation with medical experts and public health officials. He further noted that the UVMStrong Advisory Committee and associated work groups have been guided by three principles:

1. Protect the safety and wellbeing of all members of the UVM community
2. Preserve the quality of the academic experience
3. Provide a high-quality student experience

Next, Vice President Derr, Dean Falls and Vice Provost Stevens offered an overview of the broad key strategies outlined in the **Framework to Return to In-Person Instruction and Operations** included as appendix A to this document.

While discussing the framework and strategies for academic and faculty affairs, Dean Bill Falls noted that altering the fall 2020 academic calendar to end in-person instruction at the close of business on Tuesday November 24, 2020, and conducting the last week of classes and final exams remotely, would allow students to depart campus at Thanksgiving and return in the spring semester. He further noted that over 3,000 courses are taught in 188 classrooms with fixed and moveable seating and that these spaces are being considered when developing a classroom space management plan to meet the required physical distancing requirements.

While discussing the student experience framework and strategies, Vice Provost Annie Stevens thanked Student Government Association President Lana Al-Namee and Graduate Student Senate President Avery Rasmussen for their participation on the work group and their insight. She further noted consideration is being given to adjusting student move-in from one to three days to physically distance people during the process and that changes in dining services are expected citing grab and go option, reservation style step, and delivery method as examples under consideration.

Vice Provost Stevens also acknowledged that residential life move out occurred this past weekend and summer orientation programming has been launched remotely and is going well.

Chair Lumbra thanked Vice President Derr for his leadership and the Advisory Committee for their terrific work. An opportunity to discuss the report and recommendations was offered.

Trustee John Dineen inquired whether table-top simulations have been considered. Vice President Derr affirmed they have and shared that departments are submitting plans, conducting tests, and refining as necessary.

Trustee Cynthia Barnhart asked if students will be tested upon arrival to campus. Vice President Derr reported that in addition to in-state testing options, they are considering use of out-of-state test results and are working with the Vermont Department of Health, which seems open to the idea. He advised that Vermont currently requires a fourteen-day quarantine. After day seven, a person may be tested and quarantining is no longer necessary if results are negative. Students currently moving to Burlington this month may utilize the testing site located in the Waterman Building parking lot.

Trustee Curt McCormack inquired if there was a protocol in place for ensuring off-campus students adhere to social distancing requirements. Vice Provost Stevens reported that the University is working with the Burlington Mayor's office and that letters have been sent to parents and students introducing the Green and Gold pledge and expectations. Consequences for non-compliance are being considered and will be clear and swift. President Garimella added that socialization, peer pressure, and sanctions are important strategies.

Chair Lumbra asked how the Advisory Committee considered risk factors at the individual level. Vice President Derr responded that they are working with academic and administrative units that have employees who have underlying health concerns to identify appropriate strategies to address their circumstances. Students with health issues will have options available to accommodate their situation.

Trustee Berke Tinaz stated that as an on-campus graduate student he feels safe on campus. He inquired about the estimated percentage of classes expected to be taught in-person when classes resume. Vice President Derr reported this is currently being assessed and noted that, in addition to modifying existing classrooms, alternative spaces may be considered for classes, noting the Honors College has good modules for examples. Dean Falls reiterated that what is desired by faculty and students will be contingent on space availability and that the goal is to accommodate as much in-person classes as possible while also accommodating students who require or prefer remote learning.

SGA President Al-Namee asked about medical leave for employees and what is being done to accommodate students who require or prefer remote accessibility. Vice President Derr responded that university policies are being revisited and new state policies reviewed. Dean Falls responded that classrooms will be equipped with technology and there will be capability to stream classes for students unable to be on campus.

Trustee Shap Smith inquired whether the requirement for first-year students to live on campus will be mandated. Vice Provost Stevens indicated on campus housing for first-year students is preferred as is it allows them easy access to staff support and available resources. Students who are not required, but may have signed up for residential living, are being looked at.

Trustee David Gringeri asked if the Advisory Committee has considered how to solicit student feedback on the response to pandemic and how budgetary needs related student programs will be assessed in this new culture. Vice Provost Stevens shared that her work group is looking at a COVID-19 care center where concerns could be addressed and that a sub work group is considering how programs can be done creatively in a different way. In response to the budget question, Vice President Derr reported that the Vice President for Finance and Controller are working with units to address necessary adjustments.

Trustee Briar Alpert inquired if any push back was anticipated on these recommendations. Vice President Derr reported that as a result of outreach to units and departments in May and June, it was clear that people desire to understand the challenges and necessary changes and are eager to pitch in and return to campus.

President Garimella re-emphasized that the work of the Advisory Committee is on-going, that there is still much more work to be done, and that modifications will be required based on feedback and experience.

Trustees encouraged the administration to continue to be transparent and to share new information as it becomes available.

Vice President Derr shared that he is working with Chief Communications Officer Nicci Brown on weekly updates to campus and parents and previewed that a series of Teams Live events will be held for the UVM community and incoming students to share information and answer questions about Fall 2020 planning.

Trustee Carol Ode shared that she is receiving a variety of questions from her constituents and asked if there was a running list of frequently asked questions (FAQ) and answers. Vice

President Derr responded that a FAQ page is available on the university's website and is updated regularly.

Trustee Tinaz inquired about plans for managing classes' faculty do not want to teach in person. Dean Falls shared that a survey was sent to all faculty soliciting their preferred mode of teaching. Department chairs and deans will review the results with the goal of accommodating as many requests as possible while ensuring student success. Provost Patricia Prelock added that the survey offered a variety of options for remote and on-line teaching to choose from.

Faculty representative Thomas Chittenden added that he is working with a group to identify options for where proctored exams can occur. President Garimella acknowledged that both Faculty Senate President Chittenden and Vice President Chris Burns are actively engaged with the Advisory Committee and thanked them for their participation.

Chair Lumbra again expressed his deep gratitude to members of the administration, Advisory Committee and work group members for all their great work and efforts. He then introduced the following resolution:

Resolution endorsing the UVMStrong Fall 2020 framework to return to in-person instruction and operations

WHEREAS, the administration presented to the Board of Trustees for review and endorsement the UVMStrong Fall 2020 framework to return to in-person instruction and operation, appearing as Appendix A to this document;

WHEREAS, the framework reflects the engagement of faculty, staff, and students; medical experts and public health officials; and current directives and guidance of Vermont Governor Phil Scott, the Vermont Department of Health, and the Centers for Disease Control and Prevention;

WHEREAS, the UVMStrong Fall 2020 Advisory Committee and associated work groups were guided by three principles: (1) protect the safety and wellbeing of all members of the UVM community; (2) preserve the quality of the academic experience; and (3) provide a high-quality student experience;

THEREFORE, BE IT RESOLVED, that the Board of Trustees endorses the principles that have guided the UVMStrong Fall 2020 effort and the framework to return to in-person instruction and operations.

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

President Garimella expressed his gratitude to the Vermont Department of Health, and Governor Scott and Burlington Mayor Weinberger's offices for their collaboration with the Advisory Committee to ensure compliance with state and local regulations. He reiterated that the University will continue to seek guidance and support from them as well as the governance groups on campus and will keep the community informed as planning for fall opening continues.

Adjournment

There being no further business, the meeting was adjourned at 2:40 p.m.

Respectfully submitted,

Ron Lumbra, Chair

Appendix A

UVMStrong Fall 2020 Advisory Committee Framework to Return to In-Person Instruction and Operations

In May 2020, President Garimella appointed the UVMStrong Fall 2020 Advisory Committee to develop plans for resuming in-person operations. The advisory committee's planning and deliberations are guided by three principles:

1. Protect the safety and wellbeing of all members of the UVM Community
2. Preserve the quality of the academic experience
3. Provide a high-quality student experience

Members of the UVMStrong Fall 2020 Advisory Committee are:

Gary Derr, Vice President for Operations and Public Safety, Chair

Simeon Ananou, Chief Information Officer, Team Lead - Business and Institutional Continuity

Nicci Brown, Chief Communications Officer

Claire Burlingham, University Controller, Team Lead - Business and Institutional Continuity

John Collins, Deputy General Counsel

Kirk Dombrowski, Vice President for Research, Team Lead - Research and Graduate Education

Bill Falls, Dean, College of Arts and Sciences, Team Lead - Faculty and Academic Affairs

Jes Kraus, Chief Human Resource Officer, Team Lead - Human Resource Services

Annie Stevens, Vice Provost for Student Affairs, Team Lead - Student Experience

Al Turgeon, Chief Risk and Public Safety Officer

Over 50 faculty, staff and students on four Working Groups assist the Advisory Committee, and represent a wide cross-section of the University community. Additionally, the Committee draws on the expertise of numerous members of the University community serving on focus groups and subcommittees to address specific topics or issues. The Committee also benefits from consultation with medical experts and public health officials.

The Committee learned through the process of preparing the framework and strategies that there is nearly universal consensus that the University should return to in-person instruction and operations in the fall. Committee members each received numerous phone calls and emails offering suggestions and advice on mitigation strategies and measures to address a range of issues, reports from a multitude of professional associations, articles from across the spectrum, and other information.

The following framework and strategies are recommended for implementation to successfully return to in-person instruction and operations.

University-Wide Framework and Strategies

- Develop a protocol for testing and contact tracing for employees and students.
- Identify appropriate quarantine and isolation space for students.
- Require all employees and students to wear face coverings when outside their private workspaces or residence hall rooms.
- Continue to encourage and support remote operations for faculty and staff while assuring appropriate levels of service and operations commensurate with the needs of the University.
- Consistent with Vermont Department of Health regulations, implement daily health screening for employees using processes developed by Enterprise Technology Services.
- Implement routine health screening for all students using processes developed by Enterprise Technology Services. Utilize this information in conjunction with COVID-19 testing strategies.
- Implement strategies and policies to address the needs of faculty, staff and students who have underlying health issues.
- Develop a UVM pledge required of all students called the Green and Golden Rule. Encourage all employees to sign the UVM pledge.
- Maintain awareness of Centers for Disease Control, Vermont Department of Health, Vermont Governor directives and continue to recommend University responses.
- Maintain awareness of COVID-19 US, regional (greater northeast and Canada) and Vermont situation and track and report potential COVID-19 impacts.
- Develop and implement a communications campaign designed to sustain employee and student commitment to and compliance with all health and safety guidance and regulations.

Academic and Faculty Affairs Framework and Strategies

- Alter the fall 2020 academic calendar to end in-person instruction at the close of business on Tuesday November 24. Conduct the last week of classes and final exams remotely.
- Develop a classroom space management plan assuring the required physical distancing.
- Support high quality on-line/remote/mixed delivery instruction.

Research and Graduate Education Framework and Strategies

- Develop a system of risk metrics that allows for raising and lowering research activity while avoiding the complete shutdown of all research.

Student Experience Framework and Strategies

- Reduce residence hall density by identifying off-campus locations to house students.
- Require COVID-19 training for all students.

Business and Institutional Continuity Framework and Strategies

- Require employees to clean and sanitize their personal workspace and common areas using UVM-issued supplies.
- Close buildings in the evening to allow for overnight cleaning and sanitation.
- Implement a comprehensive classroom technology upgrade strategy to support remote instruction.
- Develop a health and safety plan consistent with Vermont Department of Health guidelines for UVM-managed retail operations.
- Limit daytime shuttle service and establish protective protocols for evening shuttle service.
- Restrict domestic and international travel.