

**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 29, 2020, at 12:30 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 McCree and Shap Smith

MEMBERS ABSENT: None

REPRESENTATIVES PRESENT: None

REPRESENTATIVES ABSENT: 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

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, and Special Assistant to the Chief of Staff Erin Dickinson

Chair Ron Lumbra called the meeting to order at 12:32 p.m.

Executive Session

At 12:33 p.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing contracts, premature general public knowledge of which would clearly place the University at a substantial disadvantage, and personnel matters. The motion was made, seconded and approved. Chair Lumbra indicated action is anticipated following and that the session would take approximately 25 minutes. 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, and Special Assistant to the Chief of Staff Erin Dickinson were invited to remain.

At 12:54 p.m., the meeting was re-opened to the public.

The following resolutions were presented for approval:

Resolution adopting University and University Officers' Manual amendment

BE IT RESOLVED, that the Board of Trustees approves the amendment of the University and University Officers' Manual, as follows:

Delete Sections 301.5-301.5.5 relative to the termination of decanal appointments and replace in full with the language set forth in the attached Appendix A; and

Delete Sections 404-404.3.5 relative to the termination of Officer appointments and replace in full with the language set forth in the attached Appendix B.

Resolution adopting College of Medicine Handbook amendment

BE IT RESOLVED, that the Board of Trustees approves the amendment of the College of Medicine Faculty Handbook, as approved by a vote of the College of Medicine Faculty, as follows:

The faculty of the UVM Larner College of Medicine agrees to voluntarily reduce the faculty's total UVM salary/wages for FY 2021 according to the increments as defined by UVM (below).

- Less than \$45,000 – no reduction
- \$45,000 and no more than \$60,000 – 2.5% reduction
- Over \$60,000 and no more than \$80,000 – 3.5% reduction
- Over \$80,000 – 5% reduction

A motion was made, seconded and the resolutions were unanimously approved as presented.

Adjournment

There being no further business, the meeting was adjourned at 12:55 p.m.

Respectfully submitted,

Ron Lumbra, Chair

APPENDIX A

PART 300 ACADEMIC UNIT GOVERNANCE, COMPOSITION, AND ADMINISTRATION

301 Deans

Delete Sections 301.5-301.5.5 and replace in full with the following:

301.5 Appointment Termination.

Decanal appointments terminate through resignation, non-reappointment, or termination with notice.

301.5.1 Resignation.

Resignation by a Dean must be made in writing to the President, with a copy to the Provost. The resignation shall become effective on a date and terms mutually agreed by the Dean and the President and memorialized in writing.

301.5.2 Notice of Non-reappointment.

A Dean will be considered for re-appointment annually after the initial appointment. Following consultation with the Provost, the President may give a Dean notice of nonreappointment at any time during an appointment (fiscal) year in progress relative to the following (fiscal) year. The non-reappointment may be based upon job performance or reasonably derived strategic, programmatic, administrative, or budgetary reasons. Notice of non-reappointment shall be given in writing.

301.5.3 Termination of Appointment with Notice.

A decanal appointment may be terminated at any time upon two months' notice. At the discretion of the Provost, the Dean may be relieved of duties during all or part of the notice period.

Any accrued but unused vacation will be forfeited and will not be paid at the time of termination of the decanal appointment except in cases where the Dean assumes or resumes a University appointment in which vacation accrues, in which case accrued vacation will be carried over.

The Provost may enlarge the amount of notice, or provide severance pay, only with the advance consent of the President. Severance pay shall not be provided if the Dean accepts another administrative appointment at the University following the effective date of non-reappointment as Dean.

301.5.4 Assumption or Resumption of Faculty Appointment.

A Dean who receives notice of non-reappointment or who resigns the deanship, and who has a preexisting right to assume or resume a faculty appointment, may do so after the decanal appointment ends. This election must be made in writing to the Provost, with a copy to the

successor Dean and academic department chair, within thirty (30) calendar days of issuance of the notice of non-reappointment or the Dean's submission of a notice of resignation.

The faculty salary of a Dean assuming or resuming a faculty appointment shall be determined by the Provost in accordance with established procedures. For a Dean who resigns a decanal appointment, the Dean's faculty salary and faculty appointment term will become effective once the decanal appointment terminates. For a Dean whose appointment is terminated by the Provost, the Dean's faculty salary and faculty appointment term will become effective upon the conclusion of the two-month notice period.

Duties associated with the faculty appointment shall be assigned by the Department Chair in consultation with the successor Dean. Faculty duties will begin immediately, unless the Dean has been granted a leave of absence to prepare for the assumption or resumption of duties as a faculty member.

A recipient of a leave of absence to prepare for the assumption or resumption of duties as a faculty member will be required to return to the University and serve at least one (1) full academic year following the administrative leave. Failure to fulfill this obligation shall require the full and immediate repayment of salary and benefits received from the University while on administrative leave.

APPENDIX B

PART 400 UNIVERSITY OFFICERS; VICE PRESIDENTS AND OTHER OFFICERS OF ADMINISTRATION

Delete Sections 404-404.3.5 and replace in full with the following:

404 Appointment Termination.

Except as provided in the University Bylaws, Officer of Administration appointments terminate through resignation, non-reappointment, or termination with notice, as stated below.

404.1 Resignation.

Resignation must be made in writing to the President (and to the supervising senior officer if the individual's supervisor is not the President). The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Officer of Administration and the supervising senior officer.

404.2 Notice of Non-reappointment.

An Officer of Administration ("Officer") will be considered for re-appointment annually after the initial appointment. The official to whom the Officer reports ("supervisor") may give the Officer notice of non-reappointment at any time during an appointment (fiscal) year in progress relative to the following (fiscal) year. The non-reappointment may be based upon job performance or reasonably derived strategic, programmatic, administrative, or budgetary reasons. Notice of non-reappointment shall be given in writing.

404.2.1 Termination of Appointment with Notice.

The appointment of an Officer may be terminated at any time upon two months' notice. At the discretion of the President, the Officer may be relieved of duties during all or part of the notice period.

Any accrued vacation will be forfeited and will not be paid at the time of termination of the appointment, except in cases where the Officer assumes or resumes another University appointment in which vacation accrues, in which case accrued vacation will be carried over to the new appointment.

The supervisor can enlarge the amount of notice, or provide severance pay, only with advance consent of the President, who in turn must confer with the Chair of the Board of Trustees. Severance pay shall not be provided if the Officer accepts another appointment at the University following the effective date of non-reappointment as an Officer.

404.2.2 Assumption or Resumption of Faculty Appointment.

An Officer who receives notice of non-reappointment, or who resigns the appointment, and who has a preexisting right to assume or resume a faculty appointment, may do so after the Officer's appointment ends. This election must be made in writing to the Provost, with a copy to the Dean

and academic department Chair where appropriate, within thirty (30) calendar days of issuance of the notice of non-reappointment or submission of a notice of resignation.

The faculty salary of an Officer assuming or resuming a faculty appointment shall be determined by the Provost in accordance with established procedures. For an Officer who resigns the Officer's appointment, the Officer's faculty salary and faculty appointment term will become effective once the officer appointment terminates. For an Officer whose appointment is terminated by the President, the Officer's faculty salary and faculty appointment term will become effective upon the conclusion of the two-month notice period.

Duties associated with the faculty appointment will be assigned by the Department Chair in consultation with the Dean. Faculty duties will begin immediately, unless the Officer has been granted a leave of absence to prepare for the assumption or resumption of duties as a faculty member.

A recipient of a leave of absence to prepare for the assumption or resumption of duties as a faculty member will be required to return to the University and serve at least one (1) full academic year following the administrative leave. Failure to fulfill this obligation shall require the full and immediate repayment of salary and benefits received from the University while on administrative leave.