

**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, August 8, 2022, at 1:00 p.m., in room 427 Waterman Building via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Johanna Donovan, Carolyn Dwyer, President Suresh Garimella, Don McCree, and Shap Smith

MEMBERS ABSENT: Frank Cioffi

OTHER TRUSTEES PRESENT: Kevin “Coach” Christie, Kenny Nguyen, Carol Ode, Kristina Pisanelli, and Lucy Rogers

REPRESENTATIVES PRESENT: Faculty Senate Representative Tom Borchert, Foundation Representative President & CEO Monica Delisa, Graduate Student Representative Justin Salisbury, and Student Government Association Representative Maddie Henson

REPRESENTATIVES ABSENT: Staff Council Representative Jon Reisenweaver

PERSONS ALSO PARTICIPATING: Vice President & Provost Patricia Prelock<sup>1</sup>, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Administration Richard Cate, Special Assistant to the President Jonathan D’Amore, Chief Communications and Marketing Officer Joel Seligman, Deputy General Counsel John Collins, and Associate General Counsel Meghan Siket

<sup>1</sup> departed the meeting at 2:00 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 June 13, 2022 and July 7, 2022 meetings. He noted that since distribution, a minor edit was made on page 2 of the June 13, 2022 minutes to correct phrasing in the president’s remarks about the 2022 commencement ceremony. The motion was made, seconded and it was voted to approve the June 13, 2022 minutes as amended and the July 7, 2022 minutes as presented.

### **Chair’s remarks**

Chair Lumbra thanked Vice President for Legal Affairs & General Counsel, and Senior Advisor to the President Sharon Reich Paulsen for her invaluable service to the University and to the Board of Trustees during her tenure at UVM. He noted among her many responsibilities, she served as assistant secretary to the Board and has supported the Executive Committee with expert procedural and subject matter advice.

**President's remarks**

President Suresh Garimella reported that with fall semester approaching preparations are under way to welcome the class of 2026 and returning students and expressed anticipation for the new academic year.

He shared that he has enjoyed meeting with alumni around the country this summer, and noted that he and his wife recently returned from a very educational trip to Israel with a cohort of US university presidents.

He informed trustees of two new members of the senior leadership team: Mike Shirling, the new Chief Safety and Compliance Officer (responsibilities held by former Vice President for Operations and Public Safety Gary Derr) and Jane Okech, the new Vice Provost for Faculty Affairs who succeeds Jim Vigoreaux.

President Garimella concluded by expressing his deep gratitude and appreciation to Vice President Reich Paulsen for her partnership and calm and steady presence, recognizing she has been a trusted advisor to him and many others across campus. He wished her well in her new role as Executive Vice President and Chief Administration Officer at George Washington University.

**Action items**

Chair Lumbrá invited Vice President for Finance and Administration Richard Cate to introduce a contact for approval.

Vice President Cate reported that in November 2017, the Vice President for Research requested authority to purchase a new suite of research administrative software called "CLICK" to replace the then-outdated system. At that time, the Executive Committee approved a five-year contract with Huron Consulting Services, LLC to provide implementation, software licenses, maintenance and hosting fees for a number of modules beginning January 2018 through January 2023.

He noted that CLICK has become the industry leader among many other universities throughout the U.S. and that Huron Consulting Services, LLC has provided a five-year extension for CLICK with an average annual 3.4% price escalation over the five-year contract.

The following resolution was presented for approval:

**Resolution approving contract extension with Huron Consulting Services, LLC for research administration software called "CLICK"**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Huron Consulting Services LLC, for research administrative software licenses, maintenance, and hosting fees beginning on January 30, 2023, for a five-year term in an amount not to exceed \$2,200,000 in aggregate.

Chair Lumbra offered an opportunity for questions. A motion was made, seconded and the resolution was unanimously approved as presented.

### **Executive Session**

At 1:14 p.m. 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 labor relations agreements. He noted the session would last approximately 1 hour and that action is anticipated following. The motion was seconded and approved.

Everyone was excused from the meeting with the exception of Trustees, Provost Patricia Prelock, Vice President for Legal Affairs & General Counsel and Senior Advisor to the President Sharon Reich Paulsen, Vice President for Finance and Administration Richard Cate, Special Assistant to the President Jonathan D'Amore, Chief Communications and Marketing Officer Joel Seligman, Deputy General Counsel John Collins, and Associate General Counsel Meghan Siket

The meeting was re-opened to the public at 2:19 p.m.

Chair Lumbra presented the following resolutions for approval:

#### **Resolution authorizing collective bargaining agreements with United Academics Part-Time Faculty and with Teamsters**

BE IT RESOLVED, that the Executive Committee authorizes the administration to negotiate and, as appropriate, execute collective bargaining agreements with United Academics Part-Time Faculty and Teamsters on the material terms reported on this date.

#### **Resolution authorizing University of Vermont Health Network agreement**

WHEREAS, the University of Vermont, the University of Vermont Health Network, the University of Vermont Medical Center, and the University of Vermont Health Network Medical Group have jointly benefitted from an affiliation whose purpose is to advance the entities' individual and shared goals with respect to the provision of effectively delivered, high-quality health care services and health sciences education and research;

WHEREAS, the University of Vermont and the above-named entities desire to continue their affiliation;

BE IT RESOLVED, that the Executive Committee authorizes the president, or his successor or designee, to extend the current affiliation agreement on the terms today reported;

BE IT FURTHER RESOLVED, that the Executive Committee authorizes the president, or his successor or designee, to negotiate and execute a new affiliation agreement, the material terms of the agreement to be consistent with the report of the administration on this date, to take effect when the new agreement is fully executed by all parties.

**Resolution authorizing negotiation and execution of a contract with Snyder-Braverman Development, LLC related to housing**

BE IT RESOLVED, that the Executive Committee authorizes the administration to negotiate and execute agreements with Snyder-Braverman Development, LLC related to housing, on material terms reported on this date, with an initial option fee of \$350,000 and a total investment not to exceed \$26,000,000 in the aggregate.

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

**Adjournment**

There being no further business, the meeting was adjourned at 2:23 p.m.

Respectfully submitted,

Ron Lumbra, Chair