

**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 10, 2023, at 1:00 p.m., in room 427A Waterman Building, via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Catherine “Kitty” Toll¹, Frank Cioffi, Carolyn Dwyer², President Suresh Garimella¹, Don McCree, and Shap Smith¹

MEMBERS ABSENT: None

OTHER TRUSTEES PRESENT: Katelynn Briere¹, Carol Ode, and Kristina Pisanelli

REPRESENTATIVES PRESENT: Faculty Senate Representative Tom Borchert, Staff Council Representative Jon Reisenweaver, and Student Government Association Representative Olivia Eisenberg¹

REPRESENTATIVES ABSENT: Foundation Representative President & CEO Monica Delisa and Graduate Student Representative Justin Salisbury

PERSONS ALSO PARTICIPATING: Vice President & Provost Patricia Prelock¹, Vice President for Finance & Administration Richard Cate¹, Vice President for Legal Affairs & General Counsel Trent Klingerman¹, Special Assistant to the President Jonathan D’Amore¹, and Trustee Coordinator Corinne Thompson¹

¹ attended in person

² joined the meeting at 1:07 p.m.

Chair Ron Lumbra called the meeting to order at 1:04 p.m. and welcomed new student representative Olivia Eisenberg to the committee.

Approval of minutes

Chair Lumbra entertained a motion to approve the minutes from the January 9, 2023 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair Remarks

Chair Lumbra thanked Staff Council President Jon Reisenweaver for the invitation to meet with members of the council last week to hear their concerns and opinions and expressed his appreciation for the opportunity to address questions. He next acknowledged Vice President for Legal Affairs & General Counsel Trent Klingerman on the university’s voluntary resolution of the U.S. Department of Education’s Office for Civil Rights investigation into reports of antisemitism on campus. He recognized the resolution reflects an important step in UVM’s

engagement with campus constituents and broader community and recognized the university's efforts to ensure its commitment to condemn antisemitism in any form.

Chair Lumbra concluded his remarks by setting the expectation for today's discussion related to the board's delegation and retention of authority. He shared that he and Board Governance Committee Chair Frank Cioffi had a conversation about the desire to get the balance right for what the board must approve and what is delegated to the administration. He noted that the committee is not being asked to take any action today. Today's discussion is intended to solicit feedback from trustees on what the right balance might be.

President's remarks

In recognition of this seasonal time of new beginnings, President Garimella reflected on student leadership transitions occurring this month. He reported he will be meeting with newly elected Student Government Association (SGA) President Olivia Eisenberg and Vice President Carter Purple later this week along with Maddie Henson and Sarah Wood, the departing leadership of the SGA. He offered best wishes to Maddie and Sarah in their next steps following their upcoming graduation, and acknowledged he is looking forward to getting to know Olivia and Carter over the coming year.

President Garimella reported there will be a change in leadership in the Graduate Student Senate (GSS), as well. He thanked President Justin Salisbury for his cordial and professional engagement with the administration this year and wished him the best on the next steps in his graduate school journey. He recognized Ijaz Ul Haq's valued perspective as Vice President and acknowledged he looks forward to his leadership as the presumptive president for the GSS next year.

President Garimella concluded by noting it will be valuable to have the perspective of these student leaders as the administration considers many important questions in the year ahead and recognized the large commitment of time and energy by student leaders that comes in addition to their many other responsibilities.

Action Items

Chair Lumbra invited Vice President for Finance & Administration Richard Cate to introduce the action items for approval. He noted the resolutions will be introduced individually with an opportunity for discussion following. Once resolutions have been introduced, the committee will vote on them as a consent agenda unless someone requests a separate vote on a particular resolution. Per his opening remarks about the discussion that will occur at the end of the meeting regarding the *Resolution Regarding Delegation and Retention of Board Authority*, Chair Lumbra asked Vice President Cate to identify the trigger(s) for why each contract coming before the committee.

Vice President Cate introduced a resolution authorizing expenditures of grant funds awarded to the university by the United States Department of Health and Human Services for expenditures of up to \$5,750,000 for the Occupational Therapy Facilities project.

He reported that in order to fill a void in the state from both an educational and health care prospective, the University of Vermont is developing an Occupational Therapy Doctoral (OTD) program within the Department of Rehabilitation and Movement Science in the College of Nursing and Health Sciences (CNHS). Vermont is the only state in the nation that does not offer an entry-level path to the Occupational Therapy (OT) profession. Residents must travel outside the state to receive their education, which poses significant challenges with employment and recruitment of licensed OT prospects in local area hospitals.

The project includes renovations to Living Learning Building C and the Rowell Nursing and Allied Health Building for state-of-the-art spaces for an interprofessional pediatric/design lab, smart apartment/living learning rehabilitation lab, an outdoor lab, classrooms, faculty offices and an interprofessional anatomy lab. Learning spaces that allow for simulation of everyday life are critical for OT educational programs and typically include a pediatric lab and simulated living lab, none of which currently exist at UVM. The anticipated completion date for the project is August, 2024.

The project exceeds the \$2M threshold for renovation projects which requires board approval.

The following resolution was presented for approval:

Resolution authorizing Occupational Therapy Facilities Project expenditures

WHEREAS, on July 7, 2022, the United States Department of Health and Human Services awarded the university a grant in the amount of \$5,750,000 to fund facilities renovation projects in the Living and Learning Complex and Rowell Building for the Occupational Therapy Program (the "Project"); and

WHEREAS, these facilities improvements will create a learning environment for students as well as facilitate interprofessional treatment services for community members;

THEREFORE, BE IT RESOLVED, that the Budget, Finance & Investment Committee hereby recommends to the Executive Committee that it authorize total Project expenditures of up to \$5,750,000 to fund the Project; and

BE IT FURTHER RESOLVED, that the funding for the Project expenditures referenced above be drawn from the aforementioned federal grant.

Vice President Cate then introduced a contract with Baker Tilly US, LLP for co-sourced internal audit services. In light of the diverse internal audit portfolio and challenges for identifying additional staff with appropriately broad skills, the university released RFP# 12-01-23 in January 2023 for co-sourced internal audit services, with the contingency that the Board of Trustees Audit Committee would review the selection. Baker Tilly US, LLP was the selected supplier to provide the services to UVM.

The administration is requesting approval to execute a contract with Baker Tilly US, LLP beginning April 15, 2023, through June 30, 2023, with two optional one-year renewals, for an amount not to exceed \$345,000 in aggregate. The contract will be paid from proceeds from a vacant position in the Office of Audit Services that previously focused on information

technology auditing and has been difficult to fill. The administration will monitor the structure closely and determine whether co-sourcing is a recommended long-term solution.

The contract exceeds the \$250K threshold for consulting services which requires board approval.

The following resolution was presented for approval:

Resolution approving contract with Baker Tilly US, LLP

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Baker Tilly US, LLP, for co-sourced internal audit services beginning April 15, 2023, through June 30, 2023, with two optional one-year renewals, for an amount not to exceed \$345,000 in aggregate.

Vice President Cate next introduced a contract University Health Plans for student health insurance. Risk Management & Safety requested bid proposals with UVM's Insurance Broker, University Health Plans, to seek an insurance carrier for basic accident and sickness insurance for students. University Health Plans via Wellfleet Insurance was selected by the Center for Health and Wellbeing and Risk Management as the carrier in the competitive bid evaluation. This vendor provides an 80/20 coinsurance plan for a premium of \$3,728 per student in AY 24. Insurance premiums are paid by the students.

The contract will begin August 1, 2023 and run through July 31, 2024, for an aggregate amount not to exceed \$6,750,000.

Wellfleet is also the carrier in AY23. The premium cost per student increased 22.6% from current pricing. There are approximately 1,500 student who choose to use the student health insurance plan, with an even balance between undergraduate and graduate students.

The value of the contract exceeds the \$1M threshold which requires board approval.

The following resolution was presented for approval:

Resolution approving contract with University Health Plans

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract with University Health Plans, Incorporated for student health insurance beginning August 1, 2023 through July 31, 2024, for an amount not to exceed \$6,750,000 in aggregate.

Vice President Cate then introduced a contract with Presidio Network Solutions, LLC for Cisco Smartnet Maintenance.

RFP# 16-02-23 was released for Cisco Smartnet Maintenance in February and after extensive evaluation, Presidio Networked Solutions, LLC was the selected supplier. Telecommunications and Network Services is requesting to execute a contract with Presidio Networked Solutions,

LLC for a five-year term beginning July 1, 2023 through June 30, 2028, for an amount not to exceed \$1,850,000.00.

Presidio Networked Solutions is the current vendor and offered a minimal 1.226% price increase for this five-year contract.

The value of the contract exceeds the \$1M threshold which requires board approval.

The following resolution was presented for approval:

Resolution approving contract for Cisco Smartnet Maintenance

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Presidio Networked Solutions, LLC for Cisco Smartnet Maintenance beginning July 1, 2023 through June 30, 2028, for an amount not to exceed \$1,850,000.

Next, Vice President Cate introduced contract extensions with Oracle America, Incorporated for software and support for Oracle applications. UVM currently has several software licenses with Oracle America, Incorporated. The largest annual license expense is for PeopleSoft, human resources and finance platforms. The next largest expense is for the Oracle database license, which underlies PeopleSoft, Banner and other applications.

Oracle has provided a three-year contract extension starting July 1, 2023 through June 30, 2026, with a 4% escalation per year with an amount not to exceed \$2,600,000.

The value of the contract exceeds the \$1M threshold which requires board approval.

The following resolution was presented for approval:

Resolution approving contracts with Oracle America, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts with Oracle America, Incorporated for software licenses and support for Oracle applications from July 1, 2023 through June 30, 2026, for an amount not to exceed \$2,600,000.

Vice President Cate then introduced a contract renewal with Six Deg, Incorporated for licenses and subscription fees. In 2019, Continuing and Distance Education engaged in a contract with Six Deg, Incorporated – Yellowdig for subscription and license fees for a unique product to improve student engagement in discussion boards for online courses, and which was compatible with UVM's Learning Management Software in a secure FERPA approved hosting environment. When the pandemic hit in 2020, the University went to remote learning and this platform was expanded campus-wide for all students.

The administration is requesting approval for an 18-month renewal contract with Six Deg, Incorporated – Yellowdig beginning July 1, 2023 through December 31, 2024 for an amount not to exceed \$105,000.

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

The following resolution was presented for approval:

Resolution approving contract renewal with Six Deg, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract renewal with Six Deg, Incorporated for licenses and subscription fees beginning July 1, 2023 through December 31, 2024, for an amount not to exceed \$105,000.

Vice President Cate introduced a final resolution approving a contract amendment with National Student Clearinghouse for participation in the National Study of Learning, Voting and Engagement (NSLVE). The University participates in NSLVE in order to understand student engagement in civic life. Through the NSLVE, UVM knows the number of UVM students who register to vote and participate in national elections, while protecting student privacy. These data help track civic engagement among our students, which is academic success metric. UVM is one of more than 1,200 campuses that participate in this study, at no cost to the institution.

The contract amendment exceeds five years which requires board approval.

The following resolution was presented for approval:

Resolution approving contract amendment with National Student Clearinghouse

BE IT RESOLVED, that the Provost, or her successor or designee, is hereby authorized to enter into a contract amendment with the National Student Clearinghouse to allow for participation in the National Study of Learning, Voting and Engagement from August 31, 2023 through August 31, 2033.

Chair Lumbra offered an opportunity for questions. There being none, a motion was made, seconded and the resolutions were unanimously approved as presented.

Discussion Regarding Delegation and Retention of Board Authority

Chair Lumbra reminded everyone that this discussion is intended to solicit input from trustees regarding the current level of board retention of authority and delegation to the administration and whether there is a desire to revisit current thresholds. He noted the last two contracts presented today are examples of contracts that have been coming before the committee for a number of years that have a low monetary or no value at all but meet the 5-year threshold for approval.

An opportunity for discussion was offered. Vice Chair Cindy Barnhart opined she felt the university's thresholds are conservative and shared that the thresholds for approval at MIT, where she serves as Provost, are much higher and that none of the contracts on today's agenda would be brought before their board for approval.

In response to Trustee Shap Smith's inquiry as to when these thresholds were adopted and why, Trustee Frank Cioffi shared that in 2008 an internal controls assessment was conducted to review contracts and other actions initiated by the previous Vice President for Finance. Vice President Cate added that the threshold of \$250,000 for consulting contracts was added to the delegation resolution following that assessment.

Trustee Don McCree stated he feels the five-year threshold is too tight and does not feel regular renewals of already budgeted items need to come before the committee. He recommended the delegation and retention of authority be structured in way that remains effective through administrative transitions and suggested there may be a number of contracts for which authority could be delegated to the administration with regular reports to the Budget, Finance & Investment Committee.

Trustee Carolyn Dwyer inquired whether the board's delegation or retention of authority should be associated with risks or topical areas irrespective of thresholds.

Trustee Kitty Toll expressed comfort in entertaining changes while revisiting the rationale of the currently established thresholds to determine its relevance at this point and time.

Trustee Carol Ode, speaking as a local board member, reminded committee members of the need to remember that UVM is a public institution in the state of Vermont when considering approval thresholds.

Faculty representative Tom Borchert suggested a more regular review of the resolution.

Chair Lumbra invited Vice President Cate to offer his thoughts to which he opined that inflation has put the approval thresholds out of sync and suggested a higher threshold and 10-year term limit for contracts requiring board approval.

Chair Lumbra thanked the committee for the discussion and will take the matter under further consideration regarding next steps on the board's delegation and retention of authority.

At 1:48 p.m. Chair Lumbra entertained a motion to enter into executive session to receive advice of counsel. He noted the session would last approximately 15 minutes and that no action is anticipated following. The motion was seconded and approved.

Everyone was excused from the meeting with the exception of Trustees, Provost & Senior Vice President Patricia Prelock, Vice President for Legal Affairs & General Counsel Trent Klingerman, Vice President for Finance & Administration Richard Cate, Special Assistant to the President Jonathan D'Amore, and Trustee Coordinator Corinne Thompson.

The meeting was re-opened to the public at 2:03 p.m.

Adjournment

There being no further business, the meeting was adjourned.

Respectfully submitted, Ron Lumbra, Chair