

**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, December 11, 2023, at 1:00 p.m., in Memorial Lounge, room 338 Waterman Building, via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Catherine Toll, President Suresh Garimella, Frank Cioffi, Carolyn Dwyer, Don McCree, and Shap Smith

MEMBERS ABSENT: None

REPRESENTATIVES PRESENT: Faculty Senate Representative Tom Borchert¹, Staff Council Representative Monika Donlevy², Student Government Association Representative Olivia Eisenberg, and Foundation Representative President & CEO Monica Delisa

REPRESENTATIVES ABSENT: Graduate Student Senate President Ijaz Ul Haq

PERSONS ALSO PARTICIPATING: Vice President & Provost Patricia Prelock, Vice President for Finance & Administration Richard Cate, Vice President for Legal Affairs & General Counsel Trent Klingerman¹, and Chief of Staff to the President Jonathan D'Amore¹

¹attended the meeting in person.

²joined the meeting at 1:05 p.m.

Chair Ron Lumbra called the meeting to order at 1:01 p.m.

Approval of minutes

Chair Lumbra entertained a motion to approve the minutes from the November 13, 2023, meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Chair's remarks

Chair Lumbra began by thanking Provost Patricia Prelock for her message of support to the campus community last week acknowledging this has been a difficult fall semester and reiterating available resources and support. He applauded the

steadfast leadership of the university despite the many challenges facing higher education.

Chair Lumbra next offered an update on the Presidential Comprehensive Review process which is required at five year intervals per board policy. He reported that the campus community was notified last week of the initiation of the process and that the board has retained an experienced consultant, Carol Cartwright, affiliated with the Association of Governing Boards, to assist with this work. The ad hoc Presidential Comprehensive Review Committee, established by the board in October to coordinate the review, met with Dr. Cartwright last month. The objectives of this process include examining the progress towards goals mutually set by the board and the president. President Garimella will have an opportunity to participate by providing a record of accomplishments and reflection on the period of his leadership. Feedback will be elicited from members of the board, governance group leaders, senior leaders, and constituents and stakeholders with direct and substantial knowledge and experience with the president and the university. He previewed that interviews and focus groups are anticipated to be held on campus in February and March and that Dr. Cartwright's email, phone number, and mailing address have been provided to the campus community so members may share their perspective. He will offer status updates on the process at monthly executive committee and regularly scheduled board meetings. Dr. Cartwright will provide a report to the ad hoc committee in the spring with an opportunity for the president to preview it for factual accuracy of content prior to it being presented to the entire board. The process is anticipated to conclude at the May 2024 board meeting after which the UVM community will be informed of the outcome of the process.

President's remarks

President Suresh Garimella expressed his gratitude to his leadership team for working together during these challenging times and thanked the Board for their counsel and guidance. He noted he draws strength from the community that has persevered and come together and asked that everyone continue to lift one another up. He shared he has enjoyed cheering on the athletic teams and recognized the men's soccer team making the sweet 16 and applauded the efforts of the men and women's hockey and basketball teams this season.

President Garimella concluded by noting he was looking forward to the end of the semester, especially the upcoming annual late night pancake breakfast for students at the Davis Center, and extended best wishes to all for a happy holiday.

Action items

Chair Lumbra noted that 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.

Vice President for Finance & Administration Richard Cate introduced the first resolution approving contracts for executive search firms to assist the university with executive level searches. An RFP committee reviewed and selected 4 firms based on experience, pricing structure and references: Witt Kieffer, Incorporated, AGB Search, LLC, R. William Funk and Associates, and Isaacson Miller, Incorporated.

On average most search firm fees are 1/3 of first year annual total compensation, plus direct and indirect expenses. These fees vary based on level of position and salary, which are consistent with the two previous contracts. AGB Search, LLC and R. William Funk and Associates are new firms to UVM.

The contracts will begin January 1, 2024 through December 31, 2028, for an amount not to exceed \$2,800,000 in aggregate.

The following resolution was presented for approval:

Resolution approving contracts for Executive Search Firms

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts with Witt Kieffer, Incorporated, AGB Search, LLC, R. William Funk and Associates, and Isaacson Miller, Incorporated for executive search firm services beginning January 1, 2024 through December 31, 2028, for an amount not to exceed \$2,800,000 in aggregate.

Vice President Cate next introduced a contract for elevator inspection, repair and maintenance. Following an RFP process seeking a contractor for monthly inspections of elevators including inspections, upgrades, repairs and maintenance, UVM's Physical Plant Department selected Shindler Elevator Company as the awarded vendor.

The contract will begin January 1, 2024 through December 31, 2024, with four one-year renewal options, for an amount not to exceed \$2,300,000.

Shindler Elevator Company will be replacing our current 10-year vendor on campus. The preventative maintenance costs will decrease 1% annually, however the hourly labor costs will increase 8%.

The following resolution was presented for approval:

Resolution approving contract with Shindler Elevator Company

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Shindler Elevator Company for elevator inspection and maintenance beginning January 1, 2024 through December 31, 2024, with four one-year renewal options, for an amount not to exceed \$2,300,000.

Vice President Cate then introduced a resolution authorizing execution of contracts to fund the Stafford Hall Chilled Water project. Stafford Hall was constructed in 1991, with cooling provided by four individual cooling units. These units have reached the end of their useful life and could impact research. This project will connect the Stafford building to the central cooling plant by installing new chilled water piping, and one new electric chiller will be installed in the existing mechanical room at the Health Sciences Research Facility (HSRF) to replace a non-functioning steam absorber chiller. Funding for this project will be from Stafford Hall Replacement Reserve (\$2,000,000) and HSRF Replacement Reserve (\$2,600,000) for a total of \$4,600,000.

The following resolution was presented for approval:

Resolution approving Stafford Hall Chilled Water Project

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts totaling \$4,600,000 to fund the Stafford Hall Chilled Water Project, with money from the Stafford Hall Replacement Reserve and Health Sciences Research Facility Reserve.

Vice President Cate next introduced a resolution authorizing execution of contracts to fund Phase I of the Telecommunications Cabling Upgrade. There are currently (27) buildings on the UVM Campus that have Category (CAT) 3 or older cabling, installed circa 1984 or earlier, servicing the network and wireless access points (Wi-Fi) technology. This Phase I project addresses buildings with heavy concentrations of general purpose classrooms and administrative functions and replaces the outdated installations with CAT 6 cabling. This upgrade will provide increased speed, capacity and capability (up to 1000x that provided by CAT 3) of data transmission along with enhanced wireless access point technology for

improved Wi-Fi connections. The cost of this phase of the project is \$3,000,000 and will be funded with money from the Strategic Initiatives Fund.

The following resolution was presented for approval:

Resolution approving Telecommunications Cabling Upgrade Phase I

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts totaling \$3,000,000 to fund the Telecommunications Cabling Upgrade Phase I with money from the Strategic Initiatives Fund.

Chair Lumbra offered an opportunity for discussion. Following a brief discussion about labor cost increases, a motion was made, seconded and the resolutions were unanimously approved as presented.

Executive Session

At 1:15 p.m., Chair Lumbra entertained a motion to go into executive session for the purpose of discussing real estate and contracts, premature general public knowledge of which would clearly place the university at a substantial disadvantage. He noted the session is expected to last approximately 10 minutes and action is anticipated following.

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 and Administration Richard Cate, Chief of Staff to the President Jonathan D'Amore, and Trustee Coordinator Corinne Thompson.

The meeting was re-opened to the public at 1:28 p.m. and Chair Lumbra introduced the following resolution for approval:

Resolution authorizing real estate acquisition and deaccession

BE IT RESOLVED, that the Executive Committee hereby authorizes the Vice President for Finance and Administration, or his successor or designee, to negotiate, finalize, and execute agreements regarding the acquisition and deaccession of Real Estate on the material terms and conditions reported on this date.

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

Adjournment

There being no further business, the meeting was adjourned at 1:30 p.m.

Respectfully submitted,

Ron Lumbra, Chair