

**COMMITTEE OF THE WHOLE
BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE**

A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, February 5, 2021, at 8:00 a.m. The meeting was held via remote conferencing due to the COVID-19 pandemic.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Briar Alpert, David Aronoff, John Bartholomew, Otto Berkes, Robert Brennan, Frank Cioffi, John Dineen, Johannah Donovan, Carolyn Dwyer, President Suresh Garimella, Jodi Goldstein, David Gringeri¹, Don McCree, Carol Ode, Ed Pagano, Shap Smith, Berke Tinaz, and Samuel Young

MEMBERS ABSENT: Kevin “Coach” Christie, Secretary Curt McCormack, Governor Phil Scott and Tristan Toleno

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 and Administration Richard Cate, Dean of the Honors College David Jenemann, Student Government Association President Lana Al-Namee, Graduate Student Senate President Avery Rasmussen, Deputy General Counsel John Collins, Director of Athletics Jeff Schulman and incoming student trustees Kisha Kalra

¹ Departed the meeting at 8:52 a.m. and rejoined at 8:57 a.m.

Chair Ron Lumbra called the meeting to order at 8:03 a.m.

Approval of minutes

Chair Lumbra presented the September 25, 2020 meeting minutes for approval. A motion was made, seconded and voted to approve the minutes as presented.

Chair’s report (see full report appended to minutes, beginning on page 5)

President’s report

After welcoming and introduced incoming student trustee Kisha Kalra, President Suresh Garimella began his report by acknowledging the contributions of UVM staff and his announcement this week of the restoration of salaries of non-represented employees to their fiscal year 2020 levels. He also acknowledged and expressed his appreciation for Vice President for Diversity, Equity and Inclusion Wanda Heading-Grant’s contributions as she departs for Carnegie Mellon University as their inaugural Vice Provost for Diversity, Equity, and Inclusion and Chief Diversity Officer. In noting the beginning of the spring semester, the President reported the students are following the same health and safety guidelines and testing protocols that were in place during the fall semester including mandatory pre-arrival testing, testing upon arrival, and weekly testing. He pointed out new additions to the campus designed to provide more

opportunities in this COVID environment for students to engage with each other, including fire pits, heated tents, and a lighted ice skating rink. President Garimella concluded by reporting that the University is proceeding with efforts to ensure focus on the goals articulated in Amplifying Our Impact: A Strategic Vision for UVM.

Governance leaders discussion

Trustees engaged in discussions with Student Government Association (SGA) President Lana Al-Namee and Graduate Student Senate (GSS) President Avery Rasmussen regarding their constituents' efforts to support students and create and nurture a sense of community during the pandemic. The student leaders began by presenting highlights from their written reports. Trustees asked about support for students who are taking classes remotely. Presidents Al-Namee and Rasmussen reported that technical issues have been addressed and students are feeling supported. In addition, students are finding ways to build community virtually, citing successful club meetings as an example. They further noted that remote learning accessibility and remote advising are positive outcomes of the pandemic. Trustees thanked both leaders for their organizational efforts to support students.

Action Item

Audit Committee Chair Shap Smith introduced a resolution accepting the fiscal year 2020 audited financial statements.

The following resolution was presented:

Resolution accepting fiscal year 2020 audited financial statements

WHEREAS, the financial statements of the University of Vermont and State Agricultural College for the fiscal year ended June 30, 2020, have been audited by KPMG LLP, Certified Public Accountants, in accordance with 16 V.S.A. Section 2281(a);

WHEREAS, the audited financial statements for the fiscal year 2020 were presented to the Audit Committee of the Board of Trustees at the Audit Committee's November 9, 2020 meeting;

WHEREAS, the Audit Committee approved a resolution recommending acceptance of the FY 2020 audited financial statements;

BE IT RESOLVED, that the Board of Trustees hereby accepts the FY 2020 audited financial statements as recommended by the Audit Committee.

An opportunity for discussion was offered. There being none, a motion was made, seconded and it was unanimously voted to refer the resolution to the board for approval.

Academic reorganization process introduction

Provost Patricia Prelock and David Jenemann, Dean of the Honors College and Chair of the Academic Reorganization Working Group (ARWG), reviewed the process and anticipated timeline for academic reorganization efforts. The ARWG has about a dozen members including deans, faculty, staff and students. The ARWG is the central work group with three subgroups: External Benchmarking, Internal Alignment, and University Resources. The working group and subgroups will be looking at successful structures and practices at other universities and ways to improve UVM that are aligned with the university's strategic vision and academic success goals.

The work ahead has two phases: 1) a study phase to explore the opportunities and challenges for reorganization and possible contours for reorganization; and 2) a proposal-planning phase that would include more detailed organizational design and implementation discussion. Both phases will include opportunities for university stakeholders to provide input on how to proceed with reorganization efforts. The ARWG will consult with the Faculty Senate during both phases. The working group anticipates presenting its initial findings to the Faculty Senate in April so that the Senate can provide feedback by the time of the Senate's May meeting. Through the remainder of the calendar year, the working group will develop an academic reorganization proposal anticipated to be presented to the Faculty Senate for its feedback no later than the Senate's December meeting. Chair Lumbra thanked Provost Prelock and Dean Jenemann for their work and leadership.

Executive session

At 9:13 a.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing contracts, premature public knowledge of which would clearly place the university at a substantial disadvantage, labor relations agreements and to receive advice from legal counsel. He noted the session would last for approximately 20 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 and Chief of Staff to the President Sharon Reich Paulsen; Vice President for Finance and Administration Richard Cate; Deputy General Counsel John Collins, Director of Athletics Jeff Schulman and Special Assistant to the Chief of Staff Erin Dickinson.

Deputy General Counsel Collins and Director Schulman were excused following the first topic.

The meeting re-opened to the public at 10:06 a.m.

Other business

The following resolution was presented for approval:

Resolution authorizing resumption of improvements to the On-Campus Multipurpose Center’s Recreation and Wellness Facilities and Gutterson Fieldhouse

WHEREAS, on October 27, 2018, the Board of Trustees authorized the administration to spend up to \$95,000,000 for the on-campus Multipurpose Center (“Project”) from a combination of gifts, general funds, and up to \$75,000,000 of University debt; and

WHEREAS, in March 2020, construction on the Project was paused due to the Governor’s “Stay Home, Stay Safe” Executive Order issued as a result of the COVID-19 pandemic;

WHEREAS, in April 2020, the Board expressed reservation regarding the bond issuance originally scheduled for July 2020 and necessary for completion of the Project, and directed the University to renegotiate capital construction project contracts, including the Multipurpose Center Project contract;

WHEREAS, \$42,500,000 has been expended to date on the Project, including necessary deferred maintenance work;

WHEREAS, the University has determined that improvements to Recreation and Wellness facilities and to the Gutterson Fieldhouse may continue to proceed without the need for the bond issuance originally scheduled for July 2020;

THEREFORE, BE IT RESOLVED, that the Committee of the Whole recommends to the Board that the University be authorized to continue to proceed with improvements to Recreation and Wellness facilities and to the Gutterson Fieldhouse at a cost not to exceed \$22,500,000, to be financed through gifts directed to the Project, funds available from the bond issuance in 2018, and University Reserves previously restricted for the project.

A motion was made, seconded and it was unanimously voted to refer the resolution to the board for approval.

Adjournment

There being no further business, the meeting adjourned at 10:08 a.m.

Respectfully submitted,

Ron Lumbrá, Chair

Ron E. Lumbra
UVM Board of Trustees Chair's Report
February 5, 2021

Good morning everyone and welcome to the February 5, 2021 meeting of the UVM Board of Trustees. As usual, we have a robust agenda today covering a number of important topics. We will attempt to move through the meeting with great efficiency and clarity given the virtual nature of this meeting. Thank you all for your preparation and, in advance, for your attention and focus.

I would like to begin my remarks by focusing on our people. We've been through a lot together and have much to be proud of overcoming during the crisis. From our students whose behavior and compliance with health and safety protocols that have allowed us to remain open and active as a campus community, to our staff and leadership who have worked diligently throughout to effectively manage our operations during this challenging time, and to our faculty who have reimagined and reconfigured their instructional materials to allow the university to offer students a selection of instructional modes. Many across the campus community have made personal and professional sacrifices to help make this happen. The discipline, hard work, and dedication from those collective efforts have paid dividends such that our anticipated financial results for this academic year are now expected to be better than previously forecast. Although certainly not back to the level of prior years, the sacrifices and hard work are paying off. As such, as many of you recently learned from President Suresh Garimella, we have been able to reverse the reductions in compensation felt by our non-represented employees. I am very pleased with this outcome and on behalf of the board want to extend a special thank you for your dedication, commitment, and performance to help get us to this position. I'd also like to thank Vice President for Finance & Administration Richard Cate and the finance team, and our Budget, Finance & Investment colleagues, for so prudently managing and stewarding the finances of the institution.

Continuing on the theme of people, I would like to take a moment to personally recognize Vice President for Diversity, Equity and Inclusion Wanda Heading-Grant who has been a friend and a trusted colleague for years. As many of you know, Wanda has been presented with a significant professional opportunity to launch the diversity and inclusion program at Carnegie Mellon. It's a noteworthy opportunity for Wanda and her selection speaks volumes about the diversity and inclusion program she's built at UVM. Although Wanda will be missed dearly by all of us, I want to personally thank her for her immeasurable contributions to the University, for making a positive difference in the lives of others, and wish her all the best as she takes on her new role. Carnegie Mellon is lucky to have her.

Regarding our Board of Trustees, we will soon have new legislative trustees and a gubernatorial appointee to be announced subsequent to this meeting. As such, we will provide a proper send off to outgoing trustees, once identified, in early March. I'm very much looking forward to that session and to appropriately honoring the contributions that our outgoing trustees have made to the board. In the meantime, I'd like to offer a special thank you today to David Gringeri who has been an exceptional student trustee. David, you'll be missed and we thank you for your contributions. We look forward to honoring you and others in early March.

I'm pleased to report that Kisha Kalra has been selected as a new student trustee. Kisha is a member of UVM's Larner College of Medicine class of 2023. We are delighted to welcome Kisha to the board and look forward to working with her.

Finally, I try to think of a word that epitomizes the situation and environment for the particular board meeting at hand. The word I think of today is "together". When I think of the contributions of people throughout the UVM community from staff to the foundation, from athletics to facility, I'm reminded of the collective power and impact and the positive difference we can all make by working jointly together for the good of the institution. I anticipate that theme will permeate today's conversations.

Our agenda today will cover a number of topics including budget, finance, the on-campus multipurpose center, and strategic academic opportunities. Tackling these complex issues will require sound judgement. Our ability to meet these challenges together gives me great confidence we will do so successfully and with the right outcome for the long-term health of UVM and the Vermont community at large.

That concludes my remarks.