

**BOARD OF TRUSTEES  
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE**

A special meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Tuesday, March 1, 2022, at 1:00 p.m. in Memorial Lounge, 338 Waterman Building via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Johannah Donovan<sup>1</sup>, John Bartholomew, Susan Brengle, Kevin “Coach” Christie, Frank Cioffi, John Dineen, President Suresh Garimella, Jodi Goldstein, Stephanie Jerome, Kisha Kalra, Don McCree, Kenny Nguyen, Carol Ode, Kristina Pisanelli, Lucy Rogers and Shap Smith

MEMBERS ABSENT: Otto Berkes, Robert Brennan, Carolyn Dwyer, Ed Pagano, Governor Phil Scott, Catherine “Kitty” Toll and Samuel Young

ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock, Vice President for Finance & Administration Richard Cate and Chief Information Officer Simeon Ananou

<sup>1</sup> Joined the meeting at 1:10 p.m.

Chair Ron Lumbra called the meeting to order at 1:02 p.m. and welcomed new trustees Susan Brengle, Kristina Pisanelli and Kenny Nguyen to their first official meeting.

**Approval of previous minutes**

A motion was made, seconded and it was voted to approve the minutes from the February 5, 2022 meeting as presented.

**Election of board chair**

Board Governance Committee Chair Frank Cioffi reminded trustees that the board elected university and board officers other than the chair at the February 5, 2022 meeting, and that, in accordance with the University Charter, the chair election is held in March once new trustees begin their terms.

The following resolution was presented for approval:

**Resolution approving appointment of board chair**

BE IT RESOLVED, that the Board of Trustees hereby accepts the recommendation of the Nominating Committee and approves the re-appointment of Ron E. Lumbra as chair, effective immediately.

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

**Chair’s remarks (appended on page 6)**

**President's remarks**

President Suresh Garimella highlighted a remarkable milestone achieved last week reporting that 100% of students eligible for a COVID-19 booster are now boosted. He offered his congratulations to student athletes who continue to excel and noted that women's hockey will host the semifinals of the Hockey East tournament and men's and women's basketball will host America East quarterfinals this week. He concluded by welcoming new trustees and extending gratitude to Chair Lumbra for his excellent leadership, remarkable devotion to the university, and affection for fellow board members.

**Action items**

Chair Lumbra introduced a resolution to approve committee and chair appointments as appended and noted that assignments will take effect once approved.

**Resolution approving committee and chair appointments**

BE IT RESOLVED, that the Board of Trustees approves the committee and chair appointments for 2022 as presented today and appearing as appendices A and B to this document.

An opportunity for discussion was offered. A motion was made, seconded, and the resolution was unanimously approved as presented.

**Approval of 2023 board and retreat dates**

Chair Lumbra presented the following 2023 board meeting and retreat dates for approval:

Winter Meeting: *Friday-Saturday, 2/10-11*  
Special Meeting: *Wednesday, 3/1*  
Spring Meeting: *Friday-Saturday, 5/19-20 (Commencement 5/21)*  
Fall Board Retreat: *Friday-Saturday, 9/8-9*  
Fall Meeting: *Friday-Saturday, 10/20-21*

A motion was made, seconded, and voted to approve the 2023 meeting and retreat dates as presented.

Chair Lumbra next introduced the following resolution:

**Resolution approving appointment of Investment Subcommittee advisor**

BE IT RESOLVED, that the Board of Trustees approves the appointment of David Aronoff as advisor to the Investment Subcommittee, for a one-year period commencing April 1, 2022, subject to the terms and conditions reported on this date.

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

Chair Lumbra invited Vice President for Finance and Administration Richard Cate to introduce the remaining resolutions. He noted that resolutions would be introduced individually with an opportunity for discussion following. Once all 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 Cate introduced a resolution approving revision to signatory authority for endowment funds and other invested funds that reflects updated titles of authorized users.

**Resolution approving revisions to signatory authority for endowment funds and other invested funds**

WHEREAS, the Board of Trustees has fiduciary responsibility for the University of Vermont and State Agricultural College endowment funds and other invested funds, such as long-term investment pool, including consolidated endowment funds, and The University of Vermont trust, certain separately invested endowment funds, certain charitable trusts, and the pooled income fund; and

WHEREAS, from time to time documents relating to securities transfers, purchases, and sales are required in connection with the operation of these funds;

BE IT RESOLVED, that the President, Senior Vice President and Provost, Vice President for Finance and Administration, University Controller, and Associate Controller for Financial and Cost Accounting Services, or any officer holding any of the above positions on an interim basis, singly is authorized to execute any and all instruments necessary, proper, and desirable for that purpose.

This resolution supersedes all previous authorizations.

Vice President Cate next reported that the university wishes to enter into a power purchase agreement with a corresponding license agreement with iSun, Incorporated for installation and operation of a solar project at 65 Green Mountain Drive, South Burlington, Vermont and purchase of solar power. This project will contribute to the university's research and carbon footprint reduction goals.

Approval is being requested for a ten-year term power purchase agreement and license agreement with iSun, Incorporated. The annual expense to the University associated with the power purchase agreement will be only that which is associated with the purchase of solar power in lieu of traditional power. There is no revenue associated with the license.

**Resolution authorizing power purchase and license agreement with iSun, Incorporated**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a ten-year power purchase agreement and license agreement with iSun, Inc. for use of a portion of University land at 65 Green Mountain Drive, South Burlington, Vermont for installation and operation of a solar project and purchase of solar power, subject to material terms and conditions

reported on this date. The power purchase and license agreement will both begin upon execution of power purchase and license agreements and end 10 years thereafter.

Vice President Cate then introduced a contract renewal with Safety Systems of Vermont, LLC for fire alarm testing, inspection and maintenance. The original contract approved in February 2019 was for three-years, with two one-year options. Physical Plant is requesting approval to enter into the renewal options with Safety Systems of Vermont, LLC, with an annual 2% annual escalation, for a total amount not to exceed \$1,400,000.

**Resolution approving contract renewal with Safety Systems of Vermont, LLC**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to renew a previously approved contract with Safety Systems of Vermont, LLC for fire alarm testing, inspection and maintenance for a total contract term from May 1, 2019 through April 30, 2024, for a total amount not to exceed \$1,400,000.

Vice President Cate next introduced a contract with Desire to Learn (D2L) for learning management system software. UVM Center for Teaching and Learning (CTL) released RFP #04-08-22 in August 2021, for a Learning Management System to replace Blackboard. D2L was the successful vendor selected for a five-year contract.

CTL is requesting approval to enter into a five-year contract with D2L, beginning March 25, 2022, through March 24, 2027, for a total amount not to exceed \$1,500,000.

**Resolution approving contract with Desire to Learn**

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 Desire to Learn for learning management system software beginning March 25, 2022, through March 24, 2027, for a total amount not to exceed \$1,500,000.

Chief Information Officer Simeon Ananou offered additional details regarding the usability of the learning management system that allows for rich user interaction between faculty and students and content management in the cloud. He shared the process for campus-wide engagement for choosing the system, noting the process began in 2019, was halted in 2020 due to the pandemic, and resumed in 2021 with the issuance of a request for proposal. In addition to D2L, a proposal was submitted by Instructure for their Canvas platform. Each vendor offered demonstrations to the campus community and responded to case studies.

Provost Patricia Prelock added that CIO Ananou has provided regular communications regarding the process and that extensive technical review was conducted to address frustrations shared by the faculty with the system currently in place. She noted that faculty had the opportunity to attend the demonstrations or view recordings.

CIO Ananou concluded by sharing that key stakeholders, including faculty, will continue to be involved throughout the implementation process anticipated to be complete in 2023. That process will involve change in technologies, moving existing courses to a new learning management system, and a new user interface.

Vice President Cate introduced a final resolution approving a contract with John Wiley and Sons, Incorporated for publishing products and subscriptions. UVM Libraries are seeking approval for a three-year contract and also e-books and database content. This contract offers Open Access in Wiley journals at no cost to authors and allows access to every journal Wiley publishes. An annual 2% escalation is included in the contract for the term of January 1, 2022 through December 31, 2024, for a total amount not to exceed \$2,500,000.

**Resolution approving contract with John Wiley & Sons, 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 with John Wiley & Sons, Incorporated for publishing products and subscriptions beginning January 1, 2022 through December 31, 2024, for a total amount not to exceed \$2,500,000.

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

**Other Business**

Chair Lumbra previewed he would be convening a special Executive Committee meeting on March 21, 2022 to continue discussions regarding housing and other capital projects. All trustees were encouraged to participate.

**Adjournment**

There being no further business, the meeting adjourned at 1:31 p.m.

Respectfully submitted,

Ron Lumbra, Chair

**Ron E. Lumbra**  
**UVM Board of Trustees Chair's Report**  
**March 1, 2022**

I am deeply honored to be selected to serve as board chair for another year. It is truly a privilege and a responsibility that I take very seriously. Although the last couple of years have been filled with challenges, I have felt supported and well-advised throughout by everyone on this board, and by our leaders in the administration. For that I am profoundly grateful and thankful to each and every one of you. Together we have been able to effectively navigate and guide the institution through unusual times.

I'm reminded of the value of diverse thinking, perspectives, and backgrounds when taking on challenging situations. I've personally benefited from the variety of perspectives the trustees on this board have brought and will continue to bring. By embracing our diverse perspectives and insights, we will surely guide the University forward in the most effective way.

I look forward to working with each and every one of you with that goal in mind. Thank you for all your support.

**The University of Vermont and State Agriculture College Board of Trustees**  
**Standing Committees**  
**Proposed 2022 Assignments – for approval 3/1/2022**

	<b>Audit (7)</b>	<b>Board Governance (8)</b>	<b>Budget, Finance &amp; Investment (10)</b>	<b>Educational Policies &amp; Institutional Resources (14)</b>	<b>Executive (8)</b>	<b>University of Vermont Board* (9)</b>	<b>Vermont Agricultural College Board* (9)</b>
President, <i>ex-officio</i>		X	X	X	X		
Barnhart-26 (VC)				X	VC	X	
Bartholomew-23				X			S
Berkes-24	X			X		VC	
Brengle-28			X			X	
Brennan-24		X	X			X	
Christie-25			X				X
Cioffi-23		C		X	X		
Dineen-26			VC			S	
Donovan-23 (S)		X		X	X		X
Dwyer-25		VC		C	X		
Goldstein-24	VC	X		VC		C	
Jerome-27				X			X
Kalra-23	X	X	X				
Lumbra-22 (C)					C	X	
McCree-26			C		X	X	
Nguyen-24				X			
Ode-25				X			C
Pagano-27	X		X				
Pisanelli-28	X	X		X		X	
Rogers-27				X			X
Scott, <i>ex officio</i>							
Smith-23	C		X		X		VC
Toll-27	X		X				X
Young-25				X			X

C = chair; VC = vice chair; S = secretary

\*annual election of officers in May

**The University of Vermont and State Agriculture College Board of Trustees  
Other Committees & Work Groups  
2022 Assignments – for approval 3/1/2022**

	<b>Ad Hoc Labor Advisory Group (5)</b>	<b>Annual Review Sub- Cmte (4)</b>	<b>Investment Sub-Cmte (3)</b>	<b>Bond Work Group (3)</b>	<b>Presidential Housing Work Group (4)</b>	<b>Board Governance Work Group (4)</b>
President	X					
Barnhart-26 (VC)	Leader					
Bartholomew-23	X					
Brengle-28			X			
Berkes-24						
Brennan-24			C	Leader		
Christie-25						
Cioffi-23		X			X	Leader
Dineen-26	X					
Donovan-23 (S)					X	
Dwyer-25						X
Goldstein-24		VC				
Jerome-27						
Kalra-23						
Lumbra-22 (C)		C	VC		Leader	Ex-officio
McCree-26			VC	X		
Nguyen-24						
Ode-25						
Pagano-27		X				
Pisanelli-28						
Rogers-27						
Scott, <i>ex officio</i>						
Smith-23	X					X
Toll-27				X		
Young-25					X	

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