

**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 Wednesday, March 1, 2024, at 1:00 p.m. in Memorial Lounge, 338 Waterman Building via remote conferencing.

MEMBERS PRESENT: Chair Ron Lumbra, Susan Brengle, Frank Cioffi, Matt Devost, R. Stanton Dodge, Carolyn Dwyer, President Suresh Garimella, Katelynn Giroux, Jennifer Ha<sup>1</sup>, Stephanie Jerome, Carol Ode, Lucy Rogers, Shap Smith, Tristan Toleno, and Samuel Young

MEMBERS ABSENT: Vice Chair Cynthia Barnhart, Secretary Catherine Toll, Kevin Christie, John Dineen, Jodi Goldstein, Donald McCree, Ed Pagano, Kristina Pisanelli, Monique Priestley, and Governor Phil Scott

ALSO PARTICIPATING: Provost and Senior Vice President Patricia Prelock<sup>1</sup>, Vice President for Finance & Administration Richard Cate, Vice President for Legal Affairs & General Counsel Trent Klingerman<sup>1</sup>, and Trustee Coordinator Corinne Thompson<sup>1</sup>

<sup>1</sup>Attended in person.

Chair Ron Lumbra called the meeting to order at 1:07 p.m. and welcomed new trustees Matt Devost, Stanton Dodge and Jenn Ha to their first official meeting. He reported that the last resolution on the consent agenda seeking approval of the Benedict Auditorium Renovation Project has been updated to include the funding sources and project total. An updated meeting packet was distributed and Vice President Cate will review those details when introducing the resolution.

**Approval of previous minutes**

A motion was made, seconded and it was voted to approve the minutes from the February 10, 2024 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 10, 2024 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**

Chair Lumbra thanked trustee Cioffi for his leadership of the Board Governance Committee and all trustees for their support and trust noting it is an honor and privilege to serve as chair of the UVM Board of Trustees. He reaffirmed what is important to him in the role as chair which includes: protecting the university for the long run; building a healthy and cohesive culture among board members; and being a good listener. Chair Lumbra expressed his appreciation for the discussions he has with board members and the feedback provided. He concluded by sharing that as a result of trustees expressing a desire for more direct exposure to the governance groups on campus that opportunities for engagement will be extended at Executive Committee meetings, to which each governance group leaders serves as a representatives, and at regular full Board meetings.

**President's remarks**

President Suresh Garimella extended his gratitude to Chair Lumbra for his leadership and partnership and welcomed new trustees. He offered congratulations to student athletes who continue to excel and noted that men's basketball team will host America East quarterfinals this week, the women's basketball team will host the America East quarterfinals next week, and the swim and dive team have clinched the program's first-ever American East championship.

He reported that the Lawrence Debate Union, which provides UVM students an opportunity to enhance their communication and argument skills through the practice of intercollegiate debate, recently coordinated efforts with the Janus Forum to host a debate on civil discourse and social media. Next week, New York Times columnist Zeynep Tufekci will be the featured Aiken Lecture series speaker and reflect on lessons learned from a decade of studying social media.

President Garimella next reported that progress continues on two housing projects in South Burlington. Catamount Run, located in the South Burlington City Center is a two phased project designed for UVM graduates students, faculty and staff. The first phase is expected to be completed this summer and remaining beds built and

occupied in summer 2025. Catamount Woods, an apartment complex designated for undergraduate students, is in the design and permitting phase and expected to open in summer 2026 on university owned property adjacent to the DoubleTree hotel.

He then reported that the Leahy Institute for Rural Partnership announced its first round of grants (13 totaling over \$1.7M) to support vital projects and become partners with Vermonters across the 14 counties.

President Garimella concluded by sharing that he and his wife, Lakshmi, were recently in Florida meeting with UVM alumni, supporters and donors.

### **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 2024 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 2025 board and retreat dates**

Chair Lumbra presented the following 2025 board meeting and retreat dates for approval:

Winter Meeting: *Friday-Saturday, 2/7-8*

Special Meeting: *Monday, 3/3 (1-2:30 p.m. to elect chair and approve committee assignments)*

Spring Meeting: *Friday-Saturday, 5/16-17 (Commencement 5/18)*

Fall Board Retreat: *Friday-Saturday, 9/5-6*

Fall Meeting: *Friday-Saturday, 10/17-18*

A motion was made, seconded, and voted to approve the 2025 meeting and retreat dates as presented.

Chair Lumbra invited Vice President for Finance & Administration Richard Cate to introduce the remaining action items noting the remaining resolutions will be voted on as a consent agenda unless someone requests a separate vote on a particular resolution.

Vice President Cate introduced a contract extension with Aventri, Incorporated for an event management software platform. UVM has been under contract with Aventri, Incorporated since March 2019. The vendor has offered an additional 1-year renewal at the same fixed cost.

The Non-Credit Registration Office is seeking approval for a one-year contract extension through March 2025 for an amount not to exceed \$24,125. This contract extension exceeds five years which requires Board approval.

**Resolution approving contract extension with Aventri, Incorporated**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successors or designee, is authorized to enter into a contract extension with Aventri, Incorporated for an event management software platform beginning March 15, 2024 through March 14, 2025, for an amount not to exceed \$24,125.

Vice President Cate next introduced a contract extension with Ellucian, Incorporated for non-credit registration software. UVM has been under contract with Ellucian, Incorporated for a non-credit registration software platform called Elevate since May 2019. The administration is currently seeking a new software platform vendor to replace Elevate with a selection in 2024 and completing implementation in early 2025. The non-credit registration office is seeking approval for a one-year contract extension to bridge the gap from May 1, 2024 through April 30, 2025, for an amount not to exceed \$96,000. This contract extension exceeds five years which requires Board approval.

**Resolution approving contract extension with Ellucian, Incorporated**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successors or designee, is authorized to enter into a contract with Ellucian, Incorporated for a non-credit registration software beginning May 1, 2024 through April 30, 2025, for an amount not to exceed \$96,000.

Vice President Cate then introduced a resolution approving contracts for marketing services job order contracts. An RFP was released to 21 vendors to assist UVM Professional and Continuing Education and Strategic Communications Offices. The RFP committee reviewed and selected 10 firms based on specialized experience, pricing structure and references: Pivot Marketing, Perfect Day Media, Fuse, Urban Rhino, JunaPR, Duback Photography, Erica Houskeeper, Red Barn Writer, Carnegie, and VisionPoint.

The job order contracts will be set up with no guaranteed minimums. The potential maximum value over the initial two-year term ranges from \$36,000 for writing and photography services to \$1,000,000 for full digital marketing services.

The contracts will extend from July 1, 2024 through June 30, 2026, with three one-year renewal options, for an amount not to exceed \$8,000,000 in aggregate.

**Resolution approving contracts for marketing services job order contracts**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts with Pivot Marketing, Perfect Day Media, Fuse, Urban Rhino, JunaPR, Duback Photography, Erica Houskeeper, Red Barn Writer, Carnegie, and VisionPoint for marketing services job order contracts beginning July 1, 2024 through June 30, 2026, with three one-year renewal options, for an amount not to exceed \$8,000,000 in aggregate.

Vice President Cate next introduced a contract amendment with Academic Analytics, LLC. In April 2021, the Executive Committee approved a 4-year contract renewal with Academic Analytics, LLC for database licenses and services beginning January 1, 2022 through December 31, 2025, for an amount not to exceed \$860,000.

The Vice President for Research and Economic Development would like to expand the database license to include the Industry Insights product. This product would allow the public to access data about the University's faculty members and research staff and allow UVM faculty and research staff to search for public and private funding opportunities and potential collaborators.

Industry Insights is being offered at \$60,000 for calendar year 2024 with a 4.5% increase for 2025, which totals \$123,000, for a total aggregate amount not to exceed \$983,000.

**Resolution approving contract amendment with Academic Analytics, LLC**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract amendment with Academic Analytics, LLC for database licenses and services beginning January 1, 2022 through December 31, 2025, for an amount not to exceed \$983,000.

This resolution replaces and supersedes the Executive Committee approval at the April 21, 2021 meeting.

Vice President Cate then introduced a resolution approving continued affiliated organization status and affiliation agreement with University Medical Education Associates, Incorporated (UMEA). UMEA is a non-profit corporation organized solely for charitable, scientific and educational purposes in support of medical research and education at the UVM Larner College of Medicine.

The Board of Trustees initially approved UMEA for affiliated organization status on May 18, 2013, and extended that approval on April 12, 2021, both subject to the execution of an Affiliation Agreement between the parties. The current Affiliation Agreement expires on April 12, 2024.

Authorization is being requested for continued UMEA affiliated organization status, subject to execution of an affiliation agreement.

**Resolution approving continued Affiliated Organization Status and Affiliation Agreement with University Medical Education Associates, Incorporated ("UMEA")**

BE IT RESOLVED, that affiliated organization status with UMEA is hereby extended through April 12, 2027, subject to the execution of an Affiliation Agreement between UVM and UMEA, and;

BE IT FURTHER RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute an Affiliation Agreement with UMEA, for a term through April 12, 2027.

The next resolution introduced was for continuous licenses with American Society of Composer, Authors, and Publishers (ASCAP), Broadcast Music, Incorporated (BMI), and Society of European State Authors and Composers (SESAC). Each are performing rights organizations who act on behalf of music composers and songwriters to license music for public performances.

UVM, like all major universities, has entered into blanket licenses with these three organizations and such licenses renew on an annual basis.

UVM pays less than \$10,000 annually for each license and the amount is based on the number of students at UVM. The licenses will remain in force until UVM determines the licenses are no longer needed.

**Resolution approving licenses with American Society of Composers, Authors, and Publishers (ASCAP), Broadcast Music, Incorporated (BMI), and Society of European Stage Authors and Composers (SESAC)**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to maintain continuous licenses

with ASCAP, BMI, and SESAC, each with an estimated cost of less than \$10,000 annually.

The final resolution introduced by Vice President Cate was for authorization to proceed with renovations to Benedict Auditorium, a general purpose classroom and lecture hall located between Marsh Life Science building and the Patrick Leahy building (formerly Hills building). This is the last component of the Hills renovation project, even though it is located adjacent to Hills rather than in it. The auditorium, built in 1962, seats 290 people and is in need of several infrastructure improvements including wireless conductivity for students, new lighting, seating upgrades, ventilation improvements and installation of a sprinkler system.

The administration is seeking approval of the project scope to be funded from Hills Project funding and Deferred Maintenance Plan Improvement funding.

### **Resolution approving Benedict Auditorium Renovation Project**

WHEREAS, the administration today reported on the strategic and operational need for the Benedict Auditorium Renovation Project and the associated project scope:

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves the project scope and funding the project with money from the Hills Project and Deferred Maintenance Improvement accounts for a total of \$4,200,000.

For the benefit of new members Chair Lumbrá asked Vice President Cate to briefly review the thresholds for Board approval. Vice President Cate explained that facilities construction or renovations projects over \$2M require Board approval and the administration reports to the Board on capital projects with an aggregate cost between \$1-2M, as plans are developed and projects are initiated. Contracts for goods, equipment, and services with an aggregate amount of \$1M require Board approval as do contracts with vendors for professional services at a cost of \$250,000 or greater. In addition to monetary thresholds, the Board approves contracts and leases, including potential or proposed renewals, that exceed 5-years regardless of the contract value. Vice President Cate noted that many contracts that come before the Board are minor and opined it may be timely for the thresholds and terms for contract approvals to be revisited.

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

**Executive session**

At 1:31p.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing contracts. He noted the session would last for approximately 10 minutes and no action will be taken following. Everyone was excused from the meeting with the exception of Trustees, Provost Patty Prelock, Vice Presidents Trent Klingerman and Richard Cate, and Trustee Coordinator Thompson.

**Adjournment**

The meeting was reopened to the public at 1:46 p.m. There being no further business, the meeting adjourned.

Respectfully submitted,

Ron Lumbra, Chair



**The University of Vermont and State Agriculture College Board of Trustees**  
**Standing Committees**  
**Proposed Assignments – for approved 3/1/2024**

	<b>Audit (7)</b>	<b>Board Governance (7)</b>	<b>Budget, Finance &amp; Investment (12)</b>	<b>Educational Policies &amp; Institutional Resources (12)</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	
Brengle-28			X			X	
Christie-25			X				X
Cioffi-29		C	X		X		
Devost-30	X			X		X	
Dineen-26			VC			S	
Dodge-30			X			X	
Dwyer-25		VC		C	X		
Giroux-25	X	X	X				
Goldstein-30	VC	X		VC		C	
Ha-26				X			
Jerome-27		X		X			X
Lumbra-28 (C)					C	X	
McCree-26			C		X	X	
Ode-25				X			C
Pagano-27	X		X				
Pisanelli-28	X	X		X		X	
Priestley -29				X			X
Rogers-27				X			X
Scott, <i>ex officio</i>							
Smith-29	C		X		X		VC
Toleno-29			X				X
Toll-27 (S)	X		X		S		S
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  
Proposed 2024 Assignments – for approval 3/1/2024**

	<b>Ad Hoc Labor Advisory Group (5)</b>	<b>Annual Review Sub- Cmte (5)</b>	<b>ad hoc Presidential Comprehensive Review Cmte (6)</b>	<b>Bond Work Group (3)</b>	<b>Board Governance Work Group (4)</b>	<b>Multipurpose Center Work Group (8)</b>
President	X					
Barnhart-26 (VC)	Leader	X	X			
Brengle-28						
Christie-25						
Cioffi-29					Leader	X
Devost-30						
Dineen-26	X			Leader		
Dodge-30						
Dwyer-25					X	X
Giroux-25			X			X
Goldstein-30		VC	X			
Ha-26						
Jerome-27	X					
Lumbra-28 (C)		C	Leader		Ex-officio	
McCree-26				X		X
Ode-25						
Pagano-27						Leader
Pisanelli-28		X	X			X
Priestley-29						
Rogers-27						
Scott, <i>ex officio</i>						
Smith-29	X				X	X
Toleno-29						
Toll-27 (S)			X	X		X
Young-25		X				

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