

Minutes of the Thursday, July 31, 2014 VSC Board of Trustees meeting, APPROVED by the Board Wednesday, September 24, 2014

The Vermont State Colleges Board of Trustees conducted a Board meeting on Thursday, July 31, 2014 at the Office of the Chancellor in Montpelier, Vermont.

The following were present:

Trustees: Jerry Diamond, Lynn Dickinson, Kraig Hannum, Tim Jerman, Bill Lippert, Karen Luneau, Chris Macfarlane, Jim Masland, Linda Milne, Gary Moore, Martha O'Connor

Absent: Michelle Fairbrother, Heidi Pelletier

Presidents: Joyce Judy, Barbara Murphy, VTC Interim President Dan Smith, Dave Wolk

Office of the Chancellor:

Tim Donovan, Chancellor
Bill Reedy, Vice President and General Counsel
Tom Robbins, Vice President and Chief Financial Officer
Elaine Sopchak, Executive Assistant to the Chancellor

Members of the Public:

Kellie Bean, LSC Provost
Tess Conant, VSC United Professionals
Jonathan Davis, LSC Dean of Students
Loren Loomis Hubbell, LSC Dean of Administration
Pat Moulton, VT State Employees Association
Tim O'Connor
Josh O'Gorman, VT Press Bureau
Linda Olson, FT Faculty Federation
Sharron Scott, JSC Dean of Administration
Lit Tyler, VTC Director of Institutional Research

Chair O'Connor called the meeting to order at 10:06 a.m.

A. ITEMS FOR DISCUSSION AND ACTION

1. Approval of the Minutes of the May 22, 2014 Board of Trustees Meeting
Trustee Masland moved and Trustee Dickinson seconded the approval of the minutes. The motion was approved unanimously.

2. Approval of the Minutes of the July 8, 2014 Board of Trustees Special Meeting

Trustee Jerman moved and Trustee Milne seconded the approval of the minutes. The motion was approved unanimously.

3. Approval of Board of Trustee Meeting Calendar for FY15

Trustee Luneau moved and Trustee Hannum seconded the FY15 schedule of meetings. The motion was approved unanimously.

4. Endorsement of Grant Proposals: Consent Agenda

Trustee Diamond moved and Trustee Luneau seconded the consent agenda. Trustee Milne stated that the Finance and Facilities Committee in its entirety had not reviewed the grant proposals and asked for the second whereas clause in the resolution to be deleted. Trustee Diamond approved this friendly amendment. Chair O'Connor explained that the Chair and Vice-Chair of the Committee did review the proposals.

Trustee Milne inquired about the timing of the submission of grant documentation and Board approval. Trustee Lippert suggested that the Board review the policies regarding grant approval. Chair O'Connor asked the Finance and Facilities Committee to review the relevant policies and provide recommendations to the Board.

5. JSC Solar Installation Contracts

Chancellor Donovan reminded the Board that this project came before the Board last year, but that it did not proceed because of an existing cap on solar projects. This past session, however, the legislature raised the cap, and so the project can now proceed. The Board had approved proceeding with the project within a certain amount of time last year; that time has passed and so the Board must approve the project again.

Trustee Moore moved and Trustee Diamond seconded the motion to approve the solar installation contracts. Trustee Lippert stated that he considers this type of business activity administrative work and suggested that the Board consider whether such projects should require its approval. Chair O'Connor suggested the Board take up the matter during its upcoming retreat, and requested the Finance and Facilities Committee to review relevant policies. The motion was approved unanimously.

6. Final Program Approval: CSC: BAS, Career and Technical Education

Trustee Hannum moved and Trustee Moore seconded the motion to approve the program. Trustee Luneau asked President Wolk to describe the program. President Wolk explained that this degree program will provide a pathway to a degree for technical center teachers, who are licensed through a separate state Agency of Education process. The program is a collaboration between Castleton and Vermont Tech, with some courses online and some in person. Interim President Smith stated that the program is a good model of collaboration and that they are looking for similar opportunities to collaborate like this with other industries. The motion was approved unanimously.

7. Adoption of Chancellor Search Process

Chair O'Connor stated that this search process will be the most important thing the Board will do in the next few years, and asked trustees to be flexible and adaptable. She clarified that confidentiality in the search process means confidentiality within the Board. The Executive Committee meeting scheduled for September 9th is open to all Board members. The Executive Committee alone will not choose a final candidate—the decision will be for the full Board to discuss at the upcoming retreat. Trustee Luneau moved and Trustee Lippert seconded the motion to adopt the Chancellor search process.

Trustee Luneau referred to the minutes of the July 8th Special Meeting of the Board and clarified that she is not opposed to the proposal. She understands the desire to expedite the process and to use a committee already in place, and supports this if the full Board does as well. She added that she feels that at the retreat the Board should discuss the role of the Executive Committee.

Trustee Diamond confirmed that the resolution is for a process to select an interim chancellor, and that there will be a separate consideration for the process for a permanent chancellor. Chair O'Connor agreed. Trustee Lippert stated that one of the Board's strengths is that the committees allow other Board members to attend their meetings anytime. He shared his understanding that the Executive Committee is the search committee, and they will share their information with the Board—confidentiality does not mean that the Executive Committee will keep confidential information from the rest of the Board.

Trustee Luneau asked if part of the charge to the committee is to make a short list. Chair O'Connor clarified that the Executive Committee will look at nominees using the qualities the Board has already established, but that the full board will see all the names. Trustee Luneau asked if the Board would be able to continue to consider a name that is not on the short list.

Trustee Lippert asked General Counsel Reedy to clarify how the Executive Committee functions as a search committee, vis-à-vis open meeting laws. Mr. Reedy clarified that as a committee of the Board it would hold regular public meetings that are warned and open to the public. The committee can go into executive session to discuss the appointment of a public official. Recently the open meeting law has changed to require that a public body provide a reason for a hiring decision in public. He stated that the committee should include in all its warnings that it may go into executive session if the circumstances warrant and the Board so votes. Trustee Lippert suggested that the Executive Committee warnings should include mention of when it is meeting as a search committee.

The Board approved the motion to adopt the chancellor search process unanimously. Chair O'Connor instructed Board members to submit nominations to her by September 1st, and suggested they send them to her post office box to ensure confidentiality.

8. Executive Sessions

Trustee Macfarlane moved that the Board enter executive session pursuant to 1 V.S.A. §313(a)(2) to consider real estate purchase and lease options. In addition to the Board, attendance in the executive session shall include Chancellor Donovan, CFO Robbins, the college presidents, General Counsel Reedy, and Executive Assistant to the Chancellor Elaine Sopchak.

The motion was seconded by Trustee Jerman. The motion was approved unanimously and the Board entered executive session at 10:47 a.m. The Board exited executive session at 11:07 a.m.

Trustee Jerman moved that the Board enter executive session pursuant to 1 V.S.A. § 313(a)(3) to consider the employment of a public officer of the Vermont State Colleges. In addition to the Board, attendance in the executive session shall include Chancellor Donovan, CFO Robbins, the college presidents, and General Counsel Reedy.

Trustee Jerman also moved that the Board enter executive session pursuant to 1 V.S.A. § 313(a)(1)(B) to consider the current status of collective bargaining negotiations within the Vermont State Colleges. Premature public knowledge of VSC collective bargaining strategies would clearly place the Board and the VSC at a substantial disadvantage. In addition to the Board, attendance in the executive session shall include Chancellor Donovan, CFO Robbins, the college presidents, and General Counsel Reedy.

The motion was seconded by Trustee Macfarlane. The motion was approved unanimously and the Board entered executive session at 11:11 a.m. The Board exited executive session at 12:15 p.m.

The Board suspended the meeting at 12:15 for lunch, and reconvened at 12:44 p.m.

9. Other Business

There was no other business for the action portion of the meeting.

B. ITEMS FOR INFORMATION AND DISCUSSION

1. Update on Fall Enrollment at Each College

Community College of Vermont President Joyce Judy reported that the summer session has 4100 students, which is 2% over budget. Enrollment currently looks good but 50% more students will enroll in the next month. Applications are up 18% compared to last year this time. The college expects to at least hit budget and be level with last year.

Johnson State College President Barbara Murphy stated that summer revenue is up \$75,000, due primarily to graduate and EDP courses. EDP enrollment for the fall is weak and they are working on improving it. If it remains weak the college will have a \$150,000 deficit. New student enrollment is up, and Vermont student enrollment is up 6% (10 students). Out-of-state/NEBHE enrollment is up 18% (12 students). Some of the increases can be attributed to the early college program. Finally, there has been an increase in the number of residence hall requests of 4.5% (20 beds).

Vermont Technical College Interim President Dan Smith shared that enrollment in allied health programs is good, and there has been an increase in new applicants and transfers of 7%. Returning student enrollment is down at this time. The college has identified 100 students who have not reregistered yet and is following up with them. There is a high number of late registrants, and classes are starting a week later as well. Some students have transferred to CCV or Castleton. There are some concerns about student life and things to do in Randolph. The college needs to focus on retaining students and providing a vibrant experience in light of the current budgetary situation.

At the request of Chair O'Connor, President Smith shared that Martha Trombley Oakes, Vermont Tech's Associate Dean of Institutional Advancement, has moved on to a new position at the Vermont Community Foundation. The college will not be filling the position.

Castleton State College President Dave Wolk shared that after many years of incremental increases it looks like headcount will plateau. Currently enrollments are down 1%. Yield (the number of accepted students who matriculate) has gone down as well. Tuition discounting by out-of-state competitors is challenging. President Wolk predicted a slight decline in transfers and new students that the college will handle internally. Promising factors include an expansion of graduate programs; a new group of students waiting to start the college's new nursing program; an aggressive push to attract new international students; and the start of new track and field, women's golf, and Nordic skiing programs.

Lyndon State College Provost Kellie Bean reported that new deposits are down 16%. New undergraduate enrollment is down 14%. Overall, enrollment is down 3%, though it is early. They expect that enrollment will be lower than last year but that enrollment numbers will improve. Outreach is happening to boost the number of continuing students. The college has contracted with Education First to recruit international students, and next fall the first cohort will start. There are 11 early college students, and the college is in talks with the Lyndon Institute and the St. Johnsbury Academy about dual enrollment. They are launching modified scheduling in the spring for continuing ed and non-traditional students. There have been improvements in the library and several labs, and they've had a successful summer conference season.

Trustee Jerman inquired whether the decrease in NEBHE students is a trend due to investments in higher education made by other states. Provost Bean stated that while niche programs attract out-of-state students, too many students in a given program can cause overcrowding, which requires investment in those programs so these students don't leave.

President Murphy said that states are making it more attractive to stay home. Chancellor Donovan referenced the Vermont Strong Scholars program as an example of this, and that states have also increased their public institution capital investments. Out-of-state students have double the financial impact of in-state students.

The Board discussed tuition discounting. Trustee Diamond shared a [recent article](#) on yield from the *Chronicle of Higher Education* that questions the validity of discounting. President Wolk referred to a [recent article](#) in the *New Republic* on the value of elite colleges.

2. Orientation to Vermont Public Meetings Law

General Counsel Reedy presented a discussion of the open meeting law (1 V.S.A. § 310). The VSC are considered an instrumentality of the state and are subject to the law. He reminded the Board that it and all of its committees are subject to the law, and that the law only applies when they are in a meeting. A meeting is defined as a quorum of the public body, meeting for the purpose of discussing business or taking action. He referred to a critical sentence in the newly revised law that excludes from the definition of meeting correspondence via written or electronic communication involving certain few subjects, provided that these communications can be made available under the Public Records Act. The implication of this change is that any other communications besides those specified can constitute an open meeting. In addition, everything a board member writes down in relation to board work can potentially be subject to the Public Records Act.

The Board's meetings are subject to warning requirements and public access requirements. There are three types of meetings: regular meetings, special meetings, and emergency meetings. Regular meetings require 48 hours warning. Special meetings require 24 hours warning. Emergency meetings don't require advance notice but must be posted as soon as the public body is able. If the warning requirements are violated, no action taken in that meeting will be binding.

Meetings involving remote attendance require roll call votes. There can be a meeting at which everyone is remote, and participants must identify themselves.

Minutes must be posted within five days. Agendas must be posted for regular meetings 48 hours in advance; 24 hours in advance for special meetings. Additions or deletions to the agenda must be the first order of business. Mr. Reedy interpreted this to mean that items can now be added to the agenda of a special meeting at the meeting itself. The law already allows a public body to adjust the agenda order at any time. He stated that a memo of clarifications has gone out to municipalities from the General Assembly (this memo is attached to these minutes).

The main change regarding executive sessions is that the group must make a specific finding about why to enter into executive session for particular purposes listed in the law. A body can enter executive session to discuss hiring or evaluation of a public employee, but the decision to hire must be made in open session and must include a reason.

3. Introduction of Policy Review

Mr. Reedy told the Board that they will begin working on some policy review. Policies on sexual assault, dating violence, domestic violence and stalking must be completed by October. These updates are driven by federal requirements. Other policies to be updated include some policies discussed earlier in today's meeting.

Chancellor Donovan announced that Sophie Zdatny, of Dinse, Knapp and McAndrew, has been hired as the Chancellor's Office Associate General Counsel. She will begin work on August 18th.

4. Priorities and Objectives for the Board Retreat

The following topics were suggested for discussion at the upcoming Board retreat:

- The purpose and function of the Executive Committee and how the Board wants to use it;
- A presentation from college presidents on strategic plans;
- Discussion of the Board's fiduciary responsibilities;
- Discussion on the debt structure of the VSC;
- Discussion of dashboard indicators of college and system data;
- Discussion of the difference between educating students to be well rounded thinkers versus students who have a career path;
- Discussion of trends in student demographics;
- Discussion of how to address the 50% of students who are not going onto college;
- Discussion of updating the Board orientation process to allow deeper understanding of each college.

5. Other Business

Chancellor Donovan shared that the VSC has been notified by the state of the expected revenue shortfall for FY15 (~\$30M). State agencies, UVM, VSAC and VSC have been asked to respond as to the impact of a 4% rescission from their appropriation. Four percent is a million dollars for the VSC. The appropriation passed by this legislature works out to be .5%, or \$125,000 shared among the five colleges. A 4% decrease would represent a 3.5% decrease in the FY14 appropriation. There would be no way to absorb the decrease without affecting employment. The Chancellor has asked the presidents to plan how the decrease would have the least impact from a student perspective. Because of the state's history in funding the VSC over the last 30 years, Chancellor Donovan has asked the governor's administration that the VSC be held harmless and that the most the colleges be asked to contribute is the \$125,000 already received. The Chancellor expects a decision within ten days.

6. Comments from the Public

There were no comments from the public.

7. Date and Place of Next Meeting:
Wednesday, September 24, 2014
Lake Morey Resort, Fairlee, VT

Trustee Masland moved and Trustee Luneau seconded a motion to adjourn. The meeting adjourned at 2:35 p.m.

**Vermont State Colleges Board of Trustees
Schedule of Board and Board Committee Meetings for FY2015**

Schedule of Regular Board of Trustees Meetings FY2015

<u>Meeting/Date</u>	<u>Time/Place</u>
Board Meeting Thursday, July 31, 2014	10 a.m./Chancellor's Office, Montpelier
Board Retreat Tuesday, September 23, 2014	9 a.m./Lake Morey Resort, Fairlee, VT
Board Meeting Wednesday, September 24, 2014	1 p.m./Lake Morey Resort, Fairlee, VT
Board Meeting Thursday, October 30, 2014	3 p.m./CCV Brattleboro
Board Meeting Thursday, December 11, 2014	3 p.m./Castleton State College
Board Meeting Thursday, February 19, 2015	3 p.m./Lyndon State College
Board Meeting Thursday, April 9, 2015	3 p.m./ Johnson State College
Board Meeting Thursday, May 21, 2015	3 p.m./Vermont Tech Williston
Board Meeting Thursday, July 30, 2015	10 a.m./Chancellor's Office, Montpelier
Board Retreat Tuesday, September 22, 2015	9 a.m./TBD
Board Meeting Wednesday, September 23, 2015	1 p.m./TBD

Schedule of Regular Board of Trustee Committee Meetings FY2015

All Committee Meetings will be held at the Chancellor's Office in Montpelier.

<u>Committee Meeting/Date</u>	<u>Time</u>
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Education, Personnel and Student Life Committee Meetings

Wednesday, October 22, 2014	5:00-7:00 p.m.
Wednesday, December 3, 2014	3:00-5:00 p.m.
Wednesday, February 11, 2015	5:00-7:00 p.m.
Wednesday, April 1, 2015	3:00-5:00 p.m.
Wednesday, May 13, 2015	5:00-7:00 p.m.

Finance & Facilities Committee Meetings

Wednesday, October 22, 2014	3:00-5:00 p.m.
Wednesday, December 3, 2014	5:00-7:00 p.m.
Wednesday, February 11, 2015	3:00-5:00 p.m.
Wednesday, April 1, 2015	5:00-7:00 p.m.
Wednesday, May 13, 2015	3:00-5:00 p.m.

<u>Committee Meeting/Date</u>	<u>Time</u>
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Audit Committee Meetings

Wednesday, October 22, 2014	1:00-3:00 p.m.
Wednesday, February 11, 2015	1:00-3:00 p.m.
Wednesday, May 13, 2015	1:00-3:00 p.m.

Executive Committee Meetings

Monday, October 6, 2014	1:00-3:00 p.m.
Monday, November 17, 2014	1:00-3:00 p.m.
Monday, January 26, 2015	1:00-3:00 p.m.
Monday, March 9, 2015	1:00-3:00 p.m.
Monday, April 27, 2015	1:00-3:00 p.m.

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Endorsement of Grant Proposals: Consent Agenda

WHEREAS, VSC Policy 408 requires Board of Trustees approval of grant proposals involving \$150,000 or more, funds matching, or cost sharing of \$50,000 or more; and

WHEREAS, The VSC Finance & Facilities Committee has appropriately reviewed the current grant proposals and recommends them to the full Board; therefore, be it

RESOLVED, That the Vermont State Colleges Board of Trustees hereby endorses the following grant proposals titled, in the amount, and from the specific granting entity as indicated:

CCV: “Consolidated Perkins Postsecondary and Tech Prep Grant” in the amount of \$678,734 from the State of Vermont Department of Education;

CCV: “Trade Adjustment Assistance Community College and Career Training (TAACCCT) Grant” in the amount of \$2,500,000 from the Employment and Training Administration;

VTC: “TRIO-Student Support Services Grant” in the amount of \$286,140 from the U.S. Department of Education;

VTC: “VMEC NIST Grant—Hollings Manufacturing Extension Partnership Grant” in the amount of \$600,000 from the U.S. Department of Commerce.

July 31, 2014

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Johnson State College Solar Installation Execution of Contracts

WHEREAS, At its May 23, 2013 meeting, the Board approved a solar installation on the Johnson State College campus; and

WHEREAS, Johnson State College has solicited bids through the VSC RFP process; and

WHEREAS, Johnson State College is requesting that the VSC Board of Trustees give the VSC Chancellor authority to execute the attached Site Lease Agreement, Group Net Metering Agreement and the Temporary Construction Easement Deed to start the installation; therefore, be it

RESOLVED, That the Vermont State Colleges Board of Trustees hereby gives the VSC Chancellor authority to to execute the attached Site Lease Agreement, Group Net Metering Agreement and the Temporary Construction Easement Deed as of this date, July 31, 2014.

July 31, 2014

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Approval of Degree Program

WHEREAS, Castleton State College has submitted preliminary and final program proposals for a new Bachelor of Applied Science in Technical Education degree program; and

WHEREAS, Castleton State College has developed a budget to deliver the program based on conservative enrollment projections; and

WHEREAS, The Board Education, Personnel, Student Life Committee reviewed the proposals in accordance with Policy 102 and recommends the program to the full Board for approval; therefore, be it

RESOLVED, That the VSC Board of Trustees authorizes Castleton State College to offer a Bachelor of Applied Science in Technical Education as of this date, July 31, 2014.

July 31, 2014

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Endorsement of Chancellor Search Process

WHEREAS, Vermont State Colleges Chancellor Tim Donovan will retire as of December 31, 2014; and

WHEREAS, The Executive Committee has reviewed the options available and recommends the following chancellor search process to the full Board:

- The Executive Committee will be in charge of the process.
- Each trustee and president may submit, in confidence, up to three names for consideration to the Chair of the Committee by September 1, 2014.
- Nominations will be for an interim period of up to and possibly beyond one year.
- Trustees or presidents may nominate themselves.
- The Executive Committee will meet September 9, 2014 to review the nominations and prepare a shorter list for the full Board's review at its September retreat.
- Between the Executive Committee meeting and the Board retreat, the Executive Committee will reach out to prospective candidates to determine interest.
- At its September retreat the full Board will select the most promising candidates, and will subsequently hold interviews and conduct inquiries.
- A press release will be issued to encourage interested individuals to submit their names for consideration.
- A search for a permanent chancellor will not begin until the Interim Chancellor is hired. Therefore, be it

RESOLVED, That the Vermont State Colleges Board of Trustees hereby endorses the above described chancellor search process as of this date, July 31, 2014.

July 31, 2014