

**Minutes of the Board of Trustees meeting Thursday, December 11, 2014, APPROVED by the Board of Trustees February 19, 2015.**

The Vermont State Colleges Board of Trustees conducted a regular meeting Thursday, December 11, 2014 at Castleton State College in Castleton, Vermont.

The following were present:

Trustees: Jerry Diamond, Michelle Fairbrother, Kraig Hannum, Bill Lippert, Karen Luneau, Chris Macfarlane, Jim Masland (by phone), Linda Milne, Gary Moore, Martha O'Connor, Heidi Pelletier, Alyssa Slaimen

Absent: Lynn Dickinson, Tim Jerman

Presidents: Joe Bertolino, Joyce Judy, Barbara Murphy, Dan Smith, Dave Wolk

Office of the Chancellor:

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

Members of the Public:

Matt Aiello, VTC Student  
Andy Alexander, CSC Associate Professor  
Kellie Bean, LSC Provost  
Adam Chill, CSC Assistant Professor  
Tess Conant, VSC UP President  
Jonathan Davis, LSC Dean of Students  
Scott Dikeman, CSC Dean of Administration  
Morgan Eastman, VTC Student  
Jane Foley, CSC Director of Creative Services  
Andre Fleche, CSC Associate Professor  
Mark Fox, CSC Professor Emeritus  
Robin Fox  
Ginger Gellman, CCV Coordinator of Academic Services  
Robert Gershon, CSC Professor  
Tim Grover, CSC Professor  
Lyle Jepson, CSC Director of Entrepreneurial Programs

Tiffany Keune, CCV Director of Workforce Development  
Flo Keyes, CSC Professor  
George Longenecker, VTC Professor  
Penne Lynch, CCV Executive Director of Workforce Education  
Erica Machia, CSC Associate Director of Admissions  
Joe Mark, CSC Former Chief Academic Officer  
Melinda Mills, CSC Assistant Professor  
Katie Mobley, CCV Director of Community Relations & Development  
Tim O'Connor  
Linda Olson, FT Faculty Federation  
Maurice Ouimet, CSC Dean of Enrollment  
Christine Palmer, CSC Assistant Professor  
Louis Palmer, CSC Professor  
Tony Pepper, CSC Chief Academic Officer  
Dennis Proulx, Dean of Students  
Scott Roper, CSC Associate Professor  
Cody Sanderson, VTC Student  
Christopher Smith, VTC Professor  
Jeb Spaulding, Secretary of Administration  
Michael Talbott, CSC Assistant Professor  
Mary Tharp  
Andy Vermilyea, CSC Assistant Professor  
Jeff Weld, CSC Director of Marketing & Communications  
Gordon Winters, former VSC Trustee  
Yasmine Ziesler, CSC Dean of Business, Technology & Physical Education

Chair O'Connor called the meeting to order at 3 p.m. and added three items to the agenda: an action item to appoint an acting chancellor between the end of Chancellor Donovan's term and the start of Chancellor Spaulding's term; a report from the Chancellor on GASB 45; and a real estate matter. Chair O'Connor also moved the Public Comment portion of the meeting to the beginning of the agenda, after presentations.

## A. PRESENTATIONS

### 1. Presentation of Emeritus Plaque to Professor Mark Fox

Castleton President Wolk introduced Professor Mark Fox, and shared with the audience stories about Professor Fox's 25 years at Castleton and how he inspired both students and faculty. He reminded the Board that they had selected Professor Fox as a VSC Faculty Fellow in 2009. Chair O'Connor presented Professor Fox with an Emeritus Award. Professor Fox thanked President Wolk, his colleagues, the Board, and his wife Robin for their recognition and support.

### 2. Presentation of Faculty Fellow Award to Professor Patricia Van der Spuy

President Wolk introduced Professor Patricia van der Spuy and shared the positive student evaluations and letters of support he received for her nomination. Chair O'Connor presented Professor van der Spuy with a Faculty Fellow Award. Professor van der Spuy thanked the Board and her colleagues for the honor and for their continued support throughout her career.

### 3. Comments from the Public

Vermont Technical College Professor Christopher Smith spoke to the Board about his concerns regarding the proposed layoffs at Vermont Tech. He asked the Board to take a larger role in holding the Vermont Tech administration accountable and in legislative advocacy at the state level.

Vermont Technical College Professor George Longenecker stated that he is taking a retirement package so that one of his colleagues would not have to be laid off. He expressed his concerns about the number of layoffs in the English, Humanities and Social Sciences department and the impact on student learning.

Matt Aiello, a senior at Vermont Tech, expressed his pride in the college and concern that highly qualified instructors are being let go.

Morgan Eastman, a Vermont Tech student, shared her belief that the college is meeting the workforce needs of the state. She also shared concern that layoffs of faculty are based on seniority and not on merit, and asked the Board to reconsider the criteria for layoffs.

Chair O'Connor stated that she has asked Trustee Hannum, Chair of the Education, Personnel and Student Life Committee of the Board, to work closely with President Smith on the issues the students and faculty have brought to the Board.

Linda Olson, Chair of the Full-time Faculty Federation, shared a resolution in support of the recently completed Act 148 Committee Report. She asked for the Board to endorse the resolution at its February meeting.

Cody Sanderson, a Vermont Tech student in the Diesel program, expressed concern that this program is potentially going to be closed.

## B. ITEMS FOR DISCUSSION AND ACTION

### 1. Approval of the Minutes of the October 30, 2014 Board of Trustees Meeting

Trustee Pelletier moved and Trustee Moore seconded the approval of the October 30, 2014 meeting. The minutes were approved unanimously.

### 2. Approval of Education, Personnel and Student Life Committee: Consent Agenda

Trustee Hannum moved and Trustee Pelletier seconded the approval of the EPSL consent agenda. The consent agenda was approved unanimously. Chancellor Donovan passed out a list of the members of the 2014 PReCIP committee members and asked the Board to acknowledge their work on this year's program review process.

### 3. Approval of Finance and Facilities Committee: Consent Agenda

Trustee Macfarlane moved and Trustee Milne seconded the approval of the Finance and Facilities Committee consent agenda. The consent agenda was approved unanimously.

### 4. Appointment of Thomas Robbins as Acting Chancellor

Chair O'Connor stated that in accordance with the By-Laws of the Vermont State Colleges, Article 3, Section 3, the Board of Trustees is responsible for appointing a Chancellor of the Vermont State Colleges. Outgoing Chancellor Donovan's term ends on December 31, 2014. Newly appointed Chancellor Jeb Spaulding's term does not begin until January 15, 2015, unless he is available earlier. Therefore there is the need to fill the vacancy in the position of Chancellor between January 1, 2015 and January 15, 2015. The outgoing Chancellor and the Board Chair recommend that the vacancy be filled by VSC Vice President and Chief Financial Officer Thomas Robbins, for the term of January 1, 2015 to January 15, 2015, unless Mr. Spaulding is available prior to January 15, 2015, in which case Mr. Robbins' term shall end on the day Mr. Spaulding becomes available to begin his term.

Trustee Diamond moved and Trustee Moore seconded the resolution. The resolution was approved unanimously.

5. Real Estate Transaction

Chair O'Connor moved the discussion of this item to the end of the meeting.

C. ITEMS FOR INFORMATION AND DISCUSSION

1. Report from Chancellor on GASB 45

Chancellor Donovan stated that this week the VSC United Professionals and the Professional, Administrative, and Technical Unit ratified their new four-year contract. He passed out a document initially shared with the Board in 2012 regarding the recommendations from the VSC Benefits Working Group on Post-Retirement Medical Benefits.

The recommendations from the group came in three parts: 1) funding by management; 2) alterations to the post-retirement health benefit; and 3) funding by employees. Chancellor Donovan shared that despite efforts parts two and three could not be incorporated into collective bargaining agreements. Because of this, the recommendations also were not implemented for non-bargaining unit employees. One exception is that in all three bargaining unit agreements and in the VSC personnel handbook, employees hired on or after October 1, 2012 will not receive medical benefits upon retirement.

Regarding funding by management, in FY13 and FY14 the Board approved tuition packages that included an extra 1% that would be set aside in anticipation of a comprehensive package that would then create a trust fund. The Board set tuition for two years with a 4% increase; the colleges saw 3% while 1% was held in escrow. In FY15, the colleges reserved approximately 3% of tuition income in anticipation of a comprehensive plan.

Setting aside 3% of their revenue has stressed the colleges significantly. Had the plan been enacted, the colleges would have been burdened for a period of ten years both with the cost of funding the trust fund and continuing to pay the benefits costs for an increasing number of retirees. However, knowing the solution to the situation would have been achieved in ten years made the expense bearable. In the absence of collective bargaining agreements that include alterations to the benefits or an employee contribution to the trust fund, no solution is in sight. The Chancellor stated that indefinitely burdening colleges with both "pay as you go" for retirements and building a fund unilaterally will cripple the institutions financially.

The OPEB challenge remains. He has notified the colleges that the VSC will no longer set aside funds in anticipation of a comprehensive approach, and has made related budget adjustments to the colleges for this fiscal year. Given the Board's explicit approval of FY13 and FY14 tuition setting, he has asked the presidents to work with Chancellor Spaulding to make college-specific proposals to the Board for the use of those funds set aside for purposes that result in reductions in expenditures or increases in revenues in future years.

Trustee Milne stated that the commitment to put funds aside was authorized by the Board, and that she believed the only entity that can set that commitment aside is the Board. She stated that a discussion of the setting aside of funds should be brought to the Finance and Facilities Committee, and then brought to the Board for approval. She clarified that the Board must decide on uses for the FY13 and FY14 funds and also that the Chancellor should not decide on the use of FY15 funds.

General Counsel Reedy stated that he will go back to the records to review the votes on tuition but that in general the Board does not have specific line item authority. Trustee Macfarlane suggested that management bring all three years' figures to the Finance and Facilities Committee in February for discussion, and at that time they will have a legal opinion from Counsel Reedy on what the Board actually voted on.

Chancellor Donovan stated that he will put a hold on the funds transfer. He stated that the assumption was that management had the authority to make a budget adjustment within a fiscal year. Because three to four of the colleges are trying to balance their budgets, these funds would give colleges time to adjust their budgets to new enrollment realities. Trustee Pelletier suggested that management should have a proposal and resolution ready for February to avoid further delay in use of the funds.

2. Report of the December 3, 2014 Meeting of the Education, Personnel and Student Life Committee

Committee Chair Hannum had nothing additional to report.

3. Report of the December 3, 2014 Meeting of the Finance and Facilities Committee

Committee Chair Macfarlane had nothing additional to report.

4. Report of the Vermont State Colleges Student Association

Trustee Slaimen reported that the VSCSA had concerns about layoffs at Vermont Tech, and want to see them based on professor performance and student evaluations rather than seniority. They also agreed to support the Act 148 Committee report.

5. Report of the Chancellor

Chancellor Donovan thanked incoming Chancellor Jeb Spaulding for the time has spent with him, CFO Robbins, and the college presidents before coming on board.

Regarding the JSC presidential search, 43 complete applications have been narrowed down to ten candidates. Of those they will choose some to come to campus for in-person interviews. The committee will recommend finalists for the Board to interview in February.

6. Reports of the College Presidents

Vermont Tech President Smith acknowledged and thanked those from the college who were in the audience, and those who have communicated with him on campus. He stated that he is very proud of the students and their comments and thoughtfulness.

7. Real Estate Transaction

Chancellor Donovan was asked to leave the meeting. President Judy shared a resolution for the Board's consideration that waives VSC Policy 413 and usual Board review procedures so that the Board can authorize the renaming of the CCV Winooski facility to the Tim Donovan Academic Center.

Trustee Moore moved and Trustee Pelletier seconded the resolution. The resolution passed unanimously. Chancellor Donovan was asked to rejoin the meeting.

President Wolk welcomed a student *a cappella* group, Group Vocal Unrest, to perform songs in honor of Chancellor Donovan's retirement.

8. Real Estate Transaction

Trustee Pelletier moved and Trustee Macfarlane seconded a motion for the Board to enter executive session to discuss a real estate transaction, and to include President Murphy, Chancellor Donovan, CFO Robbins, and General Counsel Reedy. The Board voted unanimously to enter executive session at 4:40 p.m. While in executive session the Board approved a

resolution, the results of which are on file at the Vermont State Colleges. The Board exited executive session at 4:45 p.m.

9. Other Business

There was no other business.

10. Comments from the Public

This item was moved to the beginning of the meeting.

11. Date and Place of Next Meeting

Thursday, February 19, 2015  
Lyndon State College, Lyndonville, VT



VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Education, Personnel and Student Life Committee Business: Consent Agenda

WHEREAS, The VSC Education, Personnel and Student Life Committee met on December 3, 2014 to discuss the business items outlined below; and

WHEREAS, The Committee has voted to approve the items outlined below and recommends them to the full Board; therefore, be it

RESOLVED, That the Vermont State Colleges Board of Trustees hereby endorses the approval of the following resolutions:

- Status of Programs under 2014 Program Review and Continuous Improvement Process (PReCIP)
- Commendation of 2014 PReCIP Process Participants
- Approval of Programs to be Reviewed under 2015 PReCIP Process

December 11, 2014

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

VSC Finance and Facilities Committee: Consent Agenda

- WHEREAS, The VSC Finance and Facilities Committee met on December 3, 2014 to discuss the business items outlined below; and
- WHEREAS, The Committee has voted to approve the items outlined below and recommends them to the full Board; therefore, be it
- RESOLVED, That the Vermont State Colleges Board of Trustees hereby endorses the approval of the following resolutions:
- “Review and Approve VSC Policy 408 Revision”
  - “Review and Approve VSC Policy 426 Revision”
  - “Establishment of Endowments: Consent Agenda”

December 11, 2014

Appointment of Thomas Robbins as Acting Chancellor

In accordance with the By-Laws of the Vermont State Colleges (VSC), Article 3, Section 3, Staff, the Board of Trustees is responsible for appointing a Chancellor of the Vermont State Colleges. Outgoing Chancellor Donovan's term ends on December 31, 2014. The newly appointed Chancellor's (Jeb Spaulding) term does not begin until January 15, 2015 unless he is available earlier. Accordingly there is the need to fill the vacancy in the position of Chancellor between January 1, 2015 and January 15, 2015. The outgoing Chancellor and the Board Chair recommend that the vacancy be filled by VSC Vice-President and Chief Financial Officer Thomas Robbins, for the term of January 1, 2015 to January 15, 2015, unless Mr. Spaulding is available prior to January 15, 2015, in which case Mr. Robbins' term shall end on the day Mr. Spaulding becomes available to begin his term.

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Appointment of Thomas Robbins as Acting Chancellor

- WHEREAS, The Vermont State Colleges (VSC) Board of Trustees is responsible under Article 3, Section 3, Staff of the VSC By-Laws for the appointment of a Chancellor; and
- WHEREAS, Outgoing Chancellor Timothy Donovan's term ends on December 31, 2014; and
- WHEREAS, Incoming Chancellor Jeb Spaulding's term begins on January 15, 2015, unless he is available earlier to begin his term; and
- WHEREAS, The outgoing Chancellor and the Chair of the Board recommend that the vacancy created for this two-week period be filled by VSC Vice-President and Chief Financial Officer Thomas Robbins; therefore, be it
- RESOLVED, That Thomas Robbins be appointed as Acting Chancellor from January 1, 2015 until January 15, 2015 unless incoming Chancellor Spaulding is available to begin his term earlier, in which case Mr. Robbins' term will end on the day Mr. Spaulding becomes available to begin his term.

December 11, 2014

Naming Proposal to the Vermont State Colleges Board of Trustees  
Joyce Judy, President  
Community College of Vermont  
December 11, 2014

In accordance with VSC Policy 413, Naming of Campus Facilities and Properties, this proposal is to request approval from the Vermont State Colleges Board of Trustees to name the CCV academic center at 1 Abenaki Way in Winooski, Vermont in honor of Tim Donovan. This building is considered a major facility.

As you know, Tim Donovan has served the Vermont State Colleges faithfully and with distinction for 38 years. His career within the VSC included eight years as president of the Community College of Vermont and five years as chancellor of the Vermont State Colleges. Through his extensive service, his leadership has been felt throughout Vermont and across New England.

While president of CCV, one project was of particular significance to Tim – the construction of CCV's flagship facility in Winooski. To have the VSC Board of Trustees name this building in his honor will not only give Tim well-deserved recognition, but it will also be a particularly meaningful gesture to him personally.

Given that the Chancellor will be retiring shortly after the Board of Trustees meeting on December 11, 2014, and that the Board would like to surprise him with this honor at that meeting, special circumstances are present for waiving certain requirements under VSC Policy 413 Naming of Campus Facilities and Properties, as stated in the attached resolution.

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

- WHEREAS, Tim Donovan has served the Vermont State Colleges faithfully and with distinction for 38 years; and
- WHEREAS, Tim Donovan's storied career within the VSC included eight years serving as the 6th president of the Community College of Vermont and five years serving as the 7th chancellor of the Vermont State Colleges; and
- WHEREAS, Through his extensive service, the impact of Tim Donovan's leadership has been felt throughout Vermont and across New England; and
- WHEREAS, Tim Donovan's fervent belief in the value of universal access to higher education, and in the transformative power of higher education, made him a strong advocate for students and an inspiring leader for his colleagues; and
- WHEREAS, With an abiding love for the colleges, their employees, and students, Tim Donovan dedicated his professional life to the betterment of CCV and the VSC; and
- WHEREAS, Tim Donovan brought outstanding strategic thinking, fiscal management and an energetic, collaborative leadership style that helped CCV and the VSC as a whole fulfill the mission of providing affordable, high quality, student-centered and accessible education for the benefit of Vermont; and
- WHEREAS, As president of CCV, Tim Donovan made possible the upgrading and ownership of several CCV facilities, including the financing and construction of the College's flagship facility in Winooski.
- RESOLVED, That because of the special circumstances of this proposal, the VSC Board of Trustees waives the requirement under VSC Policy 413 Naming of Campus Facilities and Properties that a naming proposal in honor of an individual involving service to the VSC shall not be made until the individual has been retired; and
- RESOLVED, That the VSC Board of Trustees also waives the requirement that the Finance and Facilities Committee review the proposal prior to board review; and
- RESOLVED, That VSC Board of Trustees also waives the requirement for prior review and approval of this proposal by the Chancellor; and

**HAND CARRIED**

RESOLVED, That the Winooski Academic Center of the Community College of Vermont at 1 Abenaki Way, Winooski, Vermont shall be permanently named the *Tim Donovan Academic Center*.

DATED this 11<sup>th</sup> day of December, 2014 at Castleton, Vermont.