

Minutes of the Board of Trustees meeting Thursday, April 9, 2015 APPROVED by the Board Thursday, May 21, 2015.

The Vermont State Colleges Board of Trustees conducted a regular meeting Thursday, April 9, 2015 at Johnson State College in Johnson, Vermont.

The following were present:

Trustees: Jerry Diamond (by phone), Lynn Dickinson, Church Hindes, Tim Jerman, Karen Luneau, Chris Macfarlane, Jim Masland, Linda Milne, Martha O'Connor, Heidi Pelletier

Absent: Kraig Hannum, Bill Lippert, Mike Pieciak, Alyssa Slaimen

Presidents: Joe Bertolino (by phone), Joyce Judy, Barbara Murphy, Dan Smith, Dave Wolk

Office of the Chancellor:

Tricia Coates, Director of External & Governmental Affairs
Tom Robbins, Vice President and Chief Financial Officer
Bill Reedy, Vice President and General Counsel
Nancy Shaw, Director of Human Resources
Elaine Sopchak, Executive Assistant to the Chancellor
Jeb Spaulding, Chancellor
Sophie Zdatny, Associate General Counsel
Yasmine Ziesler, Chief Academic and Academic Technology Officer

From the Colleges:

Nolan Atkins, LSC Interim Academic Dean
Dave Bergh, JSC Dean of Students
Deb Bouton, JSC Director of Marketing
Tess Conant, VSC UP President
Scott Dikeman, CSC Dean of Administration
Doug Eastman, JSC Registrar, Director of Institutional Research
Valerie Edwards, Director, JSC External Degree Program
Joe Farara, JSC Faculty Librarian
Cathy Higley, JSC Administrative Assistant for Graduate Programs
Penny Howrigan, JSC Director of Admissions
Loren Loomis Hubbell, LSC Dean of Administration

Ben Johnson, AFT VT President
Sara Kinerson, JSC Director of Advising
Jo Ann Lamore, JSC Assistant Academic Dean
John Miller, JSC Professor of Fine Arts
Sandra Noyes, Staff Unit Vice Chair
Dan Regan, JSC Academic Dean
Sharron Scott, JSC Dean of Administration
Tyrone Shaw, JSC Professor of Literature and Writing
Paul Silver, JSC Professor of Humanities
Dotty Spoerl, JSC Assistant Chief Technology Officer
Danielle Spring, JSC Conferences Coordinator
Toby Stewart, JSC Controller
Julie Theoret, JSC Professor of Mathematics
Jamey Ventura, JSC Director of Athletics
Beth Walsh, JSC Coordinator of Career Development
Margo Warden, Director of First-Year Experiences
Michelle Whitmore, JSC Associate Dean of Students

Members of the Public:

Tom Garrett
Tim O'Connor

PRESENTATION AND DISCUSSION

Dr. Tom Meredith, Consultant for the Association of Governing Boards of Colleges and Universities and Former Commissioner of Higher Education, Mississippi State University System, presented a slide show entitled *Best Practices and Upcoming Issues for Twenty-First Century Boards*.

Dr. Meredith engaged the Board in a conversation about best practices for governance. He referred to several articles which were shared with the Board:

- “10 Habits of Highly Effective Boards”
- “In the Board Room Culture Counts”
- “Consequential Boards: Adding Value Where it Matters Most”
- “The Leadership Dynamic in Public College and University Systems”

A video recording of Dr. Meredith’s presentation was made and will be available for viewing soon. At the conclusion of the presentation Trustee Diamond left the meeting.

A. PRESENTATIONS

Johnson State College Partnerships & Community Relationships

JSC Dean of Students Dave Bergh and Johnson State College President Barbara Murphy presented an overview of the many initiatives and partnerships the college has with the Johnson and Lamoille County community. Programs including Upward Bound, internships, environmental research, early college, mentorship, and many more combine to make Johnson State an enormous economic and cultural resource for the entire community.

Chair O' Connor called the meeting to order at 3:09 p.m. and requested a motion to add a personnel matter to the agenda, before agenda item 6, Consideration of Real Estate matter. Trustee Luneau moved and Trustee Macfarlane seconded the agenda addition.

Chair O'Connor recognized and commended members of the JSC presidential search committee members who were present. Chancellor Spaulding announced that incoming President Elaine Collins will be visiting campus later in the month.

B. ITEMS FOR DISCUSSION AND ACTION

1. Approval of the Minutes of the February 19, 2015 Board of Trustees Meeting
Trustee Milne moved and Trustee Pelletier seconded the approval of the February 19, 2015 meeting minutes. The minutes were approved unanimously.

2. Approval of Education, Personnel and Student Life Committee: Consent Agenda
VSC Chief Academic Officer Yasmine Ziesler gave a brief report on the items under consideration in the consent agenda. President Smith and President Wolk briefly described their programs submitted for approval that have been recommended to the full Board by the Committee.

Trustee Pelletier moved and Trustee Macfarlane seconded the resolution. No items were removed from the consent agenda. The consent agenda was approved unanimously.

President Murphy presented Professor Tyrone Shaw with a plaque in honor of his Faculty Fellowship. Professor Shaw shared that his 23 years at JSC have been the best of his life. He thanked the Board for their leadership during the recent presidential search process.

3. Distribution of Stafford Community Grant for Spartan Dome Installation

Trustee Masland moved and Trustee Jerman seconded the resolution Distribution of Stafford Community Grant for Spartan Dome Installation. Castleton State College President Wolk gave a brief description of the source of the funds from Senator Jim Jeffords, and the plans the college has in store for the Spartan Dome. He described plans the college has to provide transportation for students to get to the facility, and emphasized that the Rutland community will use and benefit from the facility.

Chancellor Spaulding explained to the Board that this item was discussed last week, but because there was no quorum the Finance and Facilities Committee meeting was not held and the item was simply discussed, with no resolution recommended to the full Board. The resolution passed unanimously.

4. Adoption of New Charge for the Executive Committee

Chancellor Spaulding handed out the minutes of the March 9, 2015 Executive Committee meeting. He stated that he supports the resolution to reorganize the Executive Committee. Chair O'Connor reminded the Board that all Board members are able to attend Executive Committee meetings. Trustee Hinds asked if "significant expenditure of resources" as stated in the proposed committee charge is defined. After discussion the Board agreed to leave the language of the new charge as is unless they deem it necessary to change it. Chair O'Connor confirmed with General Counsel Reedy that the new charge can be implemented immediately. The next Executive Committee will be held on Monday, April 27th at 1 p.m. at the Chancellor's Office, Room 103.

Trustee Pelletier moved and Trustee Masland seconded the resolution. The resolution passed unanimously.

5. Establishment of Long Range Planning Standing Committee and Adoption of Committee Charge

Chancellor Spaulding explained that the Board needs a forum where it can discuss strategic issues that may not ever reach the full Board level but still require discussion in a more informal setting. The Board does not have an active strategic plan currently. A strategic inquiry process had recently been held, and this committee could continue that conversation. The Chancellor reviewed the charge for this committee with the Board.

Trustee Milne moved and Trustee Pelletier seconded the resolution. Trustee Hinds asked whether this would be a standing committee or an *ad hoc* committee; Chair O'Connor stated that it is a standing committee that will sunset in 2017 unless it is reconstituted. Chancellor Spaulding

said it is possible that some committee members could sit on this committee as well as another. The resolution passed unanimously.

6. President Emerita Status for Johnson State College President Barbara E. Murphy
Community College of Vermont President Joyce Judy read aloud a resolution conferring President Emerita Status on JSC President Murphy. Trustee Milne moved and Trustee Pelletier seconded the resolution. The resolution passed unanimously.

President Murphy thanked the Board for the honor and accepted it on the behalf of the students.

6. Consideration of Real Estate Matter

Trustee Pelletier moved and Trustee Masland seconded a motion, pursuant to 1 V.S.A. §313(a)(2), that the Board enter Executive Session to discuss, and if warranted to act on, the negotiating or securing of real estate purchase options. In addition to the Board, the Chancellor, President Smith, CFO Robbins, and General Counsel Reedy were asked to attend the Executive Session.

The Board voted unanimously to enter executive session at 4:14 p.m. The Board exited executive session at 4:57 p.m. and took no action.

C. ITEMS FOR INFORMATION AND DISCUSSION

1. Proposed Changes to Board of Trustees Meeting Schedule

Chancellor Spaulding described the proposed new schedule for the Board and shared the Executive Committee's recommendation that the Board shift to a schedule of five, two-day meetings over the course of a year. The suggested calendar in the materials is for discussion only at this point.

Trustee Milne reminded the Board that the audited financials must be submitted to the state by October 15th, so there should be a meeting in October. CFO Robbins stated that the Board submits draft audited financials in October. A possibility is that the Audit Committee could meet in October, in order to approve the financials in time.

Trustee Luneau expressed concern that last-minute events might keep a trustee away, and with fewer meetings an absence can mean missing a significant amount of information.

Trustee Jerman asked that the February meeting be earlier, to avoid conflict with Town Meeting Day and crossover day in the legislature.

2. Rescheduling of July 30, 2015 Board of Trustees Meeting

This meeting is now to be held July 23rd at the Chancellor's Office, 10 a.m. – 2 p.m.

3. Report of the April 1, 2015 Meeting of the Education, Personnel and Student Life Committee

No further information was discussed.

4. Report of the April 1, 2015 Meeting of the Finance and Facilities Committee

Trustee Macfarlane stated he and the Committee are continuing to review the newly created dashboard metrics discussed at the meeting.

5. Report of the Vermont State Colleges Student Association

In Trustee Slaimen's absence JSC Dean of Students Dave Bergh shared that the VSCSA will be meeting and electing a new student trustee next week. He confirmed that included in the Board governance bill moving through the legislature right now, the language preventing a college from being represented by a student trustee for more than two consecutive terms has been removed.

6. Report of the Chancellor

Chancellor Spaulding shared that the VSC is having a good legislative session in spite of the state's current financial situation. He is expecting level funding for the system. He thanked Trustee Dickinson for help and support obtaining funding for lab equipment for Vermont Tech. He reported that the bill on Board governance is moving through the legislature.

Chancellor Spaulding stated that the May Board meeting will have a full agenda and encouraged all Board members to attend. Chair O'Connor suggested that the May meeting start at 1 p.m. to give the Board more time. Chancellor's Office staff will ensure that the committees also have enough time to do their business. Staff are currently updating the Board handbook and it may be ready for review at the May meeting. Director of External and Governmental Affairs Tricia Coates reported that dual enrollment finding is holding steady in the legislature.

7. Reports of the College Presidents

Castleton State College President Dave Wolk shared that Castleton ads appeared on television during the March Madness basketball games.

Community College of Vermont President Joyce Judy called the Board's attention to the work the college does with its faculty and invited trustees to their summer faculty gathering at Lake Morey.

Vermont Technical College President Dan Smith thanked Chancellor Spaulding for attending an all-college meeting this week. He also thanked Trustee Dickinson for her support in obtaining funding for Vermont Tech lab equipment. He shared that the college is working closely with GW Plastics on scholarships, internships, and job placement for graduates. The first community meeting about the proposed Agency of Natural Resources lab to be build on the Randolph campus was held recently. This lab will overlap with multiple Vermont Tech programs and offer many opportunities for students and faculty. It is slated to be completed by June 2018.

Johnson State College President Barbara Murphy introduced many staff members present. She announced that on April 15th the college is hosting the entire sophomore class of Lamoille UHS as part of commitment to raising post high school aspiration rates.

Lyndon State College President Joe Bertolino thanked Interim Academic Dean Nolan Atkins and Dean of Administration Loren Loomis Hubbell for attending the meeting in his place. Chancellor Spaulding shared that President Bertolino is finishing a week-long fundraising trip. President Bertolino stated that the college's third annual veterans summit last month was a success. The college will be hosting 350 eighth graders for Kingdom Career Day to help students think about high school and college planning.

8. Other Business

Trustee Macfarlane told President Smith that his company, Hood Industries of Milton, VT, hired a Vermont Tech student in the engineering department and asked all the presidents to share with students that his company is looking to hire. Chair O'Connor asked trustees to inform the Chancellor's Office about commencement plans.

9. Comments from the Public

VSCUP President Tess Conant notified the Board that the VSCUP have elections next week and she will be stepping down as president. Beth Walsh is currently only nominee for president.

LSC Dean of Administration Loren Loomis Hubbell shared that the LSC annual wellness event will raise funds for student scholarships.

10. Date and Place of Next Meeting

Thursday, May 21, 2015

Vermont Technical College, Williston Campus

Trustee Macfarlane moved and Trustee Milne seconded a motion to adjourn. Chair O'Connor adjourned the meeting at 5:34 p.m.

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

VSC Education, Personnel and Student Life Committee Business: Consent Agenda

WHEREAS, The VSC Education, Personnel and Student Life Committee met on April 1, 2015 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 Eligible for Policy 109 Review
- Final Program Proposals under Policy 102
 - Castleton: MA School Psychology
 - Vermont Tech: BS Manufacturing Engineering Technology
- Nomination of Faculty for VSC Faculty Fellowship Award
- Nomination for Honorary Degree

April 9, 2015

VERMONT STATE COLLEGES

BOARD OF TRUSTEES

RESOLUTION

Distribution of Stafford Community Grant for Spartan Dome Installation

- WHEREAS, In 2002 Senator James Jeffords earmarked a federal grant of \$1,000,000 to Castleton State College; and
- WHEREAS, Net of spending the invested grant has grown to \$1,456,531; and
- WHEREAS, The grant was intended for the support, study and advancement of the community; and
- WHEREAS, The Spartan Dome will be used by both CSC and the region's population; therefore be it
- RESOLVED, That the Vermont State Colleges Board of Trustees hereby approves the distribution of the Stafford Community Grant to fund the installation of the Spartan Dome at the Spartan Arena complex.

April 9, 2015

VERMONT STATE COLLEGES
BOARD OF TRUSTEES
RESOLUTION

Adoption of New Charge for the Executive Committee

- WHEREAS, The Executive Committee is a standing committee of the VSC Board of Trustees; and
- WHEREAS, The need to conduct Board business between regularly scheduled Board meetings arises periodically; and
- WHEREAS, The membership of the Executive Committee currently comprises both elected and non-elected members of the Board; therefore, be it
- RESOLVED, That the Board of Trustees hereby adopts a new charge for the Executive Committee that includes authorization for the Committee to act on behalf of the full Board when necessary; and be it further
- RESOLVED, That the Board of Trustees approves the change of the membership of the Executive Committee to consist of the four elected officers of the Board.

April 9, 2015

VERMONT STATE COLLEGES
BOARD OF TRUSTEES
RESOLUTION

Establishment of Long Range Planning Committee

- WHEREAS, The Bylaws of the VSC Board of Trustees allow the creation of committees as needed by resolution; and
- WHEREAS, The Chancellor recommends the creation of a Long Range Planning Committee to consider future strategies for the VSC system; and
- WHEREAS, The Committee as proposed shall sunset on June 30, 2017, unless reauthorized by the Board; be it
- RESOLVED, That the Board of Trustees approves the establishment of the Long Range Planning Committee, with duties as set forth in the attached charge.

April 9, 2015