

Minutes of the VSC Board of Trustees Meeting held Tuesday, June 20, 2017 at the Office of the Chancellor, Montpelier, VT – APPROVED September 28, 2017

Note: These are unapproved minutes, subject to amendment and/or approval at the subsequent meeting.

The Vermont State Colleges Board of Trustees met on Tuesday, June 20, 2017 at the Office of the Chancellor, Montpelier, VT.

Board members present: Tim Jerman (Vice Chair), Jerry Diamond, Lynn Dickinson, Church Hinds, Chris Macfarlane, Karen Luneau, Mike Pieciak, Bill Lippert, Aly Richards (by phone), Martha O'Connor (Chair) (by phone), and Shavonna Bent (by phone)

Presidents: Nolan Atkins, Elaine Collins, Joyce Judy, Pat Moulton, Dave Wolk

Chancellor's Office Staff: Tricia Coates, Director of External & Governmental Affairs
Todd Daloz, Associate General Counsel
Kevin Conroy, Chief Information Officer
Sheilah Evans, System Controller & Senior Director of Financial Operations
Jeb Spaulding, Chancellor
Steve Wisloski, Chief Financial Officer
Sophie Zdatny, General Counsel
Elaine Sopchak, Administrative Director
Harriet Johnson, Executive Assistant to the Chancellor
Yasmine Ziesler, Chief Academic Officer

From the Colleges: Scott Dikeman, Dean of Administration, Castleton University
Laura Jakubowski, Director of Finance, Castleton University
Lisa Cline, Johnson State College, Faculty Federation President
Barbara Flathers, Dean of Students, Johnson State College
Barbara Martin, Dean of Administration, Community College of Vermont
Toby Stewart, Controller,
Lit Tyler, Dean of Administration, Vermont Technical College
Beth Walsh, President, Academic Support, Johnson State College

Vice Chair Jerman called the meeting to order at 12.32 p.m.

1. Consent Agenda

- a. Approval of March 24-25, 2017 Meeting Minutes
- b. Approval of April 3, 2017 Special Meeting Minutes
- c. Approval of May 9, 2017 Special Meeting Minutes

Trustee Hinds moved and Trustee Luneau seconded the approval of the minutes. The minutes were approved unanimously.

Vice Chair Jerman advised the next agenda item would be #5 to take advantage of Trustees participating on the phone.

2. Report of the Meeting of the Nominating Committee

- a. Election of the Chair, Vice Chair, Secretary, and Treasurer of the Board of Trustees
- b. Election of Members of the Audit Committee

Trustee Diamond gave a brief report of the Nominating Committee which met on May 15, 2017 in Williston. The Committee nominated Martha O'Connor as Chair for a 2 year term, Tim Jerman as Vice Chair for a 1 year term; Karen Luneau as Secretary for a 1 year term; and Linda Milne as Treasurer for a 1 year term.

Trustee Jerman moved to vote on the nominations for the Nominating Committee seconded by Trustee Macfarlane. The vote passed unanimously.

1. Personnel Review and Possible Actions: Presidents and Chancellor (possible executive session)

Trustee Luneau made the following motion:

I move that the VSC Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(3), for the purpose of considering the re-appointment of public employees. Along with the members of the Board present at this meeting, in its discretion, the Committee invites the Chancellor to attend.

Trustee Dickinson seconded. The Board approved the motion unanimously and entered executive session at 1:10 p.m. The Board exited executive session at 1:22 p.m.

Trustee Diamond presented the nominations for the Audit Committee. Linda Milne, Lynn Dickenson, Church Hinds, Karen Luneau, and Mike Pieciak. Trustee Diamond moved, seconded by Lynn Dickenson. The vote passed unanimously.

After the Board exited Executive Session, Trustee Jerman made a motion on the resolution for retention of the Presidents, seconded by Trustee Dickinson. Chancellor Spaulding, on behalf of Trustee MacFarlane, amended President Wolks term to 7/1/17 – 12/31/17. The resolution passed unanimously.

Trustee Diamond made a motion on the resolution for Reappointment of the Chancellor, seconded by Trustee Dickinson. The resolution passed unanimously.

Trustee Lippert expressed the Boards appreciation to the Presidents and the Chancellor for their roles and reappointments.

Trustee Luneau presented and read aloud a resolution honoring departing Vermont State Colleges Administrative Director Elaine Sopchak. The Committee approved the resolution unanimously and thanked her for her service. The resolution will go to full Board for its approval. Ms. Sopchak thanked the Committee.

2. Approval of the FY2018 Board of Trustees Schedule of Meetings

Trustee Jerman moved that the schedule of meetings as presented be approved. Trustee Diamond seconded. This will continue the 2 day board meetings. Trustee Dickinson feels the Hall of Fame is important to continue on an annual basis. Chancellor Spaulding and Chair O'Connor suggested this be discussed at the September meeting. Chair O'Connor will add this item to both the Executive Committee and the Board Meeting. Trustee Diamond asked that the Long Range Planning Committee be held quarterly. Chancellor Spaulding proposed adding a meeting on April 2nd along with the Finance & Facilities meeting. The amended schedule passed unanimously.

3. Report of the Finance & Facilities Committee

Trustee Hinds gave an update of the Finance and Facilities committee meeting including: refinanced the entire system debt that created \$9 M in debt relief over the next 4 years; recommended a balanced budget, the first in 7 years; adopted a tuition increase of 2.9%; began a dialogue with faculty and students what it means to be fossil free; approved sale of property in Randolph; celebrated Lauren Hubbell transition to Vermont Academy; and adopted a special endowment to support choral singing at Johnson.

Trustee Hinds moved the resolution approving the FY18 budget. Trustee Diamond seconded. The motion passed unanimously.

Trustee Hinderes moved the resolution approving the FY19 tuition, fees, room and board. Trustee Diamond seconded. The motion passed unanimously.

Trustee Hinderes moved the resolution approving the consent agenda. Trustee Diamond seconded. The motion passed unanimously.

Trustee Diamond asked to confirm the banking resolution that passed was not the version in the original package but the newer version that was handed out at the meeting.

4. Report of the Education, Personnel, and Student Life Committee

Trustee Richards gave a brief update of the EPSLC meeting and indicated the minutes from the March 24, 2017 meeting could not be voted on due to a lack of a quorum and will be taken up at the August meeting.

5. Report of the Audit Committee

a. Approval of Proposed New Policy 432, Internal Audits

Trustee Dickinson said the Audit Committee met with the Auditors office. Sheilah Evans, System Controller & Senior Director of Financial Operations gave an update on proposed new Policy 432, Internal Audits. The Chair of the Audit Committee requested the Chancellor to follow through with implementation of the policy by next year. Trustee Diamond moved the resolution seconded by Trustee Dickinson. The resolution passed unanimously.

6. Report of the Long Range Planning Committee

a. Reauthorization of Long Range Planning Committee

Trustee Diamond presented an update of the Long Range Planning Committee which is focusing on Vermont State Colleges' strategic plan looking at the future of the Randolph and Williston campus. The Board is scheduled to sunset June 2017, the resolution extends the committee until June 2019. Trustee Diamond moves the resolution seconded by Trustee Dickinson. Chair O'Connor thanked Trustee Diamond for his commitment and work on this Committee. Trustee Jerman seconds that statement. The resolution passed unanimously.

7. Report of the Executive Committee

Chair O'Connor said no other news other than voting on the Chancellor and the Executive Committee.

8. Legislative Update

Chancellor Spaulding indicated Tricia Coates, Director of External and Governmental Affairs is representing VSC at a meeting with Governor Scott and Mayor Weinberger and other state leaders giving their support to the Paris Climate Accord. Chancellor Spaulding added that the legislature is coming back for a couple of days but does not anticipate any change with the VSC appropriation. It was a very successful legislature session for VSC.

9. Other Business

No other business to discuss.

10. Presidents Reports

Presidents reported on campus related news events and their commencement ceremonies.

11. Chancellor's Report

Chancellor Spaulding reported on the new domain name northervermont.edu, and that using the full name helps advertise where you are located. New England Cable Network did a story on Senator Sanders speaking at commencements. The Chancellors highest priority is supporting our leaders and briefly reviewed the college's strategic priorities. He also gave an update on new hires and retiring employees.

12. Report of the VSCSA

Nothing to report.

13. Comments from the Public

No comments from the public.

14. Date of Next Meeting:

Board of Trustees Annual Retreat
Wednesday & Thursday, September 20-21, 2017
Lake Morey Resort, Fairlee, VT

Vice Chair Jerman adjourned the Board meeting at 2:37 p.m.