

Minutes of the VSCS Board of Trustees Meeting held Wednesday, April 29, 2020, via ZOOM – APPROVED

The Vermont State Colleges Board of Trustees met on Wednesday, April 29, 2020, via ZOOM.

Board members present: Churchill Hinde (Chair), Janette Bombardier, Megan Cluver, Lynn Dickinson, Peg Flory, Dylan Giambatista, Izzy Gogarty, Adam Grinold, Bill Lippert, Karen Luneau, Jim Masland, Linda Milne, Mike Pieciak, David Silverman

Presidents: Elaine Collins, Joyce Judy, Pat Moulton, Karen Scolforo

Chancellor's Office Staff: Jeb Spaulding, Chancellor
 Donny Bazluke, Network/Security Analyst
 Kevin Conroy, Chief Information Officer
 Todd Daloz, Associate General Counsel
 Jen Porrier, Administrative Director
 Meg Walz, Director, Program Manager
 Steve Wisloski, Chief Financial Officer
 Sophie Zdatny, General Counsel
 Yasmine Ziesler, Chief Academic Officer

From the Colleges: Laura Jakubowski, Chief Budget & Finance Officer, Castleton
 Maurice Ouimet, Dean of Enrollment, Castleton University
 Andy Pallito, Dean of Administration, Community College of Vermont
 Sharron Scott, Dean of Administration, Northern Vermont University
 Littleton Tyler, Dean of Administration, Vermont Technical College
 See attachment for further attendees

From the Public: *See attachment for attendees*

Chair Hinde called the meeting to order at 7:03 p.m.

Chair Hinde welcomed everyone. He indicated that the Board would go into Executive Session immediately and when they came out they would be conducting business. He also noted that in the meetings over the past ten days there had been a significant amount of time dedicated to public comment, and therefore tonight there would be a limited amount of time for public comment.

Executive Session

At 7:07 p.m. Trustee Dickinson moved that the VSC Board of Trustees enter executive session pursuant to 1 V.S.A. § 313(a)(1)(F), for the purpose of receiving confidential attorney-client communications made for the purpose of providing professional legal services; because premature general public knowledge of these discussions would place VSC at a substantial disadvantage, it is appropriate for the Committee to enter executive sessions. Trustee Dickinson further moved that the Board enter executive session pursuant to 1 V.S.A. § 313(a)(3) to discuss the employment of a public officer. The motion stated that the Board would make any final decision regarding any such public officer in an open meeting and would explain the reasons for this final decision during the open meeting. The motion stated that the Board did

not anticipate taking any action during executive session. Along with the members of the Board present at the meeting, the Board invited the Chancellor and VSC Associate General Counsel to attend portions of the executive session.

Trustee Masland seconded the motion and it passed unanimously.

The Board exited executive session at 9:39pm. Trustee Flory did not return to public session. Chair Hinde called public session to order at 9:43pm

Chancellor's Resignation and Appointment of Interim Chancellor

Trustee Dickinson read Resolution 2020-001 (see attached).

Trustee Dickinson moved that the Vermont State Colleges System Board of Trustees accept the Chancellor's resignation, effective immediately; and further that the Board adopt the Resolution as read, appointing VSCS General Counsel Sophie Zdatny as Interim Chancellor, to lead the Vermont State Colleges System until a longer-term Interim Chancellor can be selected. The Board believes Ms. Zdatny is the best person to lead the System at this time. Trustee Dickinson further moved that the VSCS Board Chair, in consultation with the Interim Chancellor, support an orderly transition between the outgoing Chancellor and the Interim Chancellor, including waiving the 90-day notice provision of the outgoing Chancellor's appointment.

Trustee Luneau seconded the motion for approval of Resolution 2020-001.

Trustee Giambattista stressed that there be an openness, candor and willingness to take feedback in the public process going forward that encourages campus communities to participate. Trustees Silverman, Milne and Pieciak thanked former Chancellor Spaulding for his service and good work during a difficult time and welcomed Interim Chancellor Zdatny. **The motion passed unanimously.**

Outgoing Chancellor Spaulding made a statement. (See attachment.) Chair Hinde thanked Jeb Spaulding for his service and hard work and wished him well in his future.

Chair Hinde stated that Castleton University President Karen Scolforo had offered her resignation and thanked her for her service. President Scolforo made a brief statement sharing that her last day will be May 31, 2020. She thanked the Chair and the Board and faculty and staff for their support.

Search for Interim Chancellor

Chair Hinde asked the Board if they would like to act this evening to commission the search for an Interim Chancellor or if they would like to wait until a later date. Trustee Bombardier would like to ensure that there is a conversation about what the search looks like. Trustee Grinold concurred. Chair Hinde said that commissioning the search begins the conversation on what the search looks like.

Trustee Dickinson moved that the Vermont State Colleges System Board authorize the VSCS Board Chair, in consultation with the Interim Chancellor, Board of Trustees and others, to

establish and carry out a process for identifying and interviewing a candidate or candidates for a long-term Interim Chancellor. Trustee Luneau seconded the motion.

Trustee Gogarty inquired what the position would look like if the Chancellor's Office was reconfigured and if that would be a discussion for the Board and Trustee Giambatista confirmed that the intent is to have public input, including from the campuses. Chair Hindes answers in the affirmative to both questions. **The motion passed unanimously.**

Comments from the Public:

Chief Academic Officer Dr. Yasmine Ziesler reviewed the process to sign up to make a public comment and provided the link for people to sign up to do that

The Trustees and the Chancellor took questions and comments from the members of the media and the public for fifteen minutes. The list of those that shared a public comment is attached.

A recording of the meeting can be found at: https://www.youtube.com/watch?v=gLJlf2M_Pcw

Chair Hindes adjourned the meeting at 10:33 p.m.

Registration Report

Report Generated: #####

Topic: Webinar IC Scheduled Duration (hr) # Registered # Cancelled # Approved # Denied
 Board of Trustees 1969-1495-1 ##### 180 59 0 59 0

Attendee Details

First Name	Last Name	Email	Organization	Job Title	Registration	Approval Status
Zoe	Newmarco	zoe@ourh	White River	Journalist	#####	approved
Veronica	Golden	vgolden@v	Vermont T	Cataloger,	#####	approved
Cyndi	Miller	cyndi.mille	AFT Vermc	Field Repre	#####	approved
BETH	WALSH	Beth.Walsl	Northern \	Director of	#####	approved
Linda	Olson	linda.olson	Castleton U	Professor	#####	approved
Dottie	Dearborn	dottie.dear	Northern \	Financial A	#####	approved
Joye	Lyon	joye.lyon@	Northern \	Associate I	#####	approved
Beth	Foy	bethfoy@e	Town of Jo	Concerned	#####	approved
Andrew	Lafrenz	andrew.laf	NVU Johns	Coordinatc	#####	approved
Sharron	Scott	Sharron.Sc	Northern \	Dean of Ac	#####	approved
Mia	Blackwell	mia.blackw	NVU-J	Student	#####	approved
Patrick	Bell	patrick.bel	NVU	Student	#####	approved
Terrence	Straight	tw09290@	Northern \	Student	#####	approved
michele	feiner	michele.fe	NVU - Johr	Coordinatc	#####	approved
Karen	Tetreault	ktetreault@	VTC	Senior Staf	#####	approved
Christina	Cotnoir	christina.c	NVU-Lyndc	Asst. to the	#####	approved
Nolan	Atkins	nta12290@	NVU	Provost	#####	approved
Barbara	Martin	barbara.m	CCV	TWA, retir	#####	approved
Leah	Hollenberg	Leah.Holle	Northern \	Developm	#####	approved
David	Pasiak	david.pasi	Northern \	Head Men'	#####	approved
Rebecca	Flieder	raf01010@	Basement	Editor in Cl	#####	approved
Tara	Nelson	tjn06080@	NVU-Lyndc	SHAPE Coc	#####	approved
Carrie	Koniuto	carrie.koni	Northern \	Campus Vi	#####	approved
Curtis	Ostler	curtis.ostle	Vermont T	Associate I	#####	approved
Alexandra	Huff	axh06010@	Northern \	Student; E	#####	approved
Chassidy	King	chassidy.ki	VSC	Accounts P	#####	approved
Sheyenne	Miller	srm12151@	Vermont T	Student	#####	approved
Michelle	Fairbrothe	mlfair13@	VT Citizen	VT Citizen	#####	approved
Donny	Bazluke	Deb10030@	VSCOC	Donny's iP	#####	approved
Keith	Whitcomb	keith.whitc	Rutland He	Reporter	#####	approved
Tyler	McInnis	Txm02141	Nvu	Alumni	#####	approved
Ellery	Kiefer	ellerykief	Student	Student	#####	approved
Andrea	Silva McMi	andreamcr	Self Emplo	Faculty Wr	#####	approved
Maurice	Ouimet	maurice.ou	Castleton U	Dean of En	#####	approved
ERIN	BROWN	brown@w	WCAX-TV	NEWS REP	#####	approved
Sandra	Noyes	Sandra.No	NVU-J	Office Mar	#####	approved
Lori	Arner	lori.arner@	Castleton	Registrar	#####	approved
anthony	baraw	anthony.ba	NVU	assistant d	#####	approved
Michael	Fox	michael.fo	Northern \	Dean of En	#####	approved
Devin	Bates	dbates@m	Local 22 &	Reporter	#####	approved
Jonathan	Spiro	jonathan.s	CU	Interim Prc	#####	approved

Jonathan	Wolff	jwolff@pri	Primmer P Governme	#####	approved
Margo	Warden	margo.war	nvu director of	#####	approved
Nathaniel	Ball	nball@vtc.	Vermont T Asst Direct	#####	approved
Kyle	Amadon	amadonky	NVU-Lynde Alumni Coi	#####	approved
Littleton	Tyler	LTyler@vtc	Vermont T Dean, Adm	#####	approved
Debbie	Swartz	dswartz@v	VTC Professor	#####	approved
Karen	Madden	karen.mad	NVU-J Director	#####	approved
Lola	Duffort	lduffort@v	VTDigger.c Reporter	#####	approved
Bridget	Hamel	Blh09260@	Johnson Johnson st	#####	approved
Steven	Howard	showard@	VSEA Executive I	#####	approved
Penny	Howrigan	Penny.Hov	Northern \ Associate I	#####	approved
Steve	Cormier	scormier@	Radio Vern General m:	#####	approved
Nolan	Atkins	nolan.atkir	NVU provost	#####	approved
Kelley	Beckwith	kelley.beck	Castleton l Director of	#####	approved
Hope	Waterfield	hopew6@v	DHMC Data Mana	#####	approved
Leslie	Kanat	les.kanat@	NVUJ Professor c	#####	approved
John	Kascenska	kamountai	Burke Area President	#####	approved
mia	b	m14bl4ckv	NVU-J Student	#####	approved

VERMONT STATE COLLEGES SYSTEM

BOARD OF TRUSTEES

RESOLUTION 2020-001

Appointment of Sophie Zdatny as Interim Chancellor

- WHEREAS, The Vermont State Colleges System (VSCS) Board of Trustees is responsible under 16 V.S.A. § 2174, and under Article 3, Section 3, of the VSCS By-Laws for the appointment of a Chancellor; and
- WHEREAS, Outgoing Chancellor Jeb Spaulding has resigned, effective today, April 29, 2020; and
- WHEREAS, The Board intends to search for a long-term Interim Chancellor over the coming weeks; and
- WHEREAS, The outgoing Chancellor and the Chair of the Board recommend that the vacancy created for an Interim Chancellor be filled in the near-term by VSCS General Counsel, Sophie Zdatny; therefore, be it
- RESOLVED, That Sophie Zdatny be appointed as Interim Chancellor, with all the associated authority and responsibility of the office of Chancellor, from today, April 29, 2020, until the Board appoints a successor.

Approved: April 29, 2020

J. Churchill Hindes, Chair of the Board of Trustees

Chancellor Spaulding's resignation comments: April 29, 2020, Board of Trustees Zoom Meeting

Earlier today I submitted my letter of resignation to the Board of Trustees. This was my decision, based on the facts as I see them, and I am saddened by feeling the obligation to do so.

I have truly cherished the opportunity to serve as Chancellor of the Vermont State Colleges System. I am and will remain passionate about our mission. We are a diverse set of institutions, including Community College of Vermont, Vermont Technical College, Castleton University, and Northern Vermont University – all with multiple campuses or sites, - and as a group they have long provided access to high quality and affordable postsecondary education and training in all corners of the State. We are the extension of the public school system into the postsecondary years, proudly serving a wide range of students, all shapes, sizes and persuasions, from valedictorians to those who have struggled in school and, often, in life. We value and welcome them all – and relish their many successes. And, we are a critical pipeline delivering and supporting entrepreneurs and workers to power our state's economy. We are the economic, cultural, and community foundation of several rural parts of Vermont.

At the same time, we can not ignore the fact that higher education is in the midst of a major sea change. This is not the time to recite again all of the significant forces bearing down on us, they were well documented in the *Serving Vermont Students by Securing the Future of the Vermont State Colleges System* initiative and whitepaper last summer and fall. Related materials and the whitepaper are available on the VSC website. The fact that, just in Vermont in the past year, we will have had four private small, rural, tuition dependent, residential colleges close should make it clear to all that the forces are real and can be existential. And, that was all before COVID-19. If the VSCS is to continue our mission, it must find the ability to adapt and soon.

The enormous financial challenges facing of our Vermont State Colleges System are now more than ever front and center in the public and policy-makers' eyes. That, at least, is a good thing.

I believe that collectively we have accomplished a great deal during my chancellorship.

So, why then, am I submitting my resignation?

Clearly the process leading to my recommendations, later withdrawn, has not turned out well. I take full responsibility and apologize for that.

I have become more of a liability than an asset to the VSCS.

My ability to be an effective chancellor has eroded and I don't believe that can be repaired quickly, if ever. And the VSCS does not have time to find out. I would no longer be a welcome messenger and leader on our campuses, in the legislature, and elsewhere. That is not good for the VSCS, and what is good for the VSCS is the most important thing.

A week ago Monday, after considering the options available, I presented what I felt to be a challenging, but important plan to enable the VSCS to withstand the immediate and impending

challenges facing our colleges and universities. I made the strongest case I could that my recommendation was the best available option to preserve the entirety of the Vermont State Colleges System and that decisive action was necessary. Though dramatic, painful, presented under the cloud of the most stressed-out period of time in many generations, and raising many legitimate questions and concerns, I believed then and now that it was the best available path forward. Time will tell whether I was right or wrong. Either way, it became abundantly clear to me that my recommendations would not be able to move forward.

Legislative leaders have indicated they hope to come up with a one-year bridge funding plan that would keep the three campuses in question operational for at least the 2020-21 academic year while options and decisions about the future design of the VSCS are openly and thoroughly considered and crafted. The campuses do plan to stay open and are going all out to prepare for students, who they expect to be arriving and returning in August, finding new ways to adapt to meet, serve, and protect them... but without a clear commitment of additional support from the Legislature very soon, that effort becomes ever more difficult to sustain. The case is made. A clear response ASAP is necessary.

I laid out the best plan my team could develop in the situation we found ourselves in. There may be another way, possibly a better way to position and configure our colleges and university system for sustainability, but a fresh perspective and new leadership will be necessary to find and execute on that.

I acknowledge many people are disappointed with me and the process leading up to my recommendations, specifically the speed, perceived lack of transparency, and hurtful impacts on many people. Many, many people were caught off guard. Although I am confident I have stated clearly and publicly in recent weeks that due to COVID-19, we are experiencing the most serious financial challenges in VSCS history and I telegraphed that changes in our campus configuration would be likely, I did not detail publicly in advance the specific or extent of campus closures that I ultimately would recommend to the Board. I really am not sure there is a easy public and inclusive way to allow those kind of large scale, painful decisions to be considered and made in a timely manner. There may be one, I hope there is, but if there is, again, a fresh perspective and new leadership will need to find and execute on that.

The Vermont State Colleges System needs to move forward to confront the challenges ahead swiftly and boldly. I can not predict what the future will bring, but I do know effective and courageous leadership at all levels will be necessary to sustain the enterprise in some form.

Should it please the Board, I am confident Sophie Zdatny, VSCS current General Counsel, is more than capable of keeping our ship running smoothly and headed in the right direction, while our Board of Trustees identifies a strong longer-term interim chancellor in the coming days or weeks. Thank you for being willing to step up, Sophie...you are strong, smart, experienced and dedicated. If any of you have thoughts on who the right person might be to serve as a longer term interim, please share those with Chairman Hindes or other trustees.

I would like to thank my leadership team, the entire Office of the Chancellor, our college presidents, and the whole Vermont State Colleges family, including faculty, staff, alumni and the Board of Trustees, for their passion and perseverance on behalf of our students - past, present, and future.

The Vermont State Colleges System is way too important to be about any one person. What is important is preserving the mission: For the benefit of Vermont, the Vermont State Colleges system provides affordable, high quality, student-centered, and accessible education, fully integrating professional, liberal, and career study, consistent with student aspirations and regional and state needs.

I ardently wish the Vermont State Colleges System success in sustaining that mission, in whatever form or configuration it takes. Vermont's future depends on it.

4/29/20 Public Comment

Erin Brown

Cynthia Moulton

Rebecca Flieder

Lola Duffort

Andrea Silva McManus

Beth Foy