

**Minutes of the VSCS Board of Trustees Meeting held Thursday, June 18, 2020, at 1:00pm
via ZOOM – APPROVED**

The Vermont State Colleges Board of Trustees met on Thursday, June 18, 2020, via ZOOM.

Board members present: Churchill Hindes (Chair), Janette Bombardier, Megan Cluver, Ryan Cooney, Lynn Dickinson, Dylan Giambatista, Peg Flory, Bill Lippert, Karen Luneau, Jim Masland, Linda Milne (2:00 p.m.), Mike Pieciak, David Silverman

Absent: Adam Grinold

Presidents: Elaine Collins, Joyce Judy, Pat Moulton, Jonathan Spiro (Interim)

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

From the Colleges: Sarah Chambers, Coordinator of Instructional Technology, Castleton University
Michele Feiner, Coordinator of Disability Services, Northern Vermont University
Michael Fox, Dean of Enrollment & Marketing, Northern Vermont University
Veronica Golden, Hartness Library, Vermont Technical College
Laura Jakubowski, Chief Budget & Finance Officer, Castleton University
Karen Madden, Director of Academic Support Services, Northern Vermont University
Linda Olson, VP Education AFT-VT, Castleton University
Maurice Ouimet, Dean of Enrollment, Castleton University
Andy Pallito, Dean of Administration, Community College of Vermont
Steven Prochet, Librarian, Vermont Technical College
Sharron Scott, Dean of Administration, Northern Vermont University
Tyrone Shaw, Faculty, Northern Vermont University
Littleton Tyler, Dean of Administration, Vermont Technical College
Beth Walsh, President, VSCUP, Northern Vermont University

From the Public:

- Beige Berryman, Family of Emeritus recipient
- Cara Berryman, Family of Emeritus recipient
- Bruce Berryman, Faculty Emeritus recipient
- Nina Berryman, Family of Emeritus Recipient
- Tom Evslin, Community Member
- Beth Foy, Community Member
- Cyndi Miller, AFT Vermont
- Amy Nixon, Reporter, Caledonian Record

1. Welcome and Roll call

Chair Hindes called the meeting to order at 1:04 pm.

Chair Hindes made a statement to all attendees, see attachment 1.

Trustee Cluver moved to endorse the principle and practice of Black Lives Matter by flying the Black Lives Matter Flag on the VSC campuses. Trustee Pieciak amended the motion asking for notifications on the college websites, and the amendment was accepted. Trustee Silverman seconded the amended motion. The motion was approved unanimously.

2. Approval of Minutes of May 11, 2020 and June 1, 2020 Board Meetings

Interim General Counsel Todd Daloz explained that the May 11, 2020 minutes were being re-presented for approval, as the requested change made at the last meeting was reviewed and found to be unnecessary.

Trustee Pieciak moved and Trustee Masland seconded the approval of the minutes of May 11, 2020 and June 1, 2020. The minutes were approved unanimously.

3. Presentation of Faculty Emeritus to Dr. Berryman of Northern Vermont University

Northern Vermont University President Elaine Collins presented her recommendation of Faculty Emeritus Status for Dr. Bruce Berryman. His family also spoke on his behalf.

Trustee Pieciak moved and Trustee Masland seconded the approval of Resolution 2020-010, Emeritus Status for Dr. Bruce Berryman. The Resolution was approved unanimously.

4. Update from Interim Chancellor

Interim Chancellor Sophie Zdatny shared that the VSC received just over \$12 million in Coronavirus Relief Funds (CRF) for fiscal year 2020. The VSC is waiting on the Agency of Administration to provide guidance on how the funds can be spent. Additionally, last year's base appropriation of about \$30 million is being rolled forward and the VSC will be receiving 25% of that in one piece in July, which will assist with liquidity.

5. Update from the Chair

- a. Board of Trustees 2020-2021 Calendar discussion/approval
- b. Lake Morey Discussion

c. Update from Ad Hoc Search Committee

Chair Hindes shared that at this annual meeting of the Board, the elected officers are all approved. Chair Hindes also welcomed new Trustee Ryan Cooney, a student from Vermont Technical College. Chair Hindes shared the new 2020-2021 calendar of Board and Committee meetings and discussed the logistics of the upcoming Board Retreat at Lake Morey in September. It was decided that meeting would not take place at Lake Morey this year, and remote or in-person options for the meeting would be determined later.

Trustee Masland moved that the Board accept the proposed 2020-2021 Calendar. Trustee Silverman seconded the motion with the understanding that the approach for the September Retreat would be determined later. The motion was approved unanimously.

Chair Hindes explained that the purpose of the Ad Hoc Search Committee is to guide the search for the Interim Chancellor. He shared that there have been quite a few well-attended meetings and productive discussions. A forum intended to gather input from faculty, staff, students and community members will be held on June 23 via Zoom, and an online survey has been created to reach those unable to attend the forum. He anticipated the Committee's work would be completed in a matter of weeks.

6. Report of the Audit Committee

Trustee Milne shared that the Audit Committee had met with O'Connor & Drew, the VSC's outside auditing firm, in preparation for the FY2020 audit that begins this month. The audit planning will be completed remotely. Trustee Milne identified staff changeovers in the finance department, payroll implementation, revenue questions related to COVID financial assistance, and debt refinancing as issues to be considered as part of the audit.

7. Report of the Finance and Facilities Committee

- a. Approval of Grants and Castleton Endowment
- b. Approval of Banking and Investment Resolution
- c. Approval of Resolution Temporarily Waiving Policy 410, Financial Aid and Other Financial Awards
- d. Approval of Resolution Temporarily Waiving Policy 433, Debt Management
- e. Approval of Resolution Adopting FY21 Transitional Budget

Trustee Silverman moved and Trustee Cooney seconded the motion to approve the Elaine H. and Sok Nam Ko International Student Scholarship Fund. The motion was approved unanimously.

Trustee Silverman moved and Trustee Masland seconded the motion to approve the CU CARES Act Institutional Grant, CU CARES Act Student Aid Grant, NVU CARES Act Institutional Grant, NVU CARES Act Student Aid Grant and VTC SBDC Grant. The motion was approved unanimously.

CFO Wisloski stated that the Governor's recent approval of the additional \$12.5 million in CFR funds for the VSC would be provided as a grant, so the Board would need to accept the grant per Policy 408. Interim General Counsel Daloz suggested that the Board could waive the procedural requirements of Policy 408 and accept the funds.

Trustee Milne moved and Trustee Masland seconded the motion to approve the receipt of the CARES Grant by the Interim Chancellor after review and approval by the Treasurer and Chair of the Finance and Facilities Committee. The motion was approved unanimously.

Trustee Silverman moved and Trustee Milne seconded the motion to approve Resolution 2020-005, Annual Banking and Investment. The motion was approved unanimously.

Trustee Silverman moved and Trustee Dickinson seconded the motion to approve Resolution 2020-006, Waiver of Policy 410, Financial Aid and Other Financial Awards for Fiscal Year 2020. The motion was approved unanimously.

Trustee Silverman moved and Trustee Milne seconded the motion to approve Resolution 2020-007, Waiver of Level or Declining Debt Service Requirement of Policy 433, Debt Management Policy. The motion was approved unanimously.

Trustee Silverman moved and Trustee Flory seconded the motion to approve Resolution 2020-008, FY2021 Vermont State Colleges System Transitional First Quarter Budget. The motion was approved unanimously.

8. Report of the Education, Personnel, and Student Life Committee
 - a. Approval of VSC Faculty Fellow Dr. Greg Petrics
 - b. Approval of Classroom Recording Policy
 - c. Colleges to provide updates on plans to return students and employees to campuses

NVU President Collins presented Dr. Greg Petrics for VSC Faculty Fellow.

Trustee Masland moved and Trustee Flory seconded the motion to approve Dr. Greg Petrics as a VSC Faculty Fellow. The motion was approved unanimously.

Chief Academic Officer Yasmine Ziesler described the new Classroom Recording Policy 112 which will make clear that classroom recordings are an educational record protected by FERPA. New software will soon be implemented along with training to help communicate this policy. Since the EPSL Committee voted to recommend approval of the policy, it has been reformatted and numbered, and it has been amended to authorize the Chancellor to develop implementing procedures to adapt the policy to evolving practice in classrooms.

Trustee Flory moved and Trustee Masland seconded the motion to approve Policy 112 on Classroom Recording. The motion was approved unanimously.

The Presidents provided updates on planning for the Fall semester. Castleton University Interim President Jonathan Spiro shared that CU employees were invited to return to campus this week. CU will start the fall semester one week early on August 18, 2020, eliminate the fall break, and then end in-person instruction at Thanksgiving and send the students home to complete the semester remotely. Vermont Technical College President Pat Moulton shared that Vermont Tech will start their semester on August 24th, eliminate fall break, send the students home at Thanksgiving, then finish the semester with remote instruction. Out of state students will arrive one week early and receive testing from Gifford Medical Center using grant funds to pay for the testing. Vermont Tech is implementing PPE usage, social distancing and plexiglass barriers

where needed. Northern Vermont University President Elaine Collins shared that NVU will also start the fall semester on August 18th, eliminate the fall break and send the students home for Thanksgiving, finishing out the semester, including finals remotely. NVU intends to provide only single room occupancy for its residential students. Community College of Vermont President Joyce Judy shared that CCV has 332 classes to offer online this fall. CCV is also offering both synchronous and hybrid courses as part of its experience as this will limit its in-person classroom offerings.

9. Report of the Long Range Planning Committee
 - a. Update presentations by each President
 - i. NVU: NVU Strong Advisory Committee
 - ii. VTC: Transition Action Task Force
 - iii. Castleton
 - iv. CCV

NVU President Collins gave an update from the final meeting of the NVU Strong Advisory Committee. The details of the Committee's recommendations can be found at <https://strong.northernvermont.edu>. The vision for the future that has emerged from the committee is for a learning and working community. NVU envisions working closely with key industry sectors, attracting students with relevant degree programs and providing a thriving NVU learning and working community to strengthen and revitalize the region's economy and workforce.

Vermont Tech President Moulton shared that the Vermont Tech Transition Advisory Task Force will be submitting its recommendations to her by July 15, 2020, after which VTC would be developing an implementation process. President Moulton also provided information about a task force comprised of community members and volunteers to explore options for VTC's agricultural program.

CU Interim President Spiro shared that CU has 16 committees working on the many details of reopening in the fall. He also shared that while campus visits are down 47% (due to COVID), deposits are only down by 6% and he views this optimistically.

CCV President Judy shared that CCV is focused on supporting the work of the other institutions and focusing on the clear pathways CCV provides to the other VSC institutions. CCV also meets the challenge of offering classes in ways that meets the needs of the students, such as synchronous and hybrid classes.

10. Consideration of Additional Resolutions

Chair Hinds moved and Trustee Cooney seconded the motion to approve Resolution 2020-011, Resolution Honoring the Service of Stephen T. Wisloski. The Resolution was approved unanimously.

Chair Hinds moved and Trustee Dickinson seconded the motion to approve Resolution 2020-012, Resolution Honoring the Service of Trustee Margaret "Peg" Flory. The Resolution was approved unanimously.

11. Comments from the Public

Tyrone Shaw read a statement to the Board. See attachment 2.

12. Other Business

There was no other business.

Executive Session

At 4:05 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; and § 313(a)(1)(E) to discuss pending civil litigation to which the VSC is a party; because premature general public knowledge of these discussions would place VSC at a substantial disadvantage, it is appropriate for the Board to enter executive sessions. Trustee Dickinson further moved that the Board enter executive session pursuant to 1 V.S.A. § 313(a)(2) to discuss negotiating or securing real estate purchase or lease options and 1 V.S.A. § 313(a)(3) to discuss the employment of a public employee. 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. Along with the members of the Board present at the meeting, the Board invited the Interim Chancellor, The Presidents and Deans of Administration for Vermont Tech and Northern Vermont University and Interim General Counsel to attend portions of the executive session. Trustee Flory seconded the motion and it passed unanimously.

The Board exited Executive session at 5:25 p.m. and took no further action. Trustees Dickinson and Luneau were absent upon the Board's return.

13. Training Sessions

- a. VSC Policy 316, Protection of Minors and Mandatory Reporting of Child Abuse and Neglect
- b. Fiduciary Duties and Conflicts of Interest

Interim General Counsel Daloz provided the Trustees with a training on VSC Policy 316 and Fiduciary Duties of the Board.

Chair Hindes adjourned the meeting at 5:56 pm.

CHAIRS REMARKS TO VSC BOARD OF TRUSTEES – JUNE 18, 2020

To begin, I would like to acknowledge the chapter being written currently across Vermont and our nation. That new chapter is more important than any item on our agenda today.

Aliens from another planet might describe we humans as “A clever species; but, my how they do *look down on one another.*”

It happens everywhere— Yankees fans frown on Red Sox followers; Trump loyalists have a hard time understanding Obama devotees; White collars lord over Blue collars; Sophisticates snub Bumpkins and so forth.

From where I sit, conflicts among people of different faith traditions; and discord between white people and people of color are the worst examples of our propensity to look down on one another—and to *hold* people down; keeping them down in *economic, social* and *physical* ways.

Racism, especially mean-spirited racism and the false supremacy of white privilege have been woven into our American lives from our earliest days. Not uniquely American by any means; but nonetheless, deeply American and troublesomely American.

I saw it (and in retrospect shamefully tolerated it) during the late 1950’s and early 60’s when I was growing up in deeply divided and deeply troubled Washington DC. Racism and privilege were normalized by my parents—bitterly and aggressively by my father, more gently and softly by my mother. Tolerance in my family meant being polite to our all-white neighbors who didn’t have Anglo-Saxon surnames—but not going into their homes. There were 1,200 boys in my first high school—you could turn page after page of our yearbook without seeing anyone other than my white classmates. The kids who didn’t look like us; most of them went to the decrepit public schools.

When my family moved to Vermont, I learned that you didn’t need to live among people of color to sense racial bias. It was here too. During my senior year at St. Michaels College, I did my final social sciences study on the “Irasburg Affair”—Mimi and I drove up to the NEK to see firsthand the evidence of Vermont-style mean-spirited white privilege and racism.

Personally, I like to think I’ve gotten beyond my early growing up experiences at my family’s dining table—heck, Mimi and I raised a multi-racial family. But, my personal efforts to be—and behave how I want to be... Well, it’s not unlike my achy back. I can go for a long time being carefully sensitive and respectful of my back—but then “pop” and out it goes, and I know the ache was lingering there all along. Formative perspectives learned in childhood are similarly resilient and durable. It has proven to be a lifelong challenge to lock down those unfortunate experiences of 60+ years ago—to not allow them to taint my views today.

The Vermont State Colleges System inevitably harbors some degree of white privilege-ism and racism. It is undeniable. But inevitability and undeniability cannot mean resignation. We can't shrug our shoulders and say, "It's always been here. Can't do anything that will make it go away". As trustees, we are duty bound to look at it squarely, "Yes, racial bias is here, tenaciously and durably here—but it is wholly contrary to what we are about—as leaders, scholars and learners."

As trustees it is for us to lead the way. To look at each member of our VSC community eye to eye, to stand with each other shoulder to shoulder, to move forward together stride by stride. To commit to temper our use of second person language--no longer "*those* students, *those* faculty, *those* staff". We need to broaden our use of the first person—"our students, our faculty, our staff". No longer should we say, "we think *they* do pretty well here", rather "we know *we* all do well here".

Within our VSCS communities are individuals, small groups, micro-communities (if you will) of people of color who are too often disappointed and chagrined; and there are times when they are hurting and worried. It would be naïve to think otherwise. As trustees, I believe we should demonstrably commit to respect, embrace and support them and to understand and lessen their frustrations and anxiety. If we do that well, we will deserve a share in the writing of this extraordinary chapter for our state and nation.

By the time the late 1960's came around, I had changed, was joining marches, and we sang "We shall overcome, we shall overcome *some day*". Today we are still yearning for that "some day".

Juneteenth was 155 years ago tomorrow. Maybe the time has come for a new Juneteenth. A re-proclamation, this time with genuine justice and freedom. We need our "some day" very soon.

Black - Lives - Matter.

As your chair, I encourage each of our campuses and VSC locations to demonstrate sensitivity and solidarity and welcoming by prominently flying the Black Lives Matter flag or through other similarly prominent means.

And, I would welcome a motion by this board to that effect.

Thank you.

Church Hindes, Chair

Tyrone Shaw Comments to Board 6.18.20

Thank you for the opportunity to speak with you today. We are no strangers to each other as I have appeared respectfully before you multiple times over the years. We have been allied in a common cause – serving the people of Vermont by protecting and nurturing the Vermont State Colleges. I'm here not as an adversary, but to deliver a message should you not have heard it. I am also here with a few asks:

First, there is a matter of broken trust and broken hearts. I ask that you understand the level of mistrust that many of us at NVU now feel towards this board and the office of the chancellor, which until last September we had regarded as supportive friends, certainly not as potential executioners. We do not believe the former chancellor would have proffered his proposal to remove meaningful access to public higher education in the northern tier of Vermont without consultation with the board.

So, why the broken trust? First was the floated rumor of closing the NVU-Lyndon campus; second, the former chancellor's proposal to close NVU entirely and the Randolph campus of Vermont Tech. By now you are aware of the consequences to enrollment, not to mention the public outpouring of dismay and anger around that proposal, all playing out against the unprecedented challenges of COVID-19.

Considering the damage done and the need to restore shattered trust, you can make concrete gestures to begin the healing. It can begin by unequivocally stating your support for NVU going forward. Such a statement is important for not only the students, staff, faculty and administration of NVU, but for all of the stakeholder communities.

We have earned that support, in our less than two years of existence, having met every benchmark, done everything that has been asked of us. As further proof, the proposals of our NVU Strong advisory committee unveiled a vision today that would radically redefine the role of our university within the community, completely restructure academic programs, and provide a doable 3-year path to graduation with minimal debt.

Two years ago at the trustees' annual retreat at Lake Morey, the chair of this board said, and I am quoting now, "We will not let NVU fly into the side of a mountain." Please honor that promise. Given the events of the past 10 months, it appears there is a very real danger of being shot down long before reaching that mountain.

All of this is fraught – for this board, for all of us. Again, I have seen successive chancellors, boards, students, faculty, staff and administrations struggling with severe underfunding of a manifest public good. What does it say about us as a so-called enlightened society when we spend twice as much for corrections as we do for public higher education?

What does it say about us when we are second-to-last in the nation in terms of state funding for higher education?

If there are any silver linings to be had, I suspect we share common hopes: that the Legislature and the people of Vermont will finally understand what decades of underfunding have wrought; that as a result a way will be found to fund public higher education sustainably, and finally, I hope for radically re-

imagined public higher education that will provide meaningful access to affordable high quality education throughout the state.