

Minutes of the VSCS Board of Trustees Meeting held Monday, November 16, 2020, at 1:00pm via ZOOM – APPROVED

The Vermont State Colleges Board of Trustees met on Monday, November 16, 2020, via ZOOM.

Board members present: Lynn Dickinson (Chair), Janette Bombardier, Megan Cluver, Ryan Cooney, Dylan Giambatista, Adam Grinold, Bill Lippert, Karen Luneau, Jim Masland, Mary Moran, Mike Pieciak (2:04 p.m.), David Silverman, Shawn Tester (1:30 p.m.)

Absent: Linda Milne

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

Chancellor's Office Staff: Donny Bazluke, Network/Security Analyst
Kevin Conroy, Chief Information Officer
Renee Hunt, Controller
Katherine Levasseur, Director of External and Governmental Affairs
Katrina Meigs, System Director of HR and Benefits Administration
Jen Porrier, Administrative Director
Kathryn Santiago, Assistant General Counsel
Sharron Scott, Chief Financial/Operations Officer
Patty Turley, General Counsel
Meg Walz, Director, Program Manager
Sophie Zdatny, Chancellor
Yasmine Ziesler, Chief Academic Officer

From the Colleges: Sarah Chambers, Coordinator of Instructional Technology, Castleton University
Bryce Diggs, Student, Castleton University
Chris Gilmore, Director of Athletics, Northern Vermont University
Laura Jakubowski, Chief Budget & Finance Officer, Castleton University
Sara Lussier, Faculty, Northern Vermont University
Karen Madden, Director of Academic Support Services, Northern Vermont University
Kathleen Mason, Coordinator of Diversity, Equity and Inclusion, Vermont Technical College
Tom Mauhs-Pugh, Provost, Castleton University
Linda Olson, VP Education AFT-VT, Castleton University
Andy Pallito, Dean of Administration, Community College of Vermont
Patricia Shine, Faculty, Northern Vermont University

Ayo Shokeye, Student, Northern Vermont University
Miles Smith, Assistant Director of Athletics, Northern Vermont University
Sabra Anne Snyder, Student, Northern Vermont University
Toby Stewart, Dean of Administration, Northern Vermont University
Devyn Thompson, Student, Northern Vermont University
Littleton Tyler, Dean of Administration, Vermont Technical College
Jamey Ventura, Associate Dean of Athletics, Northern Vermont University
Beth Walsh, President, VSCUP, Northern Vermont University
Cynci Watkins, Student, Vermont Technical College

From the Public:

Michael Alcamo, External Consultant
Nicholas DiGiovanni, Esquire, External Labor Counsel
Lola Duffort, Reporter, VT Digger

1. Chair Dickinson called the meeting to order at 1:03 pm.
2. Approval of Minutes
 - a. October 16, 2020 Regular Board Meeting
 - b. October 29, 2020 Special Board Meeting

Trustee Moran moved and Trustee Grinold seconded the motion to approve the minutes from October 16, 2020 and October 29, 2020. The motion was approved unanimously.

3. Chancellor's Update

Chancellor Zdatny reported that the Legislative Select Committee received the Draft Outline Report from NCHEMS, the external consulting firm retained to assist the Select Committee. This report was discussed at the November 9th Select Committee meeting and based on that discussion there will be an added Select Committee meeting to be held on November 23rd, in addition to the November 30th meeting currently scheduled. The final report will be issued on December 4th and the VSCS Board of Trustees will meet on December 7th. The Draft Outline Report contains several recommendations that the VSCS is already working on including standardizing core education programs, collaborating on programs between Northern Vermont University and Castleton University, and moving to a system-wide budget, among others. Chancellor Zdatny then shared that the VSCS met with the Administration on November 13th to discuss the VSCS's Capital Bill request. The VSCS's appropriation request is due on November 20th and will be discussed at a November 23rd meeting with the Administration.

Trustee Cluver moved that the Board direct the Chancellor to work, in consultation with the Presidents, on developing an implementation plan and the decision structure necessary to move forward upon completion of the Select Committee's report. Trustee Luneau seconded the motion and it passed unanimously.

A robust discussion followed regarding the broad nature of the report and the strategy of the VSCS for determining the direction and focus for action.

4. Report from the Education, Personnel and Student Life Committee
 - a. Approval of revisions to VSC Policy 208: *Criminal Background Checks*

Chief Academic Officer Dr. Yasmine Ziesler updated the Board briefly on the 2020 cycle of the “PreCIP” process. Given the pandemic, the review process was modified and only a limited number of programs have completed reports for this year. These will be reviewed, and the results shared with EPSL at its next meeting.

General Counsel Patty Turley then reviewed the proposed revisions to VSC Policy 208: Criminal Background Checks. The current policy of the VSCS requires all new employees to undergo fingerprint-supported background checks, which is a lengthy process with significant delays. The proposed changes allow the system to use other background check options, including online services. These changes provide greater flexibility and the receipt of more timely results. The policy revisions create flexibility while still maintaining necessary protections.

Trustee Moran moved and Trustee Silverman seconded the motion to approve the revisions to VSC Policy 208: Criminal Background Checks. The motion was approved unanimously.

5. Report from the Long Range Planning Committee
 - a. Approval of Chancellor’s Recommendations for Strategic Action in 2020-2021

Chancellor Zdatny explained that, based on the Strategic Priorities adopted by the Board at its October 16, 2020 meeting, the Chancellor, in consultation with the Council of Presidents, is recommending that the VSCS focus on particular strategic initiatives, with measurable key performance indicators, for the current academic year.

Trustee Bombardier moved and Trustee Moran seconded the motion to approve the Chancellor’s Recommendations for Strategic Action in 2020-2021. The motion was approved unanimously.

6. Report of Finance and Facilities Committee
 - a. Approval of the FIPSE Grant
 - b. Approval of FY21 Budget
 - c. Discussion of tuition and fees for 2021-2022
 - d. Review of VSCS capital bill and state appropriation request

Trustee Silverman reminded the Board that the system-wide FIPSE grant supports the VSCS Strong Project and is designed to improve Vermont high school to college continuation rates through expanded dual enrollment programming, targeted professional development, and strategic investments in technology that will improve distance learning throughout the VSCS.

Trustee Silverman moved and Trustee Grinold seconded the motion to approve the FIPSE Grant. The motion was approved unanimously.

Trustee Silverman moved and Trustee Masland seconded the motion to approve Resolution 2020-022 FY2021 Vermont State Colleges System Annual Operating Budget. The motion was approved unanimously.

Chancellor Zdatny shared an FY2022 early budget estimate snapshot and discussed the estimated budget gap of between \$42 and 47 million dollars. This early snapshot assumes several factors: no increase in tuition or room and board, bargained-for faculty wage increases, fulfilling the debt service obligation, and meeting the standard requirements for capital maintenance. The Chancellor reinforced that the VSCS will work closely with the Board, member institutions, Governor and Legislature as direction is received from the Select Committee. On Friday, November 20, the VSCS will submit its State Appropriation request for a combination of base appropriation and bridge funds necessary to operate the VSCS in FY2022.

7. Report of the Audit Committee
 - a. Approval of FY2020 Draft Audited Financial Statements

Chief Financial and Operating Officer Sharron Scott shared that the Audit Committee last met October 29th and heard a report from auditors O'Connor & Drew that they had completed a clean audit.

Trustee Dickinson moved and Trustee Giambatista seconded the motion to approve Resolution 2020-020 Acceptance of the FY2020 Draft Audited Financial Statement. The motion was approved unanimously.

8. Presentation by Nicholas DiGiovanni, Esq. regarding VSCS's Collective Bargaining Agreements

Chancellor Zdatny introduced Nicholas DiGiovanni, who provided an educational presentation on the VSCS's collective bargaining agreements.

Executive Session:

At 2:44 p.m. Trustee Cluver moved that the VSCS Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(1)(B) to discuss labor relations agreements with employees; and 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. The motion stated that because premature general public knowledge of these discussions would place the VSCS at a substantial disadvantage it was appropriate for the Board to enter executive session. Along with the members of the Board present at the meeting, the Board invited the Chancellor, the Presidents, VSCS Chief Financial Officer, VSCS Chief Academic Officer, VSCS General Counsel, System HR Director, Director of External and Governmental Affairs, and outside labor counsel Nicholas DiGiovanni to attend. Trustee Moran seconded the motion and it passed unanimously.

The Board exited Executive session at 3:48 p.m.

The Board took a 10-minute break.

9. Presentation by Michael Alcamo, regarding VSC's Educational Broadcast Spectrum Licenses

General Counsel Patty Turley advised the Board that the VSCS holds three licenses registered with the FCC for Educational Broadband Services Spectrum. Ms. Turley then introduced Michael Alcamo who shared more information about the history of the licenses and recent regulatory changes at the FCC. A revision to VSC Policy 427: Leasing of Educational

Broadband Services Spectrum was proposed as the current policy only allows leasing of licenses and the revisions to the policy will allow for the sale of the licenses, consistent with FCC regulations.

Executive Session:

At 4:21 p.m. Trustee Cluver moved that the VSCS Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(1)(A) to discuss contracts to which the VSCS may be a party; and 1 V.S.A. § 313(a)(1)(E) to discuss pending or probable civil litigation to which the VSC may be a party; and 1 V.S.A. § 313(a)(1)(G) to negotiate or secure lease options; and 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. The motion stated that because premature general public knowledge of these discussions would place the VSCS at a substantial disadvantage it was appropriate for the Board to enter executive session. Along with the members of the Board present at the meeting, the Board invited the Chancellor, the Presidents, VSCS Chief Financial Officer, VSCS General Counsel, Director, Director of External and Governmental Affairs, and consultant Michael Alcamo to attend. Trustee Moran seconded the motion and it passed unanimously.

The Board exited Executive Session at 4:47 p.m.

Trustee Moran moved and Trustee Cooney seconded the motion to approve the revisions to VSCS Policy 427: Leasing of Educational Broadband Spectrum. The motion was approved unanimously.

10. Presentation by VSCS Social Justice on diversity, equity and inclusion initiatives across the VSCS

Chair Dickinson welcomed Kathleen Mason, Coordinator of Diversity, Equity and Inclusion at Vermont Technical College who introduced the following students: Bryce Diggs, Castleton University, Ayo Shokeye, Northern Vermont University, Sabra Anne Snyder, Northern Vermont University, Devyn Thompson, Northern Vermont University, and Cynci Watkins, Vermont Technical College. The students shared their experiences and perspectives on racial justice on campuses. The students concluded their discussion with a list of asks and a recommendation for the Board, as follows:

- *Recruit, hire, & retain more racially diverse staff, administration and faculty members.*
- *Provide regular education & trainings for staff, administration and faculty members on issues of racial justice & white supremacy.*
- *Establish groups and spaces on each campus specifically for students of color.*
- *Offer more courses that specifically address diversity, multi-culturalism, and anti-racism.*
- *Make racism/multi-culturalism courses a core requirement for Gen Ed programs, especially if the VSC establishes a unified Gen Ed program.*
- *Help all faculty members to incorporate more racially diverse materials into their curricula.*
- *Have the Chancellor's Office and the Board of Trustees keep racial justice as a priority in all of their work and increase the racial diversity of the Board and Office of the Chancellor.*

- *Have the Board of Trustees make each campus create an Anti-Racist Pledge for all faculty and Staff and students.*

11. Additional Business

Chancellor Zdatny asked for a vote to approve the addition of two board meetings on Friday January 15, 2021 and Monday February 22, 2021 to the calendar.

Trustee Silverman moved and Trustee Cooney seconded the motion to approve the addition of Board meetings on January 15, 2021 and February 22, 2021. The motion was approved unanimously.

12. Comments from the Public

There were no comments from the public.

Chair Dickinson adjourned the meeting at 5:30 p.m.