

**Minutes of the VSCS Board of Trustees' Annual Meeting held Thursday, June 20, 2019, in the 1787 Room at Castleton University, Castleton, VT-APPROVED**

The Vermont State Colleges Board of Trustees met on Thursday June 20, 2019 at Castleton University.

Board members present: Church Hindes (Chair), Megan Cluver, Lynn Dickinson (Vice Chair), Peg Flory, Dylan Giambatista, Izzy Gogarty, Adam Grinold, Bill Lippert, Karen Luneau (Secretary), Jim Masland, Michael Pieciak, David Silverman

Absent: Janette Bombardier, Linda Milne (Treasurer)

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

Chancellor's Office Staff:

Jeb Spaulding, Chancellor

Tricia Coates, Director of External & Governmental Affairs

Kevin Conroy, Chief Information Officer (via phone)

Todd Daloz, Associate General Counsel

Sheilah Evans, System Controller & Senior Director of Financial Operations (via phone)

Jen Porrier, Administrative Director

Steve Wisloski, Chief Financial Officer

Sophie Zdatny, General Counsel

Yasmine Ziesler, Chief Academic Officer

From the Colleges:

Nolan Atkins, Provost, Northern Vermont University

Nate Ball, VSC-UP Vice President, Northern Vermont University

Amy Bremel, Castleton University

Mike Fox, Dean of Enrollment & Marketing, Northern Vermont University

Laura Jakubowski, Chief Budget and Finance Officer, Castleton University

Cathy Kozlik, Associate Academic Dean, Castleton University

James Lambert, Director of Marketing and Communications, Castleton University

Gayle Malinowski, Chief Technical Officer, Castleton University

Linda Olson, VSCFF/AFT Vice President for Higher Education VT, Castleton University

Kathleen O'Meara, Director of Financial Aid, Castleton University

Maurice Ouimet, Dean of Enrollment, Castleton University

Dennis Proulx, Dean of Students, Castleton University

Jonathan Spiro, Chief Academic Officer, Castleton University

Littleton Tyler, Dean of Administration, Vermont Technical College

Chair Hindes called the meeting to order at 8:15 a.m.

At 8:17 a.m. Trustee Dickinson moved that the VSC Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(3) to discuss evaluation of public officers. The Board shall make any final decision, if any, in an open meeting and shall explain the reasons for this final decision during the open meeting. Trustee Flory seconded the motion. The motion passed unanimously. The Board exited the session at 10:00 a.m. and took no action.

Chair Hindes recessed the meeting at 10:01 a.m.

Chair Hindes called the meeting to order at 1:01 p.m.

1. Approval of Minutes
  - a. March 23, 2019
  - b. May 29, 2019

**Trustee Pieciak moved and Trustee Silverman seconded the approval of the minutes. The minutes were approved unanimously.**

2. Discussion: Human Crisis/Disaster Response Planning at our Campuses

Chancellor Spaulding explained that this presentation follows a request by Trustee Milne to ensure human crisis/disaster reponse planning and preparedness is occurring at each Institution. System Controller and Senior Director of Financial Operations Sheilah Evans discussed briefly the role of the System business office in disaster recovery, with a heavy reliance on technology. Chief Information Officer Kevin Conroy discussed the expectations of IT in a disaster and the response time and the use of Software as a Service (SaaS) as a means of better ensuring rapid and continued up-time for core systems. Ms. Evans reiterated one of the reasons to move to a SaaS environment is that it lowers the risk of exposure following an incident. She gave two examples of systems the VSCS is using to maintain system continuity: our P-card system for standardizing business purchases and Ultipro for centralizing payroll and benefits.

CU Dean of Students Dennis Proulx gave a short presentation for CU reviewing the emergency procedures and policies put into place during non-routine occurrences, including emergencies. CU's plan spans minor emergencies, major emergencies and incidents with the potential to generate adverse publicity. CCV President Joyce Judy discussed CCV's emergency alert system, RAVE, which has the ability to reach large audiences and targeted audiences. CCV has developed strong relationships with local law enforcement who assist in the CCV's preparedness. Northern Vermont University President Elain Collins echoed the plans of CCV and CU and mentioned that additionally NVU has contracted with the Vermont Emergency Management group (VEM) and have reviewed plans and actions with them. NVU has

established first tier responses as well as alternative and redundant roles for key personnel during emergencies. Vermont Technical College President Pat Moulton shared that VTC is a point of distribution for Vermont Health Department in the event of a regional health emergency. VTC also has emergency response teams similar to the other Institutions, which also includes the Dean of Nursing. VTC Dean of Administration Littleton Tyler shared that VTC has bi-monthly meetings, table top exercises, an annual security fund for access upgrades to buildings and other safety and security concerns.

3. Report of the Finance and Facilities Committee

- a. Approval of Annual Banking and Investment Resolution
- b. Approval of FY 2020 System Annual Operating Budget
- c. Approval of amendments to Policies 408, 423, 424, and 503, and new Policy 435
- d. Approval of waiver of Policy 410 for FY2019

**Trustee Silverman moved and Trustee Pieciak seconded the approval of the Annual Banking and Investment Resolution, the amendments to Policies 408, 423, 424 and 503 and the new Policy 435, and the waiver of Policy 410 for FY2019. The motion was approved unanimously.**

Trustee Silverman discussed the process of bringing this final FY2020 System Annual Operating Budget before the Board for approval. Several iterations of the budget were reviewed over many meetings of the Finance & Facilities Committee.

**Trustee Silverman moved and Trustee Dickinson seconded the motion to approve the FY2020 Annual Operating budget. The motion was approved unanimously.**

4. Report of the Long Range Planning Committee

- a. Approval of Amendment to the LRPC Committee Charge
- b. *Securing the Future of the Vermont State Colleges Initiative*

Trustee Pieciak discussed the process and reasoning for the changes to the LRPC committee charge: changing the term of the committee from a two-year committee to a standing committee and; due to the importance of the work of the Committee, a change from a maximum of six committee members to requiring a minimum of six members. The white paper, *Securing the Future of the Vermont State Colleges*, explores the urgent challenges facing higher education in general and the VSCS in particular. The paper poses a series of questions for the Board to consider as it envisions the future and it discusses the VSCS's mission of serving the students and the challenges the System faces while doing so.

**Trustee Pieciak moved and Trustee Lippert seconded the motion to approve the amendments to the LRPC committee charge. The motion was approved unanimously.**

5. Report of the EPSL Committee

- a. Approval of proposed new A.A. in Psychology program at NVU
- b. Approval of Policy 102 revision
- c. Approval of new Chosen Name Policy 315
- d. Approval of administrative revisions to FERPA Compliance Policy 312

Trustee Masland reviewed the items for approval presented by the EPSL Committee addressing the proposed A.A. in Psychology at NVU and the Policy 102 revision first.

**Trustee Masland moved and Trustee Flory seconded the motion to approve the A.A. in Psychology at NVU and the revision of Policy 102. The motion was approved unanimously.**

Trustee Masland described the purpose of the new Chosen Name Policy 315 and the importance of it. This policy would apply to everyone in the VSCS community - students, faculty, staff. Trustee Lippert inquired as to whether this policy addresses the issue of preferred pronouns. CU Dean of Students Dennis Proulx answered that while it is the informal policy to recognize chosen pronouns for students, the System's IT structure is not currently able to support this change. Formalizing this practice is part of an active discussion and ongoing concern that will be addressed when possible. Following additional discussion, the Board moved to approve Policy 315 within the context of ongoing efforts to address issues of broader inclusivity within the System, including an individual's chosen pronoun.

**Trustee Masland moved and Trustee Pieciak seconded the approval of the adoption of Policy 315. The motion was approved unanimously.**

Trustee Masland discussed the revisions to FERPA Compliance Policy 312 and the fact that they are administrative changes, not substantive, occasioned by the passage of Policy 315.

**Trustee Masland moved and Trustee Silverman seconded the motion to approve the revisions to Policy 312. The motion was approved unanimously.**

6. Executive session for the purpose of discussing the appointment of public officials.

At 2:04pm Trustee Dickinson moved the VSC Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(3) to discuss the evaluation and employment of public employees. The Board shall make a final decision to reappoint any such public employee in an open meeting and shall explain the reasons for this final decision during the open meeting. Along with the

members of the Board present at the meeting, in its discretions, the Board invited the Chancellor to attend. Trustee Pieciak seconded the motion. The motion passed unanimously.

The Board exited executive session at 2:45pm.

**Trustee Dickinson moved that upon the recommendation of the Executive Committee, that Elaine Collins, President, Northern Vermont University; Patricia Moulton, President, Vermont Technical College; Joyce Judy, President, Community College of Vermont; and Karen Scolforo, President, Castleton University each be reappointed for a term of two years subject to and in accordance with the terms of letters of reappointment, to be signed by the Chancellor. Based on each president's performance during the past year, the Chancellor's evaluation of each president, and for the reasons discussed during the executive session, the Board believes each president remains the best candidate to lead her Institution. Trustee Dickinson further moved upon the recommendation of the Executive Committee that Jeb Spaulding, Chancellor of the Vermont State Colleges System, be reappointed for a term of one year subject to and in accordance with the terms of the letter of reappointment, to be signed by the Chair of the Board of Trustees. Based on the Chancellor's performance during the past year, and for the reasons discussed during this afternoon's executive session, the Board believes Mr. Spaulding remains the best candidate to lead the VSCS. Trustee Flory seconded and the motions passed unanimously.**

Trustee Lippert reiterated that the Chancellor's appointment for 1 year instead of 2 years is not a reflection on the position, but rather at the request of the Chancellor. He also reinforced the Board's confidence and happiness with the job that the Chancellor and the four presidents are doing.

7. Report of the Audit Committee
  - a. Election of fifth member to Audit Committee

Chair Hinds explained the need for the fifth member which is important to attain a quorum in votes.

**Trustee Luneau moved and Trustee Pieciak seconded the appointment of Megan Cluver to the Audit Committee. The motion was approved unanimously.**

8. Legislative Report and Planning

Director of External and Governmental Affairs Tricia Coates shared that over the summer of 2019 the VSCS will be involved in three legislative study committees. The first study will be conducted in cooperation with UVM and focuses on the issue of student retention. The second study with UVM will focus on potential business and purchasing efficiencies that might the two

Institutions might realize working together. The VSCS will also be involved in a task force to look at how sexual assault is addressed on campuses. This year the VSCS received a \$2.5 million base appropriation increase plus a one- time amount of \$500,000.

9. Report of the Executive Committee

- a. Reappointment recommendations for presidents and chancellor (this item was voted on earlier in the meeting so that a maximum number of trustees would be present for the vote).
- b. Hall of Fame review and recommendation; approval of 2020 event

The Executive Committee discussed the date for the event and decided on March 12, 2020 and that the committee would evolve further criteria for honoree selection. The Chancellor requested that the Institution Presidents hold off on selecting candidates until the September Board meeting. Trustee Lippert suggested the discussion and approval of Hall of Fame candidates occur in Executive Session.

**Trustee Dickinson moved and Trustee Pieciak seconded the approval of holding the Hall of Fame event on March 12, 2020 with updated criteria for selection of honorees. The motion was approved unanimously.**

- c. Approval of proposed Board of Trustee 2019-2020 meeting schedule and committee meeting schedule

**Trustee Dickinson moved and Trustee Pieciak seconded the approval of the schedule. The motion was approved unanimously.**

10. Report of the VSCSA

Trustee Gogarty has been on the board of the VSCSA for three years but will begin serving as chair this year. She looks forward to making connections at the Legislature and working on the Hall of Fame. She intends to reexamine the caliber of the projects taken on by the VSCSA so that the projects can be better defined and accomplished.

11. Presidents' Updates

VTC President Moulton informed the Board about the new Chief Technology Officer at VTC, Kellie Campbell. Ms. Campbell comes with a diverse background including work in information technology at St. Michael's College, and she is well suited to work with faculty, staff and students. President Moulton thanked the IT team at the Chancellor's Office for assisting with VTC's IT needs prior to hiring Ms. Campbell. Additionally, President Moulton discussed the Pew Trust Grant slated for a Dental Therapy program at VTC. VTC stands to be first accredited dental therapy program in the East.

NVU President Collins wanted the Board to know that NVU-Johnson just hosted the COPLAC (Council of Public Liberal Arts Colleges) Annual Conference, and it was a very successful event. They also hosted the second annual faculty retreat at NVU-Lyndon. During that retreat a flood was discovered in the basement and all faculty joined in a “bucket-brigade” to rescue the books from the basement.

CCV President Joyce Judy shared that in the last two weeks CCV has received almost \$500,000 in donations from two donors. She also discussed the benefits of sharing information about CCV with as many audiences as possible and shared CCV’s recent sponsorship and attendance at Thunder Road as an example. President Judy shared the story of a woman who approached her to show her a video of her daughter receiving her diploma from CCV and how that accomplishment had changed her family’s life.

CU President Scolforo brought the Board’s attention to the summer concert series held at CU and how successful it has been. CU has also been hard at work writing grants and utilizing the money from grants and donations. President Scolforo also welcomed James Lambert as the new Director of Marketing and Communications and Dr. Tom Mauhs-Pugh, the new Provost at CU.

#### 12. Chancellor’s Updates

Chancellor Spaulding mentioned that because of college closures both in Vermont and other states, there is a lot of attention being paid to the financial health of higher education institutions and that the VSCS is very aware. NECHE (New England Council of Higher Education, the regional accrediting body) is piloting metrics to be used to identify institutions that look weak financially. Chancellor Spaulding reiterated the importance of VSCS staying alert and proactively searching for ideas to secure the future of VSCS.

#### 13. Comments from the Public

Linda Olson, faculty at CU gave a statement on behalf of the VSC FF. (see attached).

#### 14. Other Business:

**Next meeting: Tuesday September 17, 2019 at Lake Morey Resort**

Chair Hindes adjourned the meeting at 3:35 p.m.