

Minutes of the VSCS Board of Trustees Meeting held Monday, February 22, 2021, at 1:00pm via ZOOM – APPROVED

The Vermont State Colleges Board of Trustees met on Monday, February 22, 2021, via ZOOM.

Board members present: Lynn Dickinson (Chair), Janette Bombardier, Megan Cluver, Ryan Cooney, Dylan Giambatista, Adam Grinold, Bill Lippert, Karen Luneau, Jim Masland, Linda Milne, Mary Moran, Mike Pieciak, David Silverman, Shawn Tester

Presidents: Elaine Collins, Joyce Judy, Pat Moulton, Jonathan Spiro

Chancellor's Office Staff: Donny Bazluke, Network/Security Analyst
Doug Eastman, Director of Information Technology
Katherine Levasseur, Director of External & Governmental Affairs
Katrina Meigs, System Director of HR & Benefits Administration
Jen Porrier, Administrative Director
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: Lori Arner, Director of Registrar Services, Castleton University
Beth Camp, Student Success Specialist, Vermont Technical College
Kellie Campbell, Chief Technology Officer, Vermont Technical College
Sarah Chambers, Coordinator of Instructional Technology, Castleton University
Sky Erskine, Academic Counselor & Coordinator of Grant Data, Vermont Technical College
Sehgal Falit, Student, Vermont Technical College
Michele Feiner, Coordinator of Disability Services, Northern Vermont University
Larraby Fellows, Reference & Instructional Design Librarian, Hartness Library, Community College of Vermont
Ana Gaillat, Dean of Academic Affairs, Vermont Technical College
Veronica Golden, Technical Services Cataloger, Hartness Library, Vermont Technical College
Nancy Guild, Assistant to Dean of Students, Vermont Technical College
John Habershaw, Student, Northern Vermont University

Michael Braun Hamilton, Reference and Web Services Librarian,
Community College of Vermont
Laura Jakubowski, Chief Budget & Finance Officer, Castleton
University
John Kidder, Faculty, Vermont Technical College
Karren Madden, Director of Academic Support Services, Northern
Vermont University
Tom Mauhs-Pugh, Provost, Castleton University
Kathleen Mason, Coordinator of Diversity, Equity and Inclusion,
Vermont Technical College
Dana Mitchell, Faculty, Vermont Technical College
Curtis Ostler, Associate Dean of Resource Development, Vermont
Technical College
Andy Pallito, Dean of Administration, Community College of
Vermont
Natalie Searle, Director of Secondary Education Initiatives,
Community College of Vermont
Debby Stewart, Academic Dean, Community College of Vermont
Toby Stewart, Dean of Administration, Northern Vermont
University
Devin Tingle, Student, Vermont Technical College
Littleton Tyler, Dean of Administration, Vermont Technical
College
Beth Walsh, President, VSCUP, Northern Vermont University

From the Public:

Jennifer Bagley, Alumni, Castleton University
Courtney Kramer, Reporter, Local 22
Lyle Jepson, Community Member, Rutland
Dennis Jones, NCHEMS
Joe Kraus, Community Member, Rutland
Jim Page, Chancellor, University of Maine (ret)
Brian Prescott, NCHEMS
Greg Sukiennik, Reporter, Brattleboro Reformer

1. Chair Dickinson called the meeting to order at 1:02 pm.
2. Approval of Minutes
 - a. January 15, 2021 Regular Board Meeting

Trustee Moran moved and Trustee Picciak seconded the motion to approve the minutes from January 15, 2021. The motion was approved unanimously.

3. Presentation of VSC Marketing Video Materials

Director of External and Governmental Affairs Katherine Levasseur presented an overview of the recent marketing initiative at VSCS. Ms. Levasseur shared this proactive effort to bolster the VSCS's image through a unified system message. This is currently being distributed on tv, radio and the internet and are being well-received, with strong engagement. The Trustees were shown various examples of print and digital ads and one video.

4. Presentation by Brian Prescott and Dennis Jones of NCHEMS on the Select Committee's February 12, 2021 Report

Chancellor Zdatny introduced Brian Prescott and Dennis Jones, both with National Center for Higher Education Management Systems (NCHEMS). NCHEMS was selected by the Steering Group of the Select Committee on the Future of Public Higher Education in Vermont. Brian Prescott provided a brief overview of the [Revised Report of the Select Committee on the Future of Public Higher Education in Vermont](#) with a summary of the recommendations of the Select Committee for the VSCS. Mr. Prescott explained why the Select Committee recommended maintaining Community College of Vermont as a separate institution, including that it is a nonresidential institution, offers exclusively sub-baccalaureate programming, has a significantly different business model to the other institutions, and offers localized workforce development opportunities across the state. CCV has consistently balanced its budget and Vermont needs it to maintain low cost, local sub-baccalaureate programs. Mr. Prescott also explained the continued need for an Office of the Chancellor to provide a policy leadership role, among other tasks. A robust question and answer session with the Trustees followed.

5. Presentation by Chancellor on the Vision of Transformation of the Vermont State Colleges

a. Discuss/vote on proposed resolution

Chancellor Zdatny presented the VSCS Vision of Transformation. As recommended by the Select Committee, the proposal for Transformation is centered on an overall organizational structure with two complementary institutions with significant administrative consolidation. The President of each institution would report to the Chancellor and the Board of Trustees would oversee the Chancellor, the Presidents and the two institutions. Student success remains the singular focus with plans to strengthen academic program offerings while preserving high-touch student support. A physical presence will be maintained at all current primary locations while some operations will be consolidated to reduced needed infrastructure. Through consolidation of administrative services, there will be a strengthening of operational governance, a culture of service and improved reporting, record-keeping and compliance across the system. Details of the transformation timeline can be found on page 12 of the [VSCS Transformation Proposal](#). Chancellor Zdatny asked that the Board approve Resolution 2021-007: Transformation of the Vermont State Colleges System, authorizing the Chancellor to seek a common accreditation for Castleton University, Northern Vermont University and Vermont Technical College, while maintaining a physical presence at their primary locations, and to move forward with aggressive coordination of administrative services system wide. If approved, the Chancellor will move forward with issuing an RFP for a professional Project Manager to assist with implementing the transformation project and an advisory opinion will be sought from NECHE.

Trustee Bombardier moved and Trustee Grinold seconded an addendum to Resolution 2021-007 as follows: The Trustees shall also be provided with the following information on

an ongoing basis: (a) financial projections of the revenue and costs from transformation; and (b) identified risks and mitigation actions. The motion was approved unanimously.

Trustee Luneau moved and Trustee Masland seconded the motion to approve Resolution 2021-007: Transformation of the Vermont State Colleges System with the addendum approved previously. The motion was approved unanimously.

6. Report from Audit Committee

- a. Review/approve Resolution 2021-005, extending contract with O'Connor & Drew

Trustee Milne reported the Audit Committee recommends an extension of the current contract with external auditors, O'Connor & Drew, which expires in FY2020. VSCS Policy 429 permits a one-time extension of the contract for no more than three years and Trustee Milne favors extending the contract, because the continuity of auditors adds credibility to financial statements. Continuity will also reduce the burden on staff during a time of flux.

Trustee Milne moved and Trustee Bombardier seconded the motion to approve Resolution 2021-005: Extension of Agreement with O'Connor & Drew, P.C., for Audit Services. The motion was approved unanimously.

7. Report from Finance & Facilities Committee

- a. Review/approve Carroll & Joanne Lawes Engineering Scholarship Fund

Trustee Silverman reviewed the proposal for this new scholarship at Vermont Technical College. VT Tech President Pat Moulton shared that Carroll and Joanne Lawes are making this donation in the hope that more young women will become interested in engineering.

Trustee Silverman moved and Trustee Moran seconded the motion to approve the Carroll and Joanne Lawes Engineering Scholarship Fund. The motion was approved unanimously.

8. Report from Nominating Committee

- a. Review nominations for Board-elected trustees and vote

Trustee Grinold shared that the Nominating Committee recommends Karen Luneau and Janette Bombardier be elected to serve four-year terms on the Board of Trustees.

Trustee Grinold moved and Trustee Masland seconded the motion to approve the election of Karen Luneau and Janette Bombardier to the VSCS Board of Trustees for four-year term(s). The motion was approved unanimously.

9. Additional Business

- a. Addition of regular meeting on May 10, 2021 to Board calendar

Chancellor Zdatny discussed adding a regular Board meeting on May 10, 2021.

Trustee Moran moved and Trustee Milne seconded the motion to add a May 10, 2021 meeting to the Board calendar. The motion was approved unanimously.

Chancellor Zdatny then shared that the first meeting of the Diversity, Equity and Inclusion Committee is scheduled for March 12, 2021. The next EPSL and LRPC meetings are scheduled for March 15th.

10. Comments from the Public

Beth Walsh made a public comment advocating that faculty and staff have seats on the Board of Trustees.

11. Executive Session

At 4:08 Trustee Cluver moved that the VSCS Board of Trustees 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)(1)(A) to discuss contracts; and 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, and 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, General Counsel, and the Deans of Administration of Vermont Technical College, Community College of Vermont and Northern Vermont University. Upon conclusion of the first portion of the executive session, the Board invites the Chancellor, General Counsel, and James Page to attend the second portion of the executive session. Trustee Milne seconded the motion and it was approved unanimously.

At 4:48 p.m. the Presidents and Deans of Administration exited the executive session and Jim Page entered the session.

The Board exited executive session at 5:14 p.m. and took no action.

Chair Dickinson adjourned the meeting at 5:16 p.m.