


## MEMORANDUM

TO: VSCS Board of Trustees

FROM: Sophie Zdatny, Chancellor 

DATE: May 6, 2021

SUBJECT: Board of Trustees Regular Meeting on May 10, 2021

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Trustees:

The materials are now available for the upcoming regular Board meeting scheduled for **1:00 p.m.**, on Monday, **May 10, 2021**. The meeting will take place via Zoom and will be livestreamed on YouTube.

Following approval of the minutes, CFO/COO Sharron Scott will provide a **presentation on the VSCS Budget**. This is a part of the Board's ongoing development activities and will be followed by the **Chair's report** on the Board's recent self-assessment work.

Next, the Board will receive updates from the **Audit Committee** and **Finance & Facilities Committee**, both of which have met since the last full Board meeting and have recommended action to be taken on resolutions.

I will then provide an update on the work currently underway on **transformation**, followed by a **legislative update** from the Director of Governmental and External Relations, Katherine Levasseur.

We will then have a **presentation from Vermont Tech's Agriculture and Food Systems Transformation Group** to discuss their work on re-envisioning agricultural education at Vermont Tech. This is for informational purposes and discussion.

Finally, there will be an **executive session** to discuss attorney-client protected communication, real estate matters, and a public officer.

Cc: Council of Presidents  
Academic Deans  
Business Affairs Council  
Student Affairs Council

**Vermont State Colleges Board of Trustees Meeting**  
**Zoom Meeting/YouTube Stream**  
**Monday, May 10, 2021 at 1:00 p.m.**

**AGENDA**

1. Call to order
2. Approval of Minutes
  - a. March 27, 2021 Regular Board Meeting
3. Board Development: Presentation on VSCS Budget
4. Chair's report on Board's self-assessment
5. Report from Audit Committee
  - a. Recommendation/vote on Resolution 2021-008: Acceptance of the FY 2020 Uniform Guidance Single Audit Report
6. Report from Finance and Facilities Committee
  - a. Recommendation/vote on Resolution 2021-009: USDA Authorized Signers
  - b. Recommendation/vote on Resolution 2021-010: Use of FY 2020 Carryover Funds
7. Transformation Update
8. Legislative Update
9. Report from Vermont Tech's Agriculture Transformation Group
10. Executive session
11. Additional Business
12. Comments from the public – sign up here: [www.vsc.edu/signup](http://www.vsc.edu/signup)
13. Adjourn

## MEETING MATERIALS

- Item 1: March 27, 2021 Meeting Minutes
- Item 2: VSC Board Gap Analysis
- Item 3: Resolution 2021-008: Acceptance of the FY2020 Uniform Guidance Single Audit Report
- Item 4: Resolution 2021-009: USDA Authorized Signers
- Item 5: Resolution 2021-010: Use of FY2020 Carryover Funds

ITEM 1:  
March 27, 2021 Meeting Minutes

**Minutes of the VSCS Board of Trustees Meeting held Saturday, March 27, 2021, at 9:15 a.m. via ZOOM – UNAPPROVED**

*Note: These are unapproved minutes, subject to amendment and/or approval at the subsequent meeting.*

The Vermont State Colleges Board of Trustees met on Saturday, March 27, 2021, via ZOOM.

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

Absent: Janette Bombardier

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

Chancellor's Office Staff: Donny Bazluke, Network/Security Analyst  
Kellie Campbell, Chief Information Officer  
Katherine Levasseur, Director of External & Governmental Affairs  
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: Sarah Chambers, Coordinator of Instructional Technology, Castleton University  
Michael Fox, Dean of Enrollment & Marketing, Northern Vermont University  
Laura Jakubowski, Chief Budget & Finance Officer, Castleton University  
Tom Mauhs-Pugh, Provost, Castleton University  
Andy Pallito, Dean of Administration, Community College of Vermont  
Pat Shine, Faculty, Northern Vermont University  
Toby Stewart, Dean of Administration, Northern Vermont University  
Littleton Tyler, Dean of Administration, Vermont Technical College  
Beth Walsh, President, VSCUP, Northern Vermont University

From the Public: Amy Nixon, Reporter, Caledonian Record  
Jim Page, Former Chancellor, University of Maine System

1. Chair Dickinson called the meeting to order at 9:16 a.m.
2. Approval of Minutes
  - a. February 22, 2021 Regular Board Meeting

**Trustee Moran moved and Trustee Grinold seconded the motion to approve the minutes from February 22, 2021. The motion was approved unanimously.**

3. Presentation on Board's Authority and Responsibilities

General Counsel Patty Turley and Chancellor Zdatny gave a presentation to the Board outlining the Trustees' authority and locating Board responsibility. The presentation is available [here](#) on pages 1-21. Ms. Turley discussed the VSCS's enabling statute and the authority it provides to the Board of Trustees, as well as the role of the Chancellor and President under the Board's bylaws. Chancellor Zdatny shared how the Board plays a critical role in defining the mission, vision and strategic priorities of the VSCS. The Chancellor discussed the Board's role with respect to academic programs and policies, financial policies, and administrative policies. A discussion followed amongst the Trustees, as well as Chief Academic Officer Yasmine Ziesler, and James Page.

4. Report from Diversity, Equity and Inclusion Committee
  - a. Discuss/vote on proposed Committee Charter

Trustee Moran shared that the inaugural DEI committee meeting was productive and informative. The NVU anti-racism pledge was discussed, as well as including DEI principles in hiring practices and in the general education requirements. Trustee Giambatista added that work is beginning on an effort to make the VSC Enterprise Information Systems more gender inclusive.

**Trustee Moran moved and Trustee Masland seconded the motion to approve the Diversity, Equity and Inclusion Committee Charter. The motion was approved unanimously.**

5. Report from Education, Personnel & Student Life Committee
  - a. Discuss/vote recommendation on Faculty Fellows
  - b. Update on rpk GROUP

Trustee Moran introduced the three faculty being recommended for Fellow nominations: Helen Mango from Castleton University, Patricia Shine from Northern Vermont University and Inge Smith-Luce from Vermont Technical College. Pat Shine expressed her thanks for the recognition. Vermont Tech President Pat Moulton expressed her thanks for recognizing Inge Smith-Luce. NVU President Elaine Collins thanked Pat Shine for her excellent work. CU President Jonathan Spiro expressed gratitude and recognition for the hard work of Helen Mango.

**Trustee Moran moved and Trustee Luneau seconded the motion to approve the Faculty Fellow nominations for Helen Mango, Inge Smith-Luce and Patricia Shine. The motion was approved unanimously.**

Trustee Cluver reviewed the work of the EPSL Committee outlining three specific areas of work: using data dashboards and metrics as a framework to better understand the work going forward,

early college programs and partnerships, and work with rpk GROUP consultants overseeing the analysis of the VSC academic programs portfolio. Dr. Ziesler added that the rpk GROUP will ultimately be bringing a final recommendation of what an ideal portfolio of programs would look like and some recommended next action steps.

6. Report from Executive Committee
  - a. Discuss/vote recommendation to suspend the Long Range Planning Committee
  - b. Discuss/vote on proposed policy regarding retention of livestream recordings

Chair Dickinson reviewed the recommendation of the Executive Committee to suspend the Long Range Planning Committee temporarily due to the ongoing transformation work and frequency of full Board meetings as a result of that work.

**Trustee Lippert moved and Trustee Masland seconded the motion to suspend the Long Range Planning Committee. The motion was approved unanimously.**

Chancellor Zdatny described a policy proposed by the Executive Committee regarding the length of time for posting the recordings of Board and Committee meetings on YouTube. Recordings of meetings will remain on the [www.vsc.edu/live](http://www.vsc.edu/live) website until the minutes of the meeting have been approved at a subsequent meeting. At that time, the video recording will be archived. The videos will continue to be available upon request.

**Trustee Silverman moved and Trustee Cooney seconded the motion to approve the YouTube Recording Archival policy as stated. The motion was approved unanimously.**

7. Discuss/vote on granting Emeritus status to John Knox (VTC)

Vermont Tech President Pat Moulton shared John Knox's qualifications deserving of recognition with emeritus status, including his commitment to his craft and his students. President Moulton shared comments from Mr. Knox's colleagues lauding his skills and dedication.

**Trustee Milne moved and Trustee Masland seconded the motion to approve Emeritus status for John Knox. The motion passed unanimously.**

8. Legislative Update
  - a. Pass 2 Budget Update

Chancellor Zdatny shared that the House is recommending a budget with a \$97 million investment for VSCS for FY22. This includes the standard \$30.5 in base funding, a \$5 million permanent increase to the base funding, \$21 million in bridge funding, \$20 million in transformation funding and \$20.5 million in critical occupations, scholarships and workforce development. Further details regarding estimated transformation expenses and critical occupations scholarships and legislative requirements can be found [here](#) on pages 22-28.

Chief Financial/Operations Officer Sharron Scott shared an update on the FY22 budget projections. The second pass budget shows a potential deficit of between \$32 million (best likely) and \$45 million (worst likely). The degree of confidence favors the worst likely estimate. The deficit is composed mostly of COVID related revenue losses and structural deficit. CFOO Scott explained the FY2022-FY2027 estimated need. These figures can be found [here](#) on pages 29-45.

9. Report from Finance & Facilities Committee  
a. Discuss/vote on HEERF Grant Requests

Trustee Silverman reviewed the action item from the Finance and Facilities Committee meeting held earlier in the day regarding approval of the HEERF Grant requests. CFOO Scott reminded the Trustees that these Higher Education Emergency Relief Fund Grants, issued by the US Department of Education, offer emergency funding to post-secondary education institutions and contain separate student aid and institutional components. The total award value is approximately \$12 million.

**Trustee Silverman moved and Trustee Grinold seconded the motion to approve the HEERF II Grant Requests. The motion was approved unanimously.**

10. Update from the Chancellor on Transformation Planning

Chancellor Zdatny provided an overview of transformation planning that has occurred since the February 22 Board meeting at which the Board voted to accept the recommendation of the Legislative Select Committee and authorized the Chancellor to seek a common accreditation for Castleton University, Northern Vermont University and Vermont Technical College, maintaining a physical presence at their primary locations, along with aggressive coordination of administrative services system wide. The vision is to have two strong institutions with a balanced portfolio of academic programs. The goal is not to replicate existing processes, but to plan how to do things better and more efficiently. To date, a Project Management orientation has been held with senior leadership at the institutions and in the Chancellor's office, an RFP has been issued and a job opening for a Director of Transformation Projects posted, a hiring committee has been established to review applications and proposals. Kellie Campbell has stepped into the Chief Information Officer position at the Chancellor's office and is working on a number of IT project upgrades. Planning will also begin on hiring a new President and selecting a new name for the single institution.

11. Presidential Updates

Community College of Vermont President Joyce Judy shared information about CCV's Abenaki speaker series, which has been met with great success and engagement. Summer registration for CCV begins soon. Courses will be available in a variety of formats. CCV is planning for a virtual graduation ceremony this year.

Castleton University President Jonathan Spiro shared that CU spring enrollment is strong and looks promising for the fall. There is an uptick in positive COVID tests recently but the CU protocols remain robust and vigilant. NECHE has recently completed its year-long review of CU's newest locations at Killington and Bennington and both locations and programs were approved.

Northern Vermont University President Elaine Collins shared the news that NVU is also seeing strong enrollment numbers for the fall semester. NVU has performed 6,061 COVID tests, with only 7 positive results. President Collins praised the rigorous commitment from students and staff. NVU has had success in completing or putting in progress 85% of their strategic plan goals. The Center for Teaching and Learning has been launched, and serious advances in social



justice work has been made. NVU has been livestreaming cultural performances recently with great success and you can view them at [northvermont.edu/performances](http://northvermont.edu/performances)

Vermont Technical College President Pat Moulton shared that Vermont Tech had one positive COVID test result, identified as a result of surveillance testing. Vermont Tech is hosting a vaccine clinic for the VT Department of Health. Vermont Tech is planning a virtual commencement this year and hopes to make it as personal as possible. For the Fall 2021 semester, Vermont Tech aims to be as open as protocol allows. There will be an optional vaccination question for students. Work is progressing on the Additive Manufacturing Lab construction. Transformation work at Vermont Tech is progressing and work on the 5 charters continues.

#### 12. Update regarding Labor Relations

**At 12:24 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; § 313(a)(1)(B) to discuss labor relations agreements with employees; § 313(a)(1)(E) to discuss pending or probable civil litigation to which the VSC is or may be a party; and § 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, and General Counsel. Trustee Milne seconded the motion and it was approved unanimously.**

The Board exited executive session at 1:12 p.m.

**Trustee Milne moved and Trustee Luneau seconded the motion for the Board to ratify the PAT-SUP collective bargaining agreement. The motion passed unanimously.**

General Counsel Patty Turley read the Board's Guiding Principles for labor relations negotiations.

**Trustee Moran moved and Trustee Tester seconded the motion to accept the Guiding Principles for labor relations. The motion was approved unanimously.**

#### 13. Additional Business

There was no additional business.

#### 14. Comments from the Public

There were no comments from the public

Chair Dickinson adjourned the meeting at 1:19 p.m.

ITEM 2:  
VSC Board Gap Analysis

**VSC Board Gap Analysis Action Items**

4 May 2021

<b>Gap</b>	<b>Action Item</b>	<b>Responsibility</b>	<b>Timeline</b>	<b>Progress</b>	<b>Notes</b>
Accountability	1. Develop an Accountability Matrix	Chair, Chancellor	June, Ongoing	Underway	Develop a Board-level accountability matrix that includes the What, Who and When for each item (e.g., this document).
	2. Create an Accountability Dashboard	Chancellor	September, Ongoing	Underway	Complete a Board-level dashboard with measurable success metrics to ensure data-informed accountability.
	3. Do Accountability checks	Chair	Ongoing	Underway	Ensure accountability check is part of every Board agenda
	4. Review BOT Committee charters and practices.	Chair, Chancellor	September	To begin	Ensure accountability is part of all committee processes
	5. Ensuring accountability cascades.	Chancellor	September	To begin	Develop strategy for establishing and maintaining accountability at every management level.
Transparency	1. Present Chair's report on BOT self-assessment	Chair	May	Underway	The Chair reports on the Board's self-assessment and commits the BOT to open, frank, clear, and probing communications.
	2. Assessing accountability	Chair	June, Ongoing	Underway	The Board will make transparency a key success metric to which it holds itself accountable, with regular self-assessment.
Role Clarity	1. Onboarding	Chair, Chancellor	June, Ongoing	Underway	Ensure a comprehensive onboarding process for new members.
	2. Continue Board development	Chair	Ongoing	Underway	Ensure regular Board development sessions. Ensure the Board understands its fiduciary and decision-making authority.
Succession	1. Succession plan for Chair	Chair	June	To begin	Ensure there is a short-term, emergency succession plan for the Board Chair.
	2. Succession plan for Chancellor	Chair, Chancellor	June	To begin	Ensure there is a short-term, emergency succession plan for the Chancellor.
	3. Succession plan for other positions	Chancellor	September	To begin	Survey other critical management. positions for succession plans.

Green: Underway and on schedule; Red: Material delay or blocked.

**ITEM 3:**

**Resolution 2021-008: Acceptance of the FY2020 Uniform Guidance  
Single Audit Report**

VERMONT STATE COLLEGES SYSTEM

BOARD OF TRUSTEES

RESOLUTION 2021-008

Acceptance of the FY2020 Uniform Guidance Single Audit Report

- WHEREAS, The Vermont State Colleges has contracted with O'Connor & Drew to perform its FY2020; and
- WHEREAS, O'Connor & Drew delivered, and the Audit Committee accepted, the draft financial statements at the October 29, 2020 meeting of the Audit Committee; and
- WHEREAS, O'Connor & Drew have delivered the Uniform Guidance Single Audit report and Advisory Comments to the Audit Committee; and
- WHEREAS, The Board's Audit Committee has reviewed these materials and recommended that the Board accept them; therefore, be it
- RESOLVED, That the Board of Trustees of the Vermont State Colleges hereby accepts the FY2020 Uniform Guidance Single Audit report.

**ITEM 4:**  
**Resolution 2021-009: USDA Authorized Signers**

VERMONT STATE COLLEGES SYSTEM

BOARD OF TRUSTEES

RESOLUTION 2021-009

USDA Authorized Signers

- WHEREAS, The Vermont State Colleges has grants with the USDA; and
- WHEREAS, The USDA requires Board authorization to assign signers to the USDA computer system with the following roles: Representative-Signature-Certifier and Administrator; and
- WHEREAS, The Representative-Signature-Certifier is authorized to provide signatures, authorize certifications, enter/update applications, submit applications for consideration, and assign access to new users in USDA's Online Application System for the ReConnect Program and Community Connect Grant Program and to enter, update compliance reports, submit compliance reports, and assign new access roles in the USDA's computer system; and
- WHEREAS, The Administrator is authorized to assign user access roles; and enter and update applications; and
- WHEREAS, The Representative-Signature-Certifier and Administrator are required to comply fully with all security procedures and policies for the Online Application System for the ReConnect Program and Community Connect Grant Program and USDA's Online Financial Reporting and Compliance System; therefore be it
- RESOLVED, The Representative-Signature-Certifier role is assigned to the Grants Compliance Officer of the Vermont State Colleges; and be it further
- RESOLVED, The Administrator role is assigned to the Director of Financial Operations for the Vermont State Colleges.

**ITEM 5:**

**Resolution 2021-010: Use of FY2020 Carryover Funds**



VERMONT STATE COLLEGES SYSTEM

BOARD OF TRUSTEES

RESOLUTION 2021-010

Use of FY2020 Carryover Funds

- WHEREAS, VSC Policy 403 prescribes that with close of each audit, any carryover funds available – after provision for encumbrances and/or other commitments forward plus maintained college reserves – may be proposed for “one time” uses subject to concurrence of the Chancellor and approval by the Board of Trustees; and
- WHEREAS, The Chancellor has concurred with college proposals for one-time use of carried over funds available from the fiscal year ended June 30, 2020; therefore be it
- RESOLVED, The Vermont State Colleges Board of Trustees hereby authorizes the proposed use of FY2020 carryover for use by the Vermont State Colleges in the cumulative amounts of \$5,846,624 of which \$4,921,624 shall be used for FY2021 deficit reduction.