

Vermont State Colleges Board of Trustees
Zoom Meeting/YouTube Livestream
Wednesday, June 2, 2021

AGENDA

2:00 P.M. – Executive Committee Meeting

1. Call to order
 2. Approval of March 4, 2021 Minutes
 3. Planning for 2021 Annual Retreat at Lake Morey
 4. Upcoming search for President of the New Combined Entity
 5. Public Comment – sign up here: www.vsc.edu/signup
 6. Executive Session
 7. Other Business
 8. Adjourn
-
- Contact Jen Porrier at jen.porrier@vsc.edu for information on how to attend the Zoom meeting
 - This will also be livestreamed on YouTube at www.vsc.edu/live

MEETING MATERIALS

- Item 1: March 4, 2021 Meeting Minutes
- Item 2: Executive Committee Charge
- Item 3: RFP: Executive Search Firm Services

ITEM 1:
March 4, 2021 Meeting Minutes

Minutes of the VSCS Board of Trustees Executive Committee meeting held Thursday, March 4, 2021 at 1:00 p.m. via Zoom - UNAPPROVED

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

The Vermont State Colleges Board of Trustees Executive Committee met on Thursday, March 4, 2021 via Zoom.

Committee members present: Lynn Dickinson (Chair), Megan Cluver (Vice Chair), Karen Luneau, David Silverman

Chancellor's Office staff: Donny Bazluke, Network/Security Analyst
Katherine Levasseur, Director of External & Governmental Affairs
Patty Turley, General Counsel
Jen Porrier, Administrative Director
Meg Walz, Director, Project Management
Sophie Zdatny, Chancellor

From the Colleges: Sarah Chambers, Coordinator of Instructional Technology, Castleton University
Beth Walsh, President, VSCUP, Northern Vermont University

Guest: James Page

1. Chair Dickinson called the meeting to order at 1:01 p.m.
2. Approval of December 17, 2020 Minutes

Trustee Silverman moved and Trustee Luneau seconded the motion to approve the minutes of December 17, 2020. The motion was approved unanimously.

3. Proposed suspension of Long Range Planning Committee

Chancellor Zdatny raised the possibility of suspending the Long Range Planning Committee. Given the significant increase in the frequency of Board meetings, the full engagement of the EPSL and F&F Committees in the transformation process, and that the Committee Chair, Mike Pieciak, has stepped off the Board effective February 28, 2021, at the conclusion of his term, the Chancellor inquired as to whether it would be in the best interest of the Trustees to suspend the LRPC for the time being. Chair Dickinson stated that the Trustees will be spending a great deal of time on the transformation of the VSCS, as well as on Board development activities in the coming months and therefore she was in favor of this proposal. Trustee Silverman concurred, stating he is also mindful of the workload on staff in preparing for Board and committee meetings. Trustee Luneau was in favor of suspension and using other committees, including the Executive Committee, to funnel any work that might have originally been done by the LRPC.

Trustee Silverman moved and Trustee Cluver seconded the motion to recommend to the Board the suspension of the Long Range Planning Committee. The motion was approved unanimously.

4. Discussion regarding livestream recordings

Chancellor Zdatny explained that, when the Board's meetings switched from in person meetings to Zoom at the start of the pandemic, meetings were simultaneously livestreamed to YouTube. The livestreams have been available for viewing after the meetings and, given the volume of meetings over the past year, a question has been raised as to the appropriate length of time for posting the livestreamed recordings. The livestreams have been popular and have enabled many viewers to watch the meetings on their own schedules, increasing transparency and access to the Board's meetings. Additionally, with the availability of live transcription on Zoom, the Chancellor sought the Committee's input on using this feature at Board and committee meetings moving forward so as to increase accessibility for participants and viewers. Discussion ensued and, as the minutes are the official record of the Board's meetings, Trustee Silverman suggested that the YouTube recording of meetings be archived once the minutes of a meeting have been approved at a subsequent meeting. The Committee agreed that the live auto-transcription function of Zoom be enabled at future meetings.

Trustee Luneau moved and Trustee Cluver seconded the motion to recommend to the Board the formalization of the process for retaining the YouTube video of a VSCS Board or Committee meeting on the vsc.edu/live website until such time as the minutes for that meeting have been duly approved at which time the video will be archived. The motion was approved unanimously.

5. Executive Session

At 1:33 p.m. Trustee Dickinson moved that the VSCS Executive Committee enter executive session pursuant to 1 V.S.A. § 313(a)(1)(A) to discuss contracts; 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 because premature general public knowledge of these discussions would place the VSCS at a substantial disadvantage. Along with the members of the Board present at the meeting, the Board invited the Chancellor, the VSCS General Counsel and James Page to attend. Trustee Silverman seconded the motion and it passed unanimously.

The Committee exited executive session at 2:47 p.m. and took no action.

6. Other Business

There was no other business.

7. Public Comment

There was no public comment.

Chair Dickinson adjourned the meeting at 2:49 p.m.

UNAPPROVED

ITEM 2:
Executive Committee Charge

Charge for the Executive Committee

The Executive Committee is a Standing Committee of the Board of Trustees of the Vermont State Colleges.

Purpose

The purpose of the Executive Committee is limited exclusively to those powers granted by the Board through this charge and any powers necessary and incidental to the exercise thereof. It is not intended as a “super” committee. The committee is intended to address occasional issues requiring action between Board meetings, to assist the Board in the evaluation process of VSC leadership, and to facilitate meaningful and productive Board and Committee proceedings. The Committee may not take action on matters affecting Board policies or the significant expenditure of resources.

Responsibilities

Within the limits of its lawful authority, the Executive Committee shall have all the powers of the Board of Trustees in management of the property and affairs of the Vermont State Colleges and may otherwise exercise the authority of the Board of Trustees. The Committee is charged to take action only on matters which cannot or should not be deferred to the Board's next scheduled meeting and shall report in writing on all actions taken at the next full meeting of the Board of Trustees. Minutes of the Executive Committee shall be provided to all Trustees within five days of its meeting.

Additionally, the Executive Committee shall:

- Monitor and provide direction to the Chancellor between Board meetings on legislative issues and interactions with the Executive Branch.
- Review the Chancellor’s performance with recommendations to the full Board of Trustees relative to reappointment and compensation.
- Review the Chancellor’s evaluation of college presidents’ performance with recommendations to the full Board of Trustees relative to reappointment.

- Coordinate and facilitate a regular process of Board self-evaluation and development.
- Coordinate and facilitate committee interaction in cases where more than one committee may have jurisdiction on a particular subject under consideration.
- Plan for the VSC Board of Trustees annual Retreat.
- Serve as a “sounding board” for the Chancellor.

Composition

The Committee shall be composed of the four elected officers of the Board of Trustees. The Chair of the Executive Committee shall be the Chair of the Board.

ITEM 3:
RFP: Executive Search Firm Services

REQUEST FOR PROPOSALS

Executive Search Firm Services

Vermont State Colleges System

ISSUED BY

Vermont State Colleges Office of the Chancellor

APPLICATION DEADLINE

May 20, 2021, 5:00 pm, EST

APPLICATION INSTRUCTIONS

Email PDF versions of all documents to Sharron.Scott@vsc.edu by the deadline, using the following naming convention:

- **Email Subject Line:** RFP Executive Search Firm Services
- **Organization and Personnel Qualifications:** Applicant_Name_RFP_Qualifications.pdf
- **References:** Applicant_Name_RFP_References.pdf
- **Fee Proposal:** Applicant_Name_RFP_Fees.pdf

QUESTIONS REGARDING THE RFP

Questions regarding this RFP may be directed to Sharron Scott, Chief Financial and Operating Officer, at Sharron.Scott@vsc.edu. For fastest response please enter **Executive Search Firm Services RFP Question** in the subject line of your message.

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VERMONT STATE COLLEGES SYSTEM OVERVIEW

The [Vermont State Colleges System](#) (VSCS) is currently comprised of four member institutions – [Castleton University](#) (CU), [Community College of Vermont](#) (CCV), [Northern Vermont University](#) (NVU)¹, and [Vermont Technical College](#) (VTC). Across all four institutions, the system educates over ten thousand Vermonters and non-Vermonters each year, employs over three thousand Vermonters, and in Spring 2020, graduated over eighteen hundred Vermonters and out-of-state students into the workforce with certificates and degrees.²

The VSCS is currently undergoing a significant transformation, with the guidance of the Governor, Legislature, the Board of Trustees, and the State’s *Select Committee on the Future of Public Higher Education in Vermont*. The VSCS began working on internal transformation in summer 2020 with the [VSCS Forward Task Force](#) and several institutional tasks forces including [NVU Strong](#) and [VTC’s Transformation Advisory Team](#).

SERVICES REQUESTED

The Vermont State Colleges System seeks a firm or individuals to conduct professional services to complete an executive search for the recruitment of the first President of the new singly-accredited entity to be formed from the unification of Castleton University, Northern Vermont University, and Vermont Technical College. The Community College of Vermont will remain a separately accredited institution within the Vermont State Colleges system. The president will be responsible for all aspects of creating the new institution, working collaboratively with the current presidents and their senior leadership teams of the existing institutions, the Chancellor and executive staff of the Vermont State College System. The president must be innovative, collaborative, data-driven, at home in a complex, multi-institutional system or organization, a proven change leader, and financially savvy with a broad scope of administrative and academic, government, or business experiences from which to draw. As the creator of the new singly accredited institution the President will commence work as early as January 1, 2022 and be installed as the first president of the new institution on July 1, 2023, at which time the individual presidencies for Castleton University, Northern Vermont University, and Vermont Technical College will cease.

The executive search firm should provide, at minimum, the following services:

1. Develop the ideal profile for the President by meeting with Vermont State Colleges System representatives to obtain information regarding specific issues and opportunities facing the Vermont State Colleges, the desirable education, experience and background of the

¹ Northern Vermont University was created on July 1, 2018 from the merger of Lyndon State College and Johnson State College. The unification effort was approved on [September 29, 2016](#) by the board and fully completed by June 30, 2018. [Unification documentation](#) can be found on the VSC website.

²[VSCS Sourcebooks](#) as well as [Board & Committee Meeting Materials and Minutes](#) are available on the System’s website.

candidates, and identification of the management skills and style that are appropriate for the position.

2. Recommend the appropriate hiring schedule and timing for a new President, taking into consideration the higher education search landscape.
3. Develop a strategy for recruiting the President (including submission and name of various publications, both hard copy and electronic format, in which the position will be advertised), and identifying potential contacts through personal outreach to encourage applicants from diverse backgrounds to apply.
4. Review resumes for background and qualifications followed by telephone or in-person (whichever is agreed to by the Vermont State Colleges System) interviews to clarify each applicant's experience and credentials and to prepare a written summary of all candidates for the position with the most promising qualifications.
5. Evaluate candidates for serious consideration by conducting in-depth reference checks with individuals who are or have been in the position to evaluate the candidates' performance on the job. A short list of candidates, no more than 10, shall be presented to the Search Committee for their consideration.
6. Recommend and finalize a process with the Vermont State Colleges System Search Committee for interviews and coordinate candidates' participation in interviews.
7. Debrief Vermont State Colleges System representatives following interviews and identify additional candidates, if necessary.
8. Verify selected candidates' educational and employment background, financial/credit, newspaper research and coordinate criminal and civil litigation checks.
9. Notify candidates that were not selected.
10. Recommend compensation package for President to the Vermont State Colleges System.
11. Provide the Vermont State Colleges System with regular oral and written status reports and keep candidates apprised of their status.
12. Conduct a sufficient number of meetings to properly solicit input from and keep informed various stakeholder, including but not limited to the Vermont State Colleges System Board of Trustees, senior management, faculty, staff, and students of the Consultant's progress.
13. Develop recruitment literature (i.e. brochure or recruitment marketing pamphlets).
14. Reinitiate additional executive searches, at no fee to the Vermont State Colleges, if the successful candidate leaves (via resignation or termination with or without cause) the employment of the Vermont State Colleges System within one (1) year of placement.

TRANSFORMATION OVERVIEW

The Vermont State Colleges System is embarking on a period of transformation. This transformation includes the consolidation of three institutions into a singly-accredited entity, administrative transformation, and physical transformation over the next five years. The VSCS will be comprised of the new singly accredited entity and the Community College of Vermont (CCV) when fully transitioned.

These transformation efforts are intended to right size the entire Vermont State College System into a financially sustainable organization that meets the needs of Vermont and Vermonters now and into the future.

Primary inputs into this decision include the following:

- Reports from Vermont's *Select Committee on the Future of Public Higher Education in Vermont*. Including the most recent [Revised Report](#) from the Select Committee.
- A [High-Level Plan for evaluation of Select Committee recommendations](#) as approved by the Executive Committee of the Board of Trustees
- [VSCS Structural Transformation Preliminary Analysis](#) as submitted to the Board of Trustees
- Written and oral public comment, a copy of which can be viewed www.vsc.edu/live and read [here](#).
- A preliminary [project plan](#) for system transformation presented by the Chancellor and approved by the VSCS's Board of Trustees on February 22, 2021.

TRANSFORMATION PRINCIPLES

As the VSCS continues this transformation, we are converting many of the challenges we have confronted, both pandemic-related, demographic and financial, into opportunities for transforming the system with more efficient operations and processes to better deliver for Vermont and the students we serve for decades to come. Our efforts have focused on three key questions: first, does the action meet the needs of students; second, does the proposal meet the needs of Vermont; and, third does it contribute to the VSCS's financial sustainability?

Student success is the key focus of the Vermont State Colleges: We are committed to delivering on the higher education and continuing education needs of Vermont and Vermonters while preserving the high-touch, personalized approach and close-knit campus communities that the VSCS is known for. While doing that, we seek to better serve students where they are with a

learning modality that works for them, on a schedule that works for them, with the courses, programs, credentials - credit bearing and non-credit-bearing - that provide them with the skills they need to attain their life goals at a price they can afford.

Education for life: We create opportunities for Vermonters at every point in their adult life, from early college/dual enrollment programs for high school students, to credentials of value for working adults and those seeking to upskill and reskill. We recognize that, moving forward, we need to develop even more high-quality educational opportunities that meet the needs of students, employers, and the state by expanding the availability of credentials of value, such as associate's degrees, industry recognized credentials, and certificates that will enable students to secure higher-paying employment or advance at work. Additionally, we need to continue our work to create stackable credentials within degree programs to provide the maximum value and flexibility to our students.

Vermont is our community: In addition to serving our students and meeting the workforce needs of Vermont, we are looking to maintain our physical presence in each of our current host communities, combining a reduced physical footprint with expanded access to academic programs state-wide. Rural public institutions such as ours provide crucial educational and employment opportunities to local residents, serve as economic, social and cultural anchors in their host communities, and help to educate workers in high-demand local industries, such as health care, education, business, mental health counseling, manufacturing, and hospitality and tourism.

Consolidation of administrative functions: To achieve fiscal sustainability, we recognize that we need to reduce administrative costs. A common accreditation for three of our four institutions, as proposed by the Select Committee and supported by the VSCS Board, combined with consolidated administrative activities, will enable the VSCS to avoid duplication, increase efficiency, improve compliance, and reduce costs.

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QUALIFICATIONS

Firms must have a minimum of five (5) years demonstrated experience and expertise in the successful recruitment and placement of high level management positions in public or private higher education institutions

EVALUATION

Responses will be evaluated on experience, references, staffing capacity, services to be provided, and costs.

GENERAL CONDITIONS

1. This RFP does not commit the Vermont State Colleges System to award a contract.
2. This RFP and the process it describes are proprietary to the VSCS and are for the sole and exclusive benefit of the corporation. No other party, including any Applicant, is granted any rights hereunder. Any response, including written documents and verbal communication, by any Applicant to this RFP, shall become the property of the VSCS and may be subject to public disclosure as described in the Confidentiality section, below
3. Submission of a proposal indicates acceptance by the Consultant of the conditions contained in this RFP, unless clearly and specifically noted in the proposal submitted and confirmed in the contract between Vermont State Colleges System and the chosen Consultant selected
4. Responses shall be binding upon the chosen Consultant and irrevocable for up to 60 days following the close of applications
5. From the release date of this request for proposal until award of the contract, no contact with Vermont State Colleges System personnel or board members related to this solicitation is permitted. Direct all communications to the designated contact on the first page of this request.
6. The Vermont State Colleges System reserves the right to:
 - a. Request clarification and additional information from any Consultant during the evaluation process
 - b. Negotiate with the chosen Consultant to include further services not identified in this RFP
 - c. Re-advertise with either an identical or a revised scope of work or cancel requirements in their entirety
 - d. Issue subsequent RFPs based on refinement of concepts proposed in response to this request

- e. Conduct investigations of the qualifications of the Applicant as deemed appropriate
- f. Request the Applicant modify the submitted proposal to more fully meet the needs of the Vermont State Colleges System

CONFIDENTIALITY

The Vermont State Colleges System complies with the Vermont Public Records Act, 1 VSA § 315 *et seq.* which requires public agencies to allow any person to inspect or copy any public record upon request. Accordingly, applicants for this RFP are hereby advised that any communications, data or other information received by the Vermont State Colleges System during the RFP process could be subject to a public records request. However, certain public records are exempt from public inspection and copying, as set forth in 1 VSA § 317(c), including, for example, those portions of a record which meet the statutory definition of a trade secret. Accordingly, consultant should submit a second copy of their proposal, from which any portion of the proposal that the consultant reasonably believes to be exempt from disclosure under the Public Records Act has been redacted. By submitting a proposal, you indicate that you understand the requirements of this section and the potential applicability of Vermont's Public Records Act to your proposal.

SUBMISSION REQUIREMENTS

All submissions are due no later than 5:00 pm EST on May 20, 2021. It is expected that the entire search can be conducted within eight weeks of issuing a contract. In three (3) separate documents, to be named as outlined on Application Instructions page, please provide the following:

1. **Organization and Personnel Qualifications:** Provide a statement of qualifications and capability to perform the services sought by this RFP, including:
 - a. Detailed plan and timeline for approaching the hiring process for the new president
 - b. Description of relevant experience with work similar in nature, size, and scope to that which is the subject of this RFP.
 - c. Qualifications, experience and education for personnel working on this engagement including education level, skillset (described in detail), experience level, and job title along with a resume. Relevance with similar projects should be cited along with the level of effort expected for this engagement.
 - d. The number of days following the VSCS's authorization to proceed by which the Consultant will be ready to begin work, including mobilization of resources. As noted above, it is expected that the entire search can be conducted within eight weeks of issuing a contract.

2. **References:** Provide references from three to five clients or employers performing work of similar complexity. In each reference include the following:
 - a. Project name and description including primary project scope, description of complexity, communication, and project plan
 - b. Duration and size of project. In this section include the beginning and end dates of the project, search profile, volume and quality of candidates screened, schedule, and approach employed
 - c. Outcome of search, if successfully concluded, how long has the candidate been employed
 - d. Name of company
 - e. Project sponsor name, telephone number, and email address.
3. **Fee Proposal:** Provide a fee proposal for the search.
4. **Redacted Copy:** Provide a second copy of the proposal, redacting any portion of the proposal that is reasonably believed to be exempt from disclosure under the Vermont Public Records Act.

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