


MEMORANDUM

TO: VSCS Board of Trustees

FROM: Sophie Zdatny, Chancellor 

DATE: January 20, 2022

SUBJECT: Board of Trustees Meeting on January 24, 2022

Trustees:

Materials are now available for the Board meeting scheduled for **1:30 p.m., on Monday, January 24, 2022**. The meeting will take place via Zoom and will be livestreamed on YouTube.

The Board meeting will immediately follow a **1:00 p.m.** meeting of the **EPSL Committee**, the purpose of which is to provide a brief informational update on the status of the optimized program array for Vermont State University. Please consider joining the EPSL Committee to hear the update.

Following approval of the minutes, the Board will receive a report from the **Finance and Facilities Committee**, which includes a vote on an endowment for Northern Vermont University. After a report from the **Executive Committee**, the Board will receive a nomination from the **Nominating Committee** for the election of David Silverman to serve a second term as a Board-appointed trustee. In addition, the Board will be asked to elect at least three trustees to serve on the Nominating Committee. The current members of the Nominating Committee are Adam Grinold, Janette Bombardier, Lynn Dickinson (*ex officio*), and Bill Lippert.

Wilson Garland will provide a **transformation update**, followed by brief, oral reports from each of the **Presidents**.

Following **Additional Business** and **Public Comment**, the Board will enter **executive session** to discuss the new collective bargaining agreements with CCV Faculty and Part-time Faculty. Any vote on ratification must take place in open session. In addition, Megan Cluver, as Chair of the Search and Screen Committee for the President of Vermont State University, will provide an update on the search.

cc: Council of Presidents, Academic Deans, Business Affairs Council, & Student Affairs Council

Vermont State Colleges Board of Trustees Meeting

Zoom Meeting/YouTube Stream*

Monday, January 24, 2022 at 1:30 p.m. or as soon as the EPSL Committee meeting scheduled for 1:00 p.m. concludes, whichever is later

AGENDA

1. Call to order
2. Approval of Minutes – December 6, 2021
3. Report from Finance and Facilities Committee
 - a. Vote on Russ and Amy Bailas Endowment (Northern Vermont University)
4. Report from Executive Committee
5. Report from Nominating Committee
 - a. Vote on Board-elected trustee
 - b. Vote on Nominating Committee membership
6. Transformation Update
7. Presidential Reports
8. Additional Business
9. Comments from the public – sign up here: www.vsc.edu/signup
10. Executive Session
11. Adjourn

*With the passage of S.222, as signed into law by the Governor on January 19, 2022, no physical meeting location is being designated for this meeting.

Upcoming Board Meetings:

A special Board meeting is scheduled to be held, held via Zoom, on Monday, **February 14, 2022** at 1:00 p.m.

The next regular Board meeting is currently scheduled to be held in person at the Northern Vermont University-Johnson campus and via Zoom on Saturday, **March 19, 2022**. This may shift to being virtual only depending on the course of the COVID-19 virus.

MEETING MATERIALS

- Item 1: December 6, 2021 Meeting Minutes
- Item 2: Finance & Facilities Committee Requests
- Item 3: Russ and Amy Bailas Endowment

ITEM 1:
December 6, 2021 Meeting Minutes

Minutes of the VSCS Board of Trustees hybrid Meeting held Monday, December 6, 2021, at 1:00 p.m. via ZOOM and at the Office of the Chancellor, 575 Stone Cutters Way, Montpelier– 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 Monday, December 6, 2021, via ZOOM.

Board members present: Lynn Dickinson (Chair), Janette Bombardier, Megan Cluver (Vice Chair), Ryan Cooney, Adam Grinold, Shirley Jefferson, Bill Lippert, Jim Masland, Mary Moran, David Silverman, Shawn Tester, Sue Zeller

Absent: Dylan Giambatista, Karen Luneau

Presidents: Joyce Judy, John Mills, Pat Moulton, Jonathan Spiro

Chancellor's Office Staff: Donny Bazluke, Network/Security Analyst
Kellie Campbell, Chief Information Officer
Wilson Garland, Director of Transformation Projects
Katherine Levasseur, Director of External & Governmental Affairs
Katrina Meigs, System Director of HR & Benefits Administration
Jen Porrier, Administrative Director
Kathryn N. Santiago, Associate General Counsel & System Investigator
Sharron Scott, Chief Financial/Operations Officer
Toby Stewart, System Controller
Patty Turley, General Counsel
Littleton Tyler, Lead Financial Analyst
Meg Walz, Director, Program Manager
Sophie Zdatny, Chancellor
Yasmine Ziesler, Chief Academic Officer

From the Colleges: Nolan Atkins, Provost, Northern Vermont University
Kelly Boulan, Development & Alumni Relations Specialist, Vermont Technical College
Sarah Chambers, Coordinator of Instructional Technology, Castleton University
Barbara Egan, Marketing, Vermont Technical College
Ana Gaillat, Dean of Academic Affairs, Vermont Technical College
Laura Jakubowski, Chief Budget & Finance Officer, Castleton University

James Lambert, Associate Dean of Advancement, Castleton University
Tom Mauhs-Pugh, Provost, Castleton University
Andy Pallito, Dean of Administration, Community College of Vermont
Sylvia Plumb, Director of Marketing & Communications, Northern Vermont University
Dave Rubin, Acting Dean of Administration, Vermont Technical College
Beth Walsh, President, VSCUP, Northern Vermont University

From the Public:

Christine Black
Tina Churchill
Amy Ferris
Samantha Flint
Erica Kim, Senior Marketing Strategist, VisionPoint Marketing
Bruce Ortiz, Account Director, VisionPoint Marketing
Tony Poillucci, Vice President & Creative Director, VisionPoint Marketing

1. Vice Chair Cluver called the meeting to order at 1:01 p.m. and explained that Chair Dickinson would be participating in the meeting, but not chairing it, due to recent minor surgery.
2. Approval of October 25, 2021 Meeting Minutes

Trustee Zeller moved and Trustee Silverman seconded the motion to approve the minutes from the October 25, 2021 meeting. The motion was approved unanimously.

3. Approval of Scholarships
 - a. Brenda Churchill Flint Memorial Scholarship – Vermont Tech
 - b. Student Engagement Scholarship Honoring Victoria Angis - Castleton University

Trustee Silverman requested approval of two new scholarships that were being brought directly to the Board, rather than to the Finance and Facilities Committee, so that they could be established before the end of the calendar year. Vermont Technical College President Pat Moulton shared some background information about the Brenda Churchill Flint Memorial Scholarship, which will establish a scholarship at Vermont Tech in Brenda's memory to benefit a student in the business program.

Trustee Jefferson moved and Trustee Cooney seconded the motion to approve the Brenda Churchill Flint Memorial Scholarship at Vermont Technical College. The motion was approved unanimously.

Castleton University President Jonathan Spiro presented the Student Engagement Scholarship Honoring Victoria Angis, who recently retired after 41 years of service at Castleton University.

Trustee Moran moved and Trustee Grinold seconded the motion to approve the Student Engagement Scholarship Honoring Victoria Angis at Castleton University. The motion was approved unanimously.

4. Approval of revisions to Policy 505, *Strategic Planning*

General Counsel Patty Turley described the proposed revisions to Policy 505 to reflect the current suspension of the Long Range Planning Committee.

5. Approval of revisions to Vermont State Colleges By-Laws and to Board of Trustees' Handbook

Ms. Turley outlined the proposed revisions to the By-Laws and the Trustee Handbook to ensure consistency regarding the timing of the election of officers, and some minor updates and revisions to the information on the Audit & Risk Management Committee, the Diversity, Equity and Inclusion Committee, and the Nominating Committee in the Handbook.

Trustee Zeller moved and Trustee Jefferson seconded the motion to approve the revisions to VSC Policy 505, the Vermont State Colleges By-Laws and the Board of Trustees Handbook. The motion was approved unanimously.

6. Presentation from VisionPoint Marketing on branding for Vermont State University

Chancellor Zdatny invited VisionPoint Marketing to present their work on the branding pillars and personality traits for the new university. VisionPoint Marketing Account Director Bruce Ortiz, Senior Market Strategist Erica Kim, and Vice President & Creative Director Tony Poillucci shared a [presentation](#) on their progress.

7. Report from EPSL Committee

Vice Chair Cluver provided an update on the EPSL Committee held earlier in the day. The Committee received a report on the next steps for completion of the program array optimization work and its planned timeline. Chief Academic Officer Yasmine Ziesler shared that this approach to meeting the transition timeline goals was developed and agreed to by the four Faculty Assembly Moderators and the President of the Faculty Federation. Trustee Lippert expressed concern regarding the timeline for the program array. The original motion brought forward from the EPSL committee was then amended to reflect the Board's support for the established timeline.

Trustee Cluver moved and Trustee Grinold seconded a motion that the Board affirms the timeline established for the program array and charges the Chancellor and the Chief Academic Officer with providing administrative direction to support achieving the academic program array timeline goals as developed and agreed to by all four faculty assembly leaders and President of the Faculty Federation, and to provide a status update to EPSL in January. The motion was approved unanimously.

General Counsel Patty Turley informed the Board of the EPSL Committee's approval of Northern Vermont University's request to relinquish the FCC licenses for its two campus radio stations. NVU will pursue streaming opportunities similar to the approach taken by Castleton University. Vermont Tech is retaining its FCC license for its radio station at this time.

Trustee Cluver moved and Trustee Jefferson seconded the motion to approve the relinquishment of the Northern Vermont University FCC licenses. The motion was approved unanimously.

8. Presentation on Legislative Ask

Director of External and Governmental Affairs Katherine Levasseur and Chief Financial and Operating Officer Sharron Scott shared a [presentation](#) summarizing the Vermont State Colleges legislative ask.

9. Transformation Update

Director of Transformation Projects Wilson Garland presented an update and summary of progress on transformation, which can be found [here](#).

10. Additional Business

There was no additional business.

11. Comments from the Public

There were no comments.

12. Executive Session

At 3:20 p.m. Trustee Silverman 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 because premature general public knowledge would place the public body involved at a substantial disadvantage. Along with the members of the Board present at this meeting, the Board invited the Chancellor and the General Counsel to attend. Trustee Silverman further moved that the VSCS Board of Trustees enter executive session pursuant to 1 V.S.A. § 313(a)(3) to discuss the appointment and employment of a public officer. The motion stated that no formal or binding action would be taken in executive session. Upon the exit of General Counsel from the executive session, the Board invited President Jonathan Spiro and Provost Tom Mauhs-Pugh to join trustees in executive session. Trustee Moran seconded the motion and it was approved unanimously.

The Board exited executive session at 4:38 p.m.

Trustee Silverman moved and Trustee Dickinson seconded the motion to approve Resolution 2021-024, Appointment of Thomas Mauhs-Pugh as Interim President of Castleton University. The motion was approved unanimously.

Trustee Lippert thanked President Spiro for his invaluable service and thanked Provost Tom Mauhs-Pugh for his willingness to take over as President. Chancellor Zdatny also voiced her appreciation for President Spiro and shared her pleasure in working with him. President Spiro expressed his thanks to the Board,

Vice Chair Cluver adjourned the meeting at 4:43 p.m.

ITEM 2:
Finance & Facilities Committee
Requests

Finance and Facilities Committee Requests

The **Russ and Amy Bailas Endowment** was approved for consideration at the December 13, 2021 meeting of the Finance and Facilities Committee. This \$50,000 endowment, generously established by Russ and Amy Bailas, will provide scholarships to Northern Vermont University-Lyndon students studying Digital Communications. Candidates for the scholarship will be rising junior or senior students who have financial need. The recipients will be selected by the Digital Communications faculty, with preference given to out-of-state students. In the event there are excess funds in the scholarship, the award may be given to a nursing student with financial need, as selected by the Nursing faculty.

Quarterly Results

CFOO Sharron Scott shared first quarter financial performance with the Finance and Facilities Committee at its most recent meeting in December. The Q1 forecast is stronger than budget due to two primary factors, the first is a nearly universal improvement in revenues including a nearly \$6 million improvement in tuition and fees and an approximately \$2 million increase in room and board. The second primary factor is a decrease in expected salaries and benefits as the result of attrition. These improvements are offset by a decline in the anticipated use of Higher Education Emergency Relief Funds (HEERF) because the Community College of Vermont was able to accelerate their spending into FY21. The overall forecasted net effect, excluding the use of HEERF and Coronavirus Relief Funds, is approximately \$6.4 million.

The committee will receive second quarter results and metrics at the February 7, 2022 Finance and Facilities Committee meeting.

Facilities Planning

Gordian, a higher education consulting group that specializes in facility benchmarking, presented a [Return on Physical Assets \(ROPA\)](#) study to the committee. Two key takeaways from the presentation were:

1. The Vermont State Colleges invests, on average 34% of the necessary capital funds in annual stewardship and one-time asset reinvestment that is necessary to maintain asset value and reduce risk. This compares unfavorably to our regional peers who invest 56% on average.
2. The estimate for deferred maintenance is lower than the regional average due to significant investments by the VSC between 2008 and 2012. However, as those assets age deferred maintenance will accelerate unless additional investments are made in this key area.

At the February 7, 2022 Finance and Facilities Committee meeting, Gordian will join the committee again to discuss the results of their Space Utilization Survey. Additional, information will be shared regarding the strategic facilities planning effort. A special board meeting will be held on February 14, 2022 to review and approve the strategic financial plan.

ITEM 3:
Russ and Amy Bailas Endowment
(Northern Vermont University)



NorthernVermont.edu

December 9, 2021

Sophie Zdatny, Chancellor
Vermont State Colleges System
PO Box 7
Montpelier, VT 05601

Dear Chancellor Zdatny,

I am pleased to provide you the New Funding Source Document required for establishing an endowment in the amount of \$50,000 to be titled the Russ and Amy Bailas Endowment.

The endowment will be funded with a personal check from Russell Bailas, Lyndon class of 1974, and a check from Amy Bailas' Edward Jones account totaling \$50,000. The checks will be mailed this week to the NVU-Lyndon Office of Institutional Advancement attention; Jennifer Harris, PO BOX 919, Lyndonville, VT 05851.

I request that the Vermont State College's Board of Trustees accept these gifts and approve the establishment of the Russ and Amy Bailas Endowment.

Sincerely,

A handwritten signature in dark ink, appearing to read "John W. Mills", is written over a light blue horizontal line.

John W. Mills
Interim President

- NEW FUNDING SOURCE DOCUMENT - ENDOWMENTS ONLY

NVU-Lyndon

(College Name)

Submit to Chancellor's Office for all activities based upon a new funding source.
Place copy in front of any applicable master file.

- 1) Name of endowment: (type in all CAP'S)
Russ and Amy Bailas Endowment
- 2) Granting agency/donor/other funding source: (Attach supporting Documentation)

Personal check and check from an Edward Jones account

- 3) Purpose of endowment: (Attach supporting Documentation)

Provide scholarships for NVU-Lyndon students studying Digital Communications, entering their junior or senior year, with financial need. Preference given to out-of-state students. The recipients will be selected by the Digital Communication faculty. If there are not three qualified students studying Digital Communications then the remaining scholarship funding shall be awarded to an established nursing student, with financial need. In that case, the recipient will be selected by the Nursing faculty.

- 4) Proper accounting fund:
☒ Regular Endowment ☐ Term Endowment

General Ledger Activity Code(s): (as proposed or assigned)

6a) Date Endowment Reach Endowment Status:

7) Reporting requirements: (format/to whom/frequency/other)
Annual to donors

8a) Funding amount: \$50,000

8b) ☒ One-time - OR
☐ Ongoing funding (indicate timeframe:)

9a) Is principal use allowed: (w/Board OK?)

9b) If yes, is replenishment of principal allowed or required:

Russ and Amy Bailas wish to award three \$1,000 scholarships annually regardless of endowment earnings, and therefore give their approval to withdraw from the corpus, if needed to make the awards.

Allowed.

- 10) If investment proceeds generated, indicate intended disposition:
☒ Per Board Approved Spending Procedure
☐ Fully expend for program as prescribed
☐ Increase principal for inflation and expend remainder
☐ All Investment earnings added for ____ years before expending for endowment purposes begins
☐ Other (describe:)

11) President: 12) Date to Ch's Ofc: 13) Date Board Approved: