

MEMORANDUM

TO: Executive Committee
Lynn Dickinson, Chair
Megan Cluver, Vice-Chair
Karen Luneau, Secretary
David Silverman, Treasurer

FROM: Sophie Zdatny, Chancellor *SZdatny*

DATE: April 29, 2022

SUBJECT: Executive Committee Meeting on May 2, 2022 at 2:00 p.m.

Trustees:

Attached, please find the Agenda and meeting materials for Monday's meeting. Following approval of the meeting minutes from the January 7, 2022 meeting, the Committee will be reviewing proposed amendments to Article V of the Bylaws. The proposed amendments provide that the Board shall appoint the Executive Director of Workforce, a new position within the system.

The materials include a copy of the Long Range Planning Committee Charge and the current Committee Assignments. At its March 27, 2021 meeting, the Board agreed with the Executive Committee's recommendation to suspend the LRPC Committee temporarily due to the ongoing transformation work and the frequency of full Board meetings as a result of that work. The question for discussion is whether the time has come to reactivate the Committee.

Next on the Agenda is a review of the updated Gap Analysis that was initially prepared in May 2021. Several of the items are either ongoing or underway. Jen Porrier will provide an overview of the comprehensive onboarding process for new trustees. This Gap Analysis also flows into the following agenda item regarding the Executive Committee's role in coordinating and facilitating the Board's ongoing self-evaluation and development, as well as planning for the September retreat. A copy of the Charge for the Executive Committee is included in the materials for reference.

Please let me know if you should have any questions.

Sophie

Vermont State Colleges Board of Trustees
Zoom Meeting/YouTube Stream
Monday, May 2, 2022

AGENDA

2:00 p.m. – Executive Committee Meeting

1. Call to order
 2. Approval of Minutes – January 7, 2022
 3. Review/vote on proposed amendments to the bylaws
 4. Discussion on reactivating the Long Range Planning Committee
 5. Review progress on Gap Analysis
 6. Planning for Board’s Annual Retreat and Board self-assessment and development activities
 7. Public Comment – sign up here: www.vsc.edu/signup
 8. Other Business
 9. 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

Agenda Item #2 – Executive Committee Minutes, January 7, 2022

Agenda Item #3 – Proposed Amendments to Bylaws, Article V

Agenda Item #4 – Trustee Handbook, Long Range Planning Committee Charge
and current Committee Assignments

Agenda Item #5 – VSC Board Gap Analysis

Agenda Item #6 – Trustee Handbook, Charge for Executive Committee

Agenda Item #2
Approval of Minutes – January 7, 2022

Minutes of the VSCS Board of Trustees Executive Special Committee hybrid meeting held Friday, January 7, 2022, at 3:30 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 a subsequent meeting.

The Vermont State Colleges Board of Trustees Executive Special Committee met on Friday, January 7, 2022.

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

Absent: Karen Luneau

Chancellor's Office staff: Donny Bazluke, Network/Security Analyst
Wilson Garland, Director of Transformation Projects
Katherine Levasseur, Director of External & Governmental Affairs
Jen Porrier, Administrative Director
Kathryn N. Santiago, Associate General Counsel & System Investigator
Sharron Scott, Chief Financial/Operations Officer
Meg Walz, Director, Project Management
Sophie Zdatny, Chancellor
Yasmine Ziesler, Chief Academic Officer

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

1. Chair Dickinson called the meeting to order at 3:31 p.m.
2. Approval of Minutes
 - a. July 22, 2021
 - b. November 2, 2021

Trustee Silverman moved and Trustee Cluver seconded the motion to approve the minutes of July 22, 2021 and November 2, 2021. The motion was approved unanimously.

3. Update on planning for Spring semester in response to Omicron variant of COVID-19

Chancellor Zdatny discussed the challenges of the constantly changing environment caused by the COVID-19 virus. Currently, the plan is for students to return for the spring semester as scheduled. Requirements are already in place for student vaccinations (with permitted exemptions). We plan to ask all employees to upload either proof of their vaccination status or a weekly negative test through UKG. VSC does not anticipate providing free testing to those that

are not vaccinated. It is anticipated that this will be in effect by the end of the month. We continue to wait to see if the federal OSHA Emergency Temporary Standard will be upheld by the Supreme Court.

4. Update on transformation expenditures to date

Chief Financial & Operations Officer Sharron Scott shared a presentation on the current transformation budget. Those slides can be found [here](#).

5. Public Comment

Beth Walsh inquired whether unvaccinated employees would be required to use a certain type of COVID test (*i.e.* rapid vs. PCR) and if the current VSC health insurance would cover the cost of testing. Chancellor Zdatny replied that federal guidance is expected to be issued on January 15th that should assist with answering the question regarding health insurance coverage for testing. With respect to the type of COVID test, the VSC will follow federal and state guidance.

6. Executive Session

At 3:59 p.m. Trustee Dickinson moved that the VSCS Executive Committee enter executive session pursuant to 1 V.S.A. § 313(a)(1)(A) to consider contracts, because premature general public knowledge would clearly place the Vermont State Colleges at a substantial disadvantage; and 1 V.S.A. § 313(a)(3) to discuss the appointment and employment of public employees. The motion stated that no formal or binding action would be taken in executive session. Along with the members of the Board present at the meeting, the Committee invited the Chancellor, the Chief Financial and Operating Officer, the Director of Transformation Projects and the Associate General Counsel to join. Trustee Silverman seconded the motion and it passed unanimously.

The Committee exited executive session at 5:34 p.m. and took no action.

7. Other Business

Chancellor Zdatny shared that work is underway to create formal onboarding procedures for new Trustees. The terms for three of the trustees expire at the end of February and the goal is to have the new procedures formalized in time to onboard any new trustees.

Chair Dickinson adjourned the meeting at 5:35 p.m.

Agenda Item #3
Proposed Amendment to Bylaws, Article V

PROPOSED AMENDMENT TO BYLAWS

ARTICLE V - ~~INSTITUTION~~ CHIEF EXECUTIVE OFFICERS

Section 1. **Institutional** President - The President is the chief executive and administrative officer of a member institution. The responsibility for selection of institutional presidents lies with the Board of Trustees after consultation with the Chancellor and representatives of the affected institution, including faculty, staff and students. The President is directly responsible to the Chancellor for the effective operation of the institution within system-wide policies and objectives as approved by the Board of Trustees. The Chancellor exercises direct supervision of the President. The Chancellor shall also make recommendations to the Board, as appropriate, on the compensation, reappointment, non-reappointment, and discharge of the President. After considering the Chancellor's recommendations and its own assessment of the President's performance, final authority in these matters shall rest with the Board. In cases of potential discharge of the President during his/her contract period, the Chancellor has the authority to suspend a President with pay pending Board of Trustees consideration of the matter.

Section 2. **Workforce Executive Director** – The Executive Director is the chief executive and administrative officer of the Workforce Development Division. The responsibility for selection of the Executive Director lies with the Board of Trustees after consultation with the Chancellor and relevant constituencies. The Executive Director is directly responsible to the Chancellor for the effective operation of the division within system-wide policies and objectives as approved by the Board of Trustees. The Chancellor exercises direct supervision of the Executive Director. The Chancellor shall also make recommendations to the Board, as appropriate, on the compensation, reappointment, non-reappointment, and discharge of the Executive Director. After considering the Chancellor's recommendations and its own assessment of the Executive Director's performance, final authority in these matters shall rest with the Board. In cases of potential discharge of the Executive Director during the contract period, the Chancellor has the authority to suspend an Executive Director with pay pending Board of Trustees consideration of the matter.

Agenda Item #4

- (a) Trustee Handbook – Long Range Planning Committee Charge
- (b) Current Committee Assignments

Long Range Planning Committee Charge

The Long Range Planning Committee is a Standing Committee of the Board of Trustees of the Vermont State Colleges System.

Purpose

The Long Range Planning Committee plays a significant role in charting the future course of the Vermont State Colleges System. It serves as an advisory committee to the Board of Trustees, Chancellor, and college presidents on strategic long-term planning in general and on specific proposals to change the governance and/or structure of the system, as well as on alternative approaches for administration and program delivery at a system level which require Board approval. The Committee shall support institutional integrity through the application of findings from periodic and episodic assessments of the policies and conditions.

Responsibilities

Specifically, the Long Range Planning Committee shall:

- Periodically assess the mission statements of the VSCS and its individual colleges to ensure that overall strategic direction is consistent with the goals and objectives of the system.
- Monitor and assess the Vermont State Colleges System strategic planning process, making appropriate recommendations to the Board for adjustment from time to time.
- Undertake long range planning and coordination for the VSCS, consistent with its goals, objectives, priorities, roles, and responsibilities, making appropriate recommendations for adjustment to the Board as warranted.
- Consider alternative approaches to system governance and structure, and VSCS relationships with external entities, making recommendations to the Board on potential structural, operational, governance, and marketing changes that should be expected to improve long term prospects for the VSCS.

- Monitor and review governmental or other developments and initiatives that may impact the VSCS to assure that management and the Board are responding appropriately.
- Involve and consult with college leadership in the development of any recommendations, prior to bringing them to the Board of Trustees for action.
- Coordinate with any other committees of the Board, particularly when overlapping jurisdictions may come into play.
- Apply periodic and episodic assessments of the policies and conditions that systemically support the pursuit of responsible and ethical actions by the VSCS community.

Composition

The Committee shall be composed of no more than seven Board members appointed by the Chair of the Board, who shall also appoint the Chair of the Committee.

Revised 01/15/21

BOARD OF TRUSTEES

Lynn Dickinson, Chair

(3/1/24)

Janette Bombardier

(2/28/25)

Megan Cluver, Vice Chair

(2/28/23)

Ryan Cooney

(5/30/22)

Rep. David Durfee

(2/28/26)

Adam Grinold

(2/28/23)

Shirley Jefferson

(2/28/25)

Rep. Bill Lippert

(2/28/24)

Karen Luneau, Secretary

(2/28/25)

Jim Masland

(2/28/26)

Mary Moran

(2/28/23)

David Silverman, Treasurer

(2/28/26)

Shawn Tester

(2/28/25)

Sue Zeller

(2/28/25)

Governor Phil Scott

(ex officio)

Board Committees

Audit

Sue Zeller, Chair

David Silverman, Vice-Chair

David Durfee

Mary Moran

Shawn Tester

**Education, Personnel
& Student Life**

Megan Cluver, Chair

Karen Luneau, Vice Chair

Janette Bombardier

Ryan Cooney

David Durfee

Shirley Jefferson

Mary Moran

Executive

Lynn Dickinson, Chair

Megan Cluver, VC

Karen Luneau, Secretary

David Silverman, Treas.

Finance & Facilities

David Silverman, Chair

Adam Grinold, Vice Chair

Lynn Dickinson

Bill Lippert

Jim Masland

Shawn Tester

Sue Zeller

DEI

Shirley Jefferson, Chair

Ryan Cooney

David Durfee

Bill Lippert

Karen Luneau

Jim Masland

Mary Moran

Nominating

Adam Grinold, Chair

Janette Bombardier

Lynn Dickinson (ex officio)

Bill Lippert

Investment Sub-Com

David Durfee

David Silverman

Sue Zeller

VSC Chancellor's Office

Sophie Zdatny, Chancellor

Chief Information Officer

Director of Information Systems

Director of Facilities

Director of External & Governmental Affairs

Administrative Director

Associate General Counsel

Chief Financial Officer and Operating Officer

General Counsel

Chief Academic Officer

Kellie Campbell

Doug Eastman

Richard Ethier

Katherine Levasseur

Jen Porrier

Kathryn Santiago

Sharron Scott

Patty Turley

Yasmine Ziesler

Agenda Item #5 Revised Gap Analysis

VSC Board Gap Analysis Action Items

May 25, 2021, updated April 29, 2022

Gap	Action Item	Responsibility	Timeline	Progress	Notes
Accountability	1. Develop an Accountability Matrix	Chair, Chancellor	June '21, Ongoing	Complete	Develop a Board-level accountability matrix that includes the What, Who and When for each item (e.g., this document). Coverage will expand to include Transformation and related PT II items.
	2. Create an Accountability Dashboard	Chancellor Wilson, Yasmine, Sharron	September '21, Ongoing	Complete	Complete a Board-level dashboard with measurable success metrics to ensure data-informed accountability.
	3. Do Accountability checks	Chair	Ongoing	Complete	Update of Accountability Matrix to be provided to Board – June 2022
	4. Review BOT Committee charters and practices.	Chair, Chancellor	Ongoing	Underway	Ensure accountability is part of all committee Charters and processes. Complete review.
	5. Ensuring accountability cascades.	Chancellor Presidents	Ongoing	Underway	Develop strategy for establishing and maintaining accountability at every management level.
Transparency	1. Present Chair's report on BOT self-assessment	Chair	May '21	Complete	The Chair reports on the Board's self-assessment and commits the BOT to open, frank, clear, and probing communications (June 2021)
	2. Assessing accountability	Chair	June '21, Ongoing	Ongoing	The Board to make transparency a key success metric to which it holds itself accountable, with regular self-assessment.
Role Clarity	1. Onboarding	Chair, Chancellor	June '21, Ongoing	Complete	Ensure a comprehensive onboarding process for new members. Items identified and being implemented. Written list to become part of regular Board material
	2. Continue Board development	Chair	Ongoing	Ongoing	Ensure regular Board development sessions. Plan for 2022-2023.
Succession	1. Succession plan for Chair	Chair	June '21	Complete	Ensure there is a short-term, emergency succession plan for the Board Chair.
	2. Succession plan for Chancellor	Chair, Chancellor	June '21	Complete	Ensure there is a short-term, emergency succession plan for the Chancellor.
	3. Succession plan for other Sr. Leadership positions	Chancellor	September '21	Complete	Survey critical management positions for succession plans.

Complete

Ongoing/Underway/on schedule

Red: Material delay or blocked.

Agenda Item #6
Trustee Handbook –
Charge for the Executive Committee

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.