

**Minutes of the VSCS Board of Trustees Meeting held Tuesday, September 19, 2023, at 1:00 p.m. at Lake Morey Resort, Fairlee, VT – APPROVED**

The Vermont State Colleges Board of Trustees met on Tuesday, September 19, 2023, Lake Morey, VT

Board members present: Lynn Dickinson, Megan Cluver, David Durfee, Bob Flint, Karen Luneau, Jim Masland, Perry Ragouzis, David Silverman, Shawn Tester, Sue Zeller

Absent: Janette Bombardier, Shirley Jefferson, Bill Lippert

Presidents: Joyce Judy, Mike Smith (Interim)

Chancellor's Office Staff: Wilson Garland, Director, Transformation Projects  
Katherine Levasseur, Director of External and Government Affairs  
Jen Porrier, Administrative Director  
Mike Stevens, Director of Transformation Projects and Planning  
Sophie Zdatny, Chancellor

Shared Services: Sarah Potter, Chief Human Resources Officer  
Kathryn Santiago, Associate General Counsel  
Sharron Scott, Chief Financial/Operations Officer  
Patty Turley, General Counsel

From the Colleges: Nolan Atkins, Vice President of Academic Affairs, Vermont State University  
Kelley Beckwith, Vice President of Student Success, Vermont State University  
Mary Brodsky, Dean of People and Culture, Community College of Vermont  
Amy Miller, VSCUP Co-President, Vermont State University  
Maurice Ouimet, Vice President of Admissions, Vermont State University  
Sylvia Plumb, Assistant Vice President of Marketing, Vermont State University  
Beth Walsh, VSCUP Co-President, Vermont State University  
Heather Weinstein, Dean of Strategic Initiatives & Student Affairs, Community College of Vermont

1. Chair Dickinson called the meeting to order at 1:17 p.m.

Chair Dickinson noted an addition to the agenda under #4 – electing a trustee to the Audit Committee to replace Trustee Mary Moran.

Chair Dickinson thanked Chancellor Zdatny for her tenure at the Vermont State Colleges, her hard work and great leadership during the past 3 and a half years as Chancellor. She wished the Chancellor well and said she will be missed immensely.

## 2. Public Comment

VSCUP Co-President Beth Walsh provided a comment on behalf of an absent colleague, Kate Gold, that indicated frustration with accomplishing tasks through a bureaucracy which slows response time. She advocated for a nimble and agile decision-making process that empowers staff.

Ms. Walsh then provided her own comment mentioning the difficulty of an unmanageable workload resulting in losing colleagues to burnout and becoming stretched too thin within student-facing staff and faculty. She urged the rightsizing of administration. She then suggested not backfilling the Chancellor position upon Chancellor Zdatny's departure.

VSCUP Co-President Amy Miller commented that new gate-keeping systems are negatively affecting morale. Ms. Miller reiterated that colleagues are feeling exhausted, stressed, and burned out and that the position of Chancellor not be filled.

## 3. Approval of August 14, 2023 Meeting Minutes

**Trustee Zeller moved and Trustee Flint seconded the motion to approve the August 14, 2023 Meeting Minutes. The motion was approved unanimously.**

## 4. Items for Board Action

- A) Motion/vote on revisions to VSC policy 311, *Non-discrimination and Prevention of Harassment and Related Unprofessional Conduct*

Associate General Counsel Kathryn Santiago explained the changes to VSC Policy 311, which are due to the recent passage of Act 80, which went into effect on July 1, 2023. You can find the redlined version of this policy [here](#) on pages 16-28.

**Trustee Silverman moved and Trustee Tester seconded the motion to approve the revisions to VSC Policy 311, *Non-discrimination and Prevention of Harassment and Related Unprofessional Conduct*. The motion was approved unanimously.**

- B) Motion/vote on VSC Board of Policy 435, *Financial Conflict of Interest in Research*

Chief Financial and Operating Officer Sharron Scott shared that the Finance & Facilities Committee had recommended the approval of the proposed revisions at its 8/21/23 meeting. The procedures for this policy have been separated as they do not require approval from the Board. Further information on the revisions can be found [here](#) on pages 43-46.

**Trustee Tester moved and Trustee Silverman seconded the motion to approve the revisions to VSC Policy 435, *Financial Conflict of Interest in Research*. The motion was approved unanimously.**

C) Motion/vote on approving Claire Duke Endowment

CFOO Scott shared that this Endowment was not brought before the Finance & Facilities Committee but it is time-sensitive due to Claire Duke's health. An honorary degree was issued to Claire Duke earlier this year. This endowment will provide scholarships to returning undergraduate students majoring in education and attending any of VTSU's campuses. Recipients must have demonstrated financial need and intend to pursue a career in teaching. Further information about this endowment can be found [here](#) on pages 48-57.

**Trustee Silverman moved and Trustee Zeller seconded the motion to approve the Claire Duke Endowment. The motion was approved unanimously.**

D) Motion/vote on accepting Department of Army Contract/Grant

VP Truckle explained that there is a request from a faculty member for funding for a three-year research project on soil, terrain, snow, and ice in the Arctic. The funding is through the U.S. Army Engineer Research and Development Center and the budget has been thoroughly fiscally vetted. This contract requires VTSU to meet the federal contractor requirements. This will require significant compliance work but achieving federal contractor status will open up opportunities for other possible research projects with the federal government.

**Trustee Masland moved and Trustee Flint seconded the motion to approve the acceptance of the Department of Army Contract/Grant at Vermont State University. The motion was approved unanimously.**

E) Motion/vote on VTSU's Optimization 2.0

Chair Dickinson expressed the Board's support for VTSU's academic program review, called Optimization 2.0. The Board recognized the importance of this work in addressing the financial sustainability of the university, the necessity of right-sizing course offerings to meet student demand, the need to complete this work in sufficient time to be able to market programs to interested students and boost enrollment for Fall 2024, and to meet the expectations of the New England Commission of Higher Education.

**Trustee Zeller moved and Trustee Luneau seconded the motion to approve and support Vermont State University's academic program review, called Optimization 2.0. The motion was approved unanimously.**

F) Motion/vote to elect Trustee to the Audit Committee

The resignation of Trustee Mary Moran has resulted in a vacancy on the Audit and Risk Management Committee. Chair Dickinson, as the representative of the Nominating Committee, proposed the nomination of Trustee Bob Flint to fill that vacancy.

**Trustee Masland moved and Trustee Luneau seconded to the motion to elect Bob Flint to serve on the Audit and Risk Management Committee. The motion was approved unanimously.**

5. Executive Session

**At 1:53 p.m. Trustee Cluver moved that the Board of Trustees enter executive session, pursuant to 1 V.S.A. § 313(a)(1)(A) to consider 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) to consider confidential attorney-client communications, because premature general public knowledge would clearly place the public body involved at a substantial disadvantage. In addition, Trustee Cluver moved that the Board enter executive session pursuant to 1 V.S.A. § 313(3) to discuss the appointment or employment of public officers and employees. Along with the members of the Board present at this meeting, the Board invited the Chancellor, the Chief Financial and Operating Officer, the General Counsel, the Interim President of Vermont State University, VTSU's Vice President of Business Operations, the Director of Governmental and External Relations, and the President of the Community College of Vermont to attend the executive session. Trustee Durfee seconded the motion and it was approved unanimously.**

The Board exited executive session at 4:54 p.m.

**Trustee Cluver moved and Trustee Masland seconded the motion to approve Resolution 2023-009, Authorizing Sale of EBS Licenses. The motion passed unanimously.**

#### 6. Other Business

There was no other business..

Chair Dickinson adjourned the meeting at 4:56 p.m.