The Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, September 8, 2006 at 8:00 a.m. in Memorial Lounge, room 338 Waterman Building.

MEMBERS PRESENT: Chair Carl Lisman, Vice Chair Martha Heath, Secretary Thomas Little, Claire Ayer, James Betts, Bill Botzow, Ian Boyce, Acting President John Bramley, Frank Cioffi, Robert Cioffi, Johannah Donovan, Kathleen Hoyt, Susan Hudson-Wilson, James Leddy, Deborah McAneny, Kami Patrizio, John Snow, Stirling Winder, and Mark Young

MEMBERS ABSENT: Edwin Amidon, Jr., James Douglas, John Hilton, Jr., Richard Hube, Jr., Raymond C. Pecor, Jr., and Robert Young

Chair Carl Lisman called the meeting to order at 8:05 a.m.

ALSO PARTICIPATING: Provost John Hughes

Approval of Minutes

A motion was made and seconded, and it was voted, to approve the minutes of the May 19, 2006 meeting as presented.

Chair’s Report

Chair Lisman noted that much has happened since the last Board meeting and that his report this morning will focus on a few of the most important including:

- The University welcomed John Hughes who succeeded John Bramley as Provost. Provost Hughes spoke at Convocation on August 30. Chair Lisman expressed his confidence that John Hughes will be an excellent Provost and will serve the University with distinction.

- The University said farewell to John Bramley. The Chair predicted that, upon reflection of his service as Provost, John Bramley will be overwhelmed by his accomplishments.

- On July 17 Daniel Fogel took ill. At a meeting of the Executive Committee on July 24, at which many of the Trustees participated, John Bramley was appointed Acting President. Daniel Fogel is doing well and is planning to return at the end of the month.

Chair Lisman thanked John Bramley for serving as Acting President for his willingness to return to service at the outset of his leave of absence. Members of the Board and the audience joined Chair Lisman in a round of applause in appreciation and recognition of Acting President Bramley’s service.
• In June, Trustees attended a successful retreat that allowed Trustees to spend time together and discuss how to improve their performance as Trustees.
• The ad hoc Committee on Board Operations has prepared a proposal to restructure Board committees, as to which a final discussion will occur at the full Board meeting tomorrow. He noted that the Committee has been very productive and successful and commended the leadership of Chair Robert Cioffi, as well as the continuing service of Christine Hertz who completed her term as Trustee in March.
• In May, the University said goodbye to the class of 2006 and recently welcomed the class of 2010 along with all returning students, faculty, and staff.
• A recent issue of *U.S. News & World Report* states that UVM has moved up in the ranking of the nation’s top public universities to 39th place. A report appearing in the July issue of *Kiplinger's Personal Finance* tells the positive story that UVM is far from being the most expensive school and ranks in the top half at 49th.

The Chair next discussed the current successes including the spend-and-grow model, and the need to set and follow priorities and not deviate from them. The administration and Board must also remain vigilant as to the enrollment management strategy, and recruitment of faculty to serve those students, as well as continue its commitment to academic excellence. Additionally, the administration and Board need to find ways to address deferred maintenance.

Chair Lisman concluded his report by thanking trustees for volunteering their time and skills, for asking sharp questions, and for engaging in worthwhile debates such as discussions that occurred at yesterday’s Committee meetings.

**Acting President’s Report** (see full report appended to minutes)

**Action Item – Resolution Approving Equal Opportunity Statements**

Chair Lisman noted this action item has been referred to the Academic & Student Programs and Diversity Committees and that the Board will vote on the resolution tomorrow.

**Report of the ad hoc Committee on Board Operations**

Ad hoc Committee on Board Operations Chair Robert Cioffi began his report by noting that the Committee has met monthly and accomplished a great deal over the past year. Some of the accomplishments include:

• Code of Trustee Conduct/Trustee Duties – this statement was approved by the Board in May.
• Board Self-Assessment – this was addressed at the June retreat, the success of which was previously acknowledged by the Board Chairman. Chair Cioffi shared a few comments from conversations with Robert Woodbury, the retreat facilitator, following the retreat. It was Mr. Woodbury’s observation that this Board is one
of the most collegial and open boards with which he has worked. Mr. Woodbury encouraged the Board to continue to look for opportunities to meet outside of regular meetings and find ways to interact socially.

- **Board Policies, Operations and Planning Manual** – upon recommendation and development by Vice President for General Counsel and Legal Affairs Fran Bazluk, the Committee will be recommending for Board approval a resolution authorizing the establishment of a Board of Trustees’ Manual in which Board policies and strategic materials the Board approves will be assembled and readily available to Trustees, administrators, and members of the campus community.

- **Public Comment Protocol at Full Board Meetings** – at the request of the Board Chairman, the Committee has created a public comment protocol, (in addition to rights of public comment under state public access laws), establishing time at the beginning of each full Board meeting for members of the public to address the Board. The Committee will be recommending the protocol for Board approval tomorrow.

- **Administration-Trustee Communications** – the Committee discussed the volume and quality of communications trustees receive from the administration and other University sources and created a new survey that will be distributed annually, inviting trustees to opt-out of communications identified as discretionary.

- **Trustee Orientation, Training and Development** – the Committee will recommend for adoption tomorrow a policy on orientation, training and development for trustees. A workgroup remains engaged to develop recommendations as to program content for new trustee orientation and training and development programs to enhance the effectiveness of the Board and its member trustees.

- **Trustee Access to University Resources** – the Committee approved a restatement of University resources customarily available to trustees.

- **Meeting Quality Assessment** – the Committee is planning to distribute assessment surveys at the conclusion of Committee and Board meetings.

Chair Cioffi next reported on the major work of the Committee – the proposal to restructure the current committee structure into two ‘mega-committees’ identified as:

1. **Budget, Finance and Investment** – consolidating the Finance & Budget and Investment Committees and the Debt Sub-Committee.

2. **Educational Policy and Institutional Resources** – consolidating the Academic & Student Programs, University Advancement, Diversity, and Facilities & Technologies Committees.

Chair Cioffi reminded the Board that the restructuring was driven by the Board’s desire to reduce overlap, while allowing time for more substantive discussion at Committee meetings. He acknowledged that some cross-over will remain, such as discussion of buildings.

Under the restructuring proposal, the Audit, Executive and Board Governance Committees (the latter being an extension of current the ad hoc Committee on Board Operations) would remain standing committees. The ad hoc Labor Advisory Group will
remain as such. The Committee on Health Education, Committee on Socially Responsible Investing and Joint Committee on Honorary Degrees warrant further consideration as does certain responsibilities of the Investment Committee. These issues will be further discussed by the Committee later today.

Chair Cioffi reminded the Board that the Board Chairman will determine the composition of the Executive Committee and reported that the Committee has discussed and agreed to convey an advisory recommendation regarding the composition of the Executive Committee of the following persons *ex officio*: the Board Chair, Vice Chair and Secretary; the Chairs of the standing Committees; the President; and additional trustees identified in the discretion of the Chair and approved by the Board.

Chair Cioffi concluded his report by noting that the Committee will recommend that the Committee restructuring be implemented at the next Board meeting in November.

Board Chairman Lisman offered a brief opportunity for comments, noting that time has been reserved for further discussion at tomorrow’s meeting.

Trustee Kathleen Hoyt commended the Committee and expressed her support of the proposed committee restructuring and implementation at the November meeting.

Trustee Martha Heath also expressed her appreciation and thanked the Committee for its work. She stated the importance of the success of the new structure relies on materials being received well in advance of meetings allowing for sufficient time for review, therefore allowing meeting time to be spent on critical discussions.

Trustee Ian Boyce expressed his concern that the issue of Diversity not be lost and how it will fit into the new structure.

Chair Cioffi concluded the discussion by publicly thanking Vice President Bazluke for all of her work in support of the Committee.

**Annual Review of the Trustees’ Strategic Plan**

In the interest of time, Chair Lisman deferred the annual review of the current Strategic Plan of the Board of Trustees to tomorrow’s meeting.

**Other Business**

Chair Lisman read and presented the following resolution in recognition of Trustee Coordinator Corinne Thompson’s 20 years of employment at the University of Vermont.

**Corinne Thompson Appreciation Resolution**

WHEREAS, Corinne Thompson recently completed 20 years of employment at the University of Vermont; and
WHEREAS, Corinne Thompson has provided excellent support, strong commitment, and outstanding performance to the Board of Trustees, the President, the administration, and the University, and;

WHEREAS, Corinne Thompson has, through her patience, flexibility, attention to detail, and positive attitude earned the respect and admiration of all with whom she works; and

WHEREAS, the work of this Board is more efficient, thorough, and effective because of Corinne Thompson’s tireless efforts;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont and State Agricultural College expresses its sincere congratulations and deep appreciation for Corinne Thompson’s 20 years of distinguished service to The University of Vermont.

Adjournment

There being no further business the meeting was adjourned at 8:55 a.m.

Respectfully submitted,

Thomas A. Little, Secretary
A. John Bramley
Acting President

Report to the Board of Trustees
September 8, 2006

Thank you Carl for your very kind remarks this morning.

I am honored to have the opportunity to make a few comments in a circumstance that I never anticipated. I thank the Board for their faith in me and I thank my colleagues for all their help and support. Not surprisingly I find myself reflecting not just on the last couple of months but collectively on my years at UVM. I have said before that this is a remarkable place, sometimes challenging and difficult, but with a community able to rise to those challenges and be resilient. Even in the last couple of months there are many unsung heroes. The faculty, staff and students who responded to the tragic events in Essex and supported and counseled members of our community affected by them. The team work that brought a great class right on target here to the University. The many who worked to get all our residence halls and facilities ready for opening, especially University Heights, Wing/Davis/Wilks and Harris/Millis Dining hall. The numerous members of the community who were out there in yellow t-shirts making this the best move in ever. The staff across the institution working long hours to make the complex Peoplesoft transition as smooth as possible.

UVM is enjoying a period of unparalleled ascendancy and success. While there are many reasons for this a primary driver has been a paradigm shift in our thinking about the institution and our potential. There is a growing understanding that only if the institution thrives can we individually thrive. I believe the willingness to work for and celebrate our collective success and progress is key to our continued progress.

Let me clarify what I am talking about by illustrating how we thought and spoke about UVM “Then,” and how I believe we are increasingly thinking, talking and acting “Now.” Make no mistake, we have more to do, and shedding our old skin for one better able to weather, and thrive in, our new environment will at times be uncomfortable. But we are on the right path. I hear changes in our language over the last 5 years that reflect a cultural shift. Consider some of the contrasts between “then and “now”

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<thead>
<tr>
<th>Then</th>
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<tr>
<td>Defensiveness</td>
<td>Pride</td>
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<tr>
<td>Cost</td>
<td>Value</td>
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<td>Good enough</td>
<td>Expect excellence</td>
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<tr>
<td>Live with scarce resources</td>
<td>Create new Resources</td>
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Remember the road trips with the family, hearing the kids ask, “Are we there yet?” Well, the answer is no, we are not there yet, but we are well on our way.

As I look towards the new academic year I see three areas that I believe should engage the attention of our community and this Board.

Firstly, we should seek to be academically distinctive as well as distinguished. Last year the university academic leadership engaged in some rich discussions about an academic vision seeking to combine the best of our heritage, the opportunities of a small research university and exciting contemporary ideas about learning communities. Building upon that work must be a major focus for the upcoming year. The University of Vermont and Vermont itself has shaped US higher education in the past and it can do so again.

Secondly we must create a facilities, space and deferred maintenance plan that recognizes the challenges of very limited, though appreciated, state capital support, moderates tuition increases, maintains competitive compensation while incurring fiscally responsible amounts of debt. We need to recognize that there are things that we must do and things that we cannot do. The risk is in trying to everything for everyone because we will lose our opportunity to be both distinguished and distinctive. The plan will need to integrate revenue generation, expenditure controls, with innovative and entrepreneurial partnerships. It will not be easy but the work is underway and will be a major focus for discussion at the November board.

Finally while our drive towards academic excellence has created great support inside and outside the state it has also created anxiety. We need to effectively communicate to Vermonters our role as the flagship university and its critical importance for the future success of the state, its people and its economy. Our quest for excellence does not leave Vermont behind but rather strengthens its future. This University cannot serve Vermonters by relying on the resources available in the state. We have to compete successfully on the national stage and only in so doing provide access and affordability for Vermont students and to help drive Vermont’s economic growth and job creation. We are truly Vermont’s University and our success can mean nothing but good things for Vermont.

The University faces many challenges. We will work tirelessly but we may not be able to overcome them all. As I step down from my administrative responsibilities here (again) I
urge us to focus on the continuing road to success, always asking the question: How will this decision make UVM a better, stronger, more viable place?

Again thank you for your confidence in me and I wish all of you, and our University, every future success.