The Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, February 5, 2010 at 8:00 a.m. and 4:00 p.m., in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Ian Boyce, Vice Chair Frank Cioffi, Secretary Bill Botzow, Claire Ayer, Samuel Bain, James Betts, Carolyn Branagan, Christopher Bray (afternoon only), Harry Chen, Robert Cioffi, Jason DePatie, Johannah Donovan, Daniel Fogel, John Hilton, Jr., Susan Hudson-Wilson, Debbie McAneny, David Potter, Adam Roof, Bill Ruprecht, John Snow, Donna Sweeney, Jeanette White and Mark Young

MEMBERS ABSENT: Jeffrey Davis and James Douglas

ALSO PARTICIPATING: Interim Senior Vice President and Provost Jane Knodell, Faculty Senate President Jim Burgmeier, Staff Council President Beth Walsh, Alumni Council President Meg Guzewicz, Student Government Association Vice President Kate Ash (for Bryce Jones), Graduate Student Senate President Melanie Brown, Vice President for Finance and Administration Richard Cate, Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Executive Operations Gary Derr and Renee Bourget-Place of KPMG

Chair Ian Boyce called the meeting to order at 8:09 a.m.

Approval of Minutes

A motion was made, seconded and voted to approve the minutes of October 23, 2009 meeting as presented.

Chair’s Report (see full report appended to minutes)

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

As an addition to his report, President Fogel invited Interim Provost Jane Knodell to discuss integrating resource allocation into the academic strategic plan. Interim Provost Knodell stated that, over a 5-year planning horizon, the goal is to reallocate resources in support of the Transdisciplinary Research Initiatives (TRI) and implementation of a general education requirement, while continuing to support the undergraduate and graduate curriculum. The implementation of both TRI and General Education will create efficiencies that will help pay for enhancements, such as shared research equipment and shared general education courses.

Interim Provost Knodell further indicated that strategic alignment starts with faculty recruitment. Strategic faculty hiring means that faculty hiring will be used to support emerging areas of strength and distinctiveness instead of replicating existing programs.
On an annual basis, Knodell said, the Provost’s Office will work with deans to create a slate of approved tenure-track faculty recruitments, each of which will be evaluated in terms of its contribution to the development of a spire, the delivery of general education courses, and/or coverage of the undergraduate majors and graduate curriculum. Strategic faculty hiring will ensure that expenditure from savings housed in reappropriation accounts is also strategic. Moving forward, the Provost’s approval will be required for spending from reappropriation accounts to ensure alignment with priorities. In the future, she stated, the Provost, Deans, and Vice President for Research will combine resources to define and fund start-up packages for approved faculty recruitment in order to maximize the use of resources.

Trustee Samuel Bain inquired if an index has been created to measure cost vs. academic excellence delivered in regards to the TRI. He would like to see measurement factors included in the design of this initiative. Interim Provost Knodell responded that outcomes will be measured by students’ abilities and capabilities when leaving the University. Outcomes can also be measured by rankings in national evaluations. She offered to present metrics to meet this request. President Fogel added that dashboard indicators are general outcomes and inclusive of many facets.

Trustee Jeanette White inquired how the TRI will affect funding for Extension and the College of Medicine. Interim Provost Knodell replied that money for these two entities would be housed in reappropriation accounts and the respective deans would be required to discuss their budget plans with her in order to identify efficiencies.

**Governance Leaders Reports**

Faculty Senate President Jim Burgmeier reported that three major issues discussed by the Faculty Senate since October has been academic calendars, the Trasdisciplinary Research Initiative, and guidelines for search committees for tenure-track hiring. He also announced that the Curricular Affairs Committee approved the creation of the Tarrant Institute for Innovative Teaching. In the fall, an ad hoc Committee on General Education was created and will report directly to the Senate Executive Council. President Burgmeier concluded his report by announcing that the Educational and Research Technologies Committee is researching the use of “clickers” in large classes to increase student participation.

Trustee Susan Hudson-Wilson asked if anxiety amongst faculty in regards to the budget process has been alleviated since President Burgmeier’s October report. President Burgmeier responded that increased transparency has seemed to alleviate a great deal of this anxiety, but the matter is hard to gauge because “budget season” is just beginning.

Trustee John Snow commended the clicker initiative and asked if the Faculty Senate is currently evaluating the question of December Graduation becoming a degree-granting event. President Burgmeier replied that this topic is currently on the Executive Council’s agenda and that it began this discussion at their January meeting. The biggest challenge, Burgmeier explained, is that the December Graduation ceremony is held the day after the last final exams.
Staff Council President Beth Walsh announced that the Staff Council’s FY 2011 salary recommendation proposes a $1,200 increase to the base salary of staff earning up to $75,000 and a $750 increase to the base salary of those earning $75,000 or more. She added that Staff Council had considered compression and decided it is not currently an issue. Council members feel strongly that lowest-paid staff cannot make ends meet with a 2% increase. President Walsh also stated that a merit-based increase was not suggested as a consistent evaluation method does not exist for the entire University. President Walsh concluded by stating that many staff voiced concerns regarding proposed budget cuts and have shared over four pages of their ideas with Vice President for Finance and Administration Richard Cate.

Alumni Association President Meg Guzewicz provided highlights from her pre-distributed report. She indicated that donor participation among alumni leadership groups has been outstanding for the first half of the fiscal year. Participation rate is 36% for those whom have attended an event and/or volunteered. She stated that the trend seems to be engagement delivers philanthropy. The Alumni Association is also encouraged by December giving results which were the third highest in the University’s history. She expressed gratitude that the Alumni Association was included in the production of three promotional videos that will be aired during televised University sporting events. Regional boards continue outreach efforts, such as the adopt-a-school project in Washington D.C. Lastly, the final stages of development are in process for the Alumni House.

Student Government Association (SGA) Vice President Kate Ash reported there is a great deal of student concern regarding an increasing number of major initiatives at the University. Many students believe that UVM is becoming excessive and they are no longer willing to pay more to get more. Vice President Ash also stated that the high cost/high aid model has caused students anxiety. She also called for more focus towards local enrollments. She concurred with Trustee Snow’s opinion that December Commencement should become a degree-granting event. Trustee Jim Betts commended Vice President Ash for her comments and affirmed that the Board acknowledges these concerns and will work to address them.

Graduate Student Senate (GSS) President Melanie Brown stated that the GSS shares the SGA’s concern over the persistently rising comprehensive fee. Many graduate students feel that services do not rise proportionately as fees escalates. She also announced that the GSS has been working on revising its Bylaws. GSS is looking into ways to better integrate medical students; one option is to designate Senate seats to medical students, but a major challenge is that the time commitment would prove difficult. President Brown stated that representatives have been appointed to standing Board Committees and will begin their terms in May. She also reported that a winter pub tour was held December 15, which raised $100 for the Vermont Food Bank. President Brown concluded her report by thanking former Interim Dean of the Graduate College Patricia Stokowski for her continued efforts on behalf of graduate students.

Acceptance of FY 2009 Annual Audit

Chair Boyce invited Renee Bourget-Place of KPMG, Vice President for Finance and Administration Richard Cate and Controller Claire Burlingham to present the FY 2009 Annual Audit. Ms. Bourget-Place reminded the Board that this report is only regarding the financial statement audit. The A-133 audit, which ensures that federally sponsored programs are
administered in accordance with applicable laws and regulations, will be finalized next month. She noted the following: there were no significant adjustments required by the University to meet GAP standards; there were no significant changes in accounting standards; and there were no difficulties in performing the audit. Ms Bourget-Place concluded that these results are a testament to the positive changes that have happened over last couple of years. The results of this audit are outlined in a management letter, also containing recommendations, a copy of which was distributed to the Board.

Vice President Cate acknowledged that these results are largely due to the work of Controller Burlingham and her team.

The following resolution was presented for approval:

**Acceptance of Fiscal Year 2009 Annual Audit**

WHEREAS, the books and accounts of the University of Vermont and State Agricultural College for the Fiscal Year ended June 30, 2009, have been audited by KPMG LLP, Certified Public Accountants, and the report of the audit published in detail in accordance with 16 V.S.A. Section 2281(a);

BE IT RESOLVED, that the Board accepts the annual audit for 2009 as presented.

A motion was made, seconded and unanimously voted to approve the resolution.

**PricewaterhouseCoopers Report**

Audit Committee Chair Bill Botzow provided a brief overview of PricewaterhouseCooper’s (PWC) follow-up review of the 2008 Deloitte and Touche report on internal controls related to specific transactions. PWC concluded that management has made significant improvements. PWC also indicated that there were several areas that could still be improved such as controls over invoices greater than $25,000, the need for better governance over information security practices, and the need for risk management to be improved in everyday culture. Chair Botzow announced that a candidate for Chief Internal Auditor has been hired. The Audit Committee has concluded that the follow-up audit is not a project but is part of a process that must continue and another review will be scheduled within the next year. Chair Botzow recognized Interim Chief Internal Auditor Erica Heffner for her outstanding work.

**Approval of revisions to Resolution Regarding Board Delegation and Retention of Authority**

Board Governance Committee Chair John Snow indicated the review of this resolution was designed to provide more clarity regarding delegated authorities, particularly in matters relating to materials changes to academic programs and academic quality and staff compensation. Trustee Susan Hudson-Wilson asked if consideration was given regarding delegation in relation to athletics. Trustee Jeannette White replied this was considered and language was inserted to address concerns.
The following resolution was presented for approval:

**Adoption of Revisions to Resolution Regarding Delegation and Retention of Board Authority**

RESOLVED, that the Board hereby accepts the revisions to its *Resolution Regarding Delegation and Retention of Board Authority* as recommended by the Committee on Board Governance, appearing as Attachment A to these minutes.

The resolution was moved, seconded and approved by a vote of 22 to 1.

**Approval of revisions to Public Comment Protocol**

Board Governance Committee Chair John Snow indicated that the Committee conducted a periodic review of the public comment protocol and recommends refinements to make the process more clear and manageable.

The following resolution was presented for approval:

**Resolution Approving Revisions to Public Comment Protocol**

RESOLVED, the Board adopts the revisions to the *Public Comment Protocol* as recommended by the Committee on Board Governance, set forth as Attachment B to these minutes.

A motion was made, seconded and unanimously voted to approve the resolution.

**Acceptance of Gifts and Grants Reports**

A motion was made, seconded and unanimously voted to accept the Gifts and Grants reports.

**Approval of Board Meeting and Retreat Dates**

Chair Boyce presented for approval the proposed 2010 Board Retreat date and 2011 Board Meeting dates as outlined in Attachment 10 of the meeting materials. Trustee Samuel Bain noted an annual conflict for the proposed retreat date and asked that this be kept in mind for future years. A motion was made, seconded and unanimously voted to approve the 2010 retreat and 2011 meeting dates as presented.

Chair Boyce recessed the meeting at 9:49 a.m.

The meeting reconvened at 4:06 p.m.
Dashboard Indicators

Chair Boyce introduced the *Dashboard Indicators Pilot* prepared by the administration, in consultation with a focus group of Trustees, in response to the Board’s request at the June 2009 retreat. This work in progress provides basic metrics which will serve as a source for the University’s self-assessment. Chair Boyce thanked Trustee John Snow, Vice President for Executive Operations Gary Derr and Director of Institutional Studies Fred Curran for their work in creating the pilot. Chair Boyce invited trustees to comment on the pilot. Trustee John Snow said the task of creating the pilot was quite challenging and reminded the Board that, once it is implemented, it will need additional review and modification in the future.

President Fogel highlighted the general categories and indicated that several are pending additional information. He added that more reliable outcome measures will be included as they become available.

Trustee Samuel Bain asked if any of the indicators included information involving community service. President Fogel responded that he will look at the National Student Engagement Survey to see if this information is included and would consider adding it if available.

Trustee Debbie McAneny stated that student attitude is a key matrix and that she feels that this indicator could be strengthened.

Trustee Susan Hudson-Wilson suggested including a column of arrows which would identify direction of trends. She also requested that the indicators become a permanent item on the agenda and that they be reviewed annually.

Trustee Bill Botzow inquired who will be charged with overseeing this document and also asked if the administration has considered comparison with peer institutions. President Fogel replied that, as the Board requested this initiative, it should continue to oversee it in conjunction with the administration. He indicated that peer comparison could be incorporated once a year and would be best to do so for the October meetings as it would not be manageable to do so more often.

Trustee John Hilton requested that the interim benchmarks be shared with the Board and President Fogel replied he would do so.

Other Business

At 4:42 p.m., the Chair entertained a motion to into Executive Session for the purpose of discussing contracts. All in attendance were excused from the meeting with the exception Trustees, Interim Provost Knodell, Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Finance and Administration Richard Cate and Vice President for Executive Operations Gary Derr.
The meeting was reopened to the public at 4:58 p.m. and the following resolution was presented.

**Authorization to Retain an Executive Search Firm for the University of Vermont**

RESOLVED, that the Board hereby authorizes the President or his designee to retain an executive search firm for the University of Vermont, such retention to be made on contract terms commensurate with the report the administration made today.

The resolution was moved, seconded and approved by a vote of 20 to 3.

**Adjournment**

There being no further business, the meeting was adjourned at 5:00 p.m.

Respectfully submitted,

Bill Botzow, Secretary
Chair’s Report  
Board of Trustees, February 5th, 2010

Fellow Trustees, President Fogel, faculty, students, staff, alumni, and friends, good morning. Earlier this week as I was preparing my final Board report, I took a moment to reflect on the past year. I looked back at my Chair’s report from February of 2008 and was reminded of the challenging environment that existed then.

Like a microcosm of the nation, the campus community was gripped by fear and the uncertainty of the unknown as we dealt with a difficult budget situation. I heard from many of you anxious about job cuts, teaching loads, and administrative compensation. And of course the agonizing decision to drop baseball and softball was demanding attention.

I remind you all of these difficult times from the past year not because I wish to relive them, but because I believe we learned from them and responded in ways that have led to where we are today. And I believe we are in a better and stronger position now – with much work yet to do.

I believe as a community we have learned to listen to each other better, to communicate more effectively and to bring forth logical solutions in a more constructive way. Collectively, we are charting a new course that will help us realize our vision to be among the premier small research institutions in the country while building upon our liberal arts heritage. Yes, our position has improved from a year ago. But we arrived here having made some very hard yet bold decisions.

By a variety of metrics and indicators it appears that our market position has strengthened. President Fogel will speak to some of those metrics in a moment, but as I sit here before you, I am inspired by the progress we have made. I am inspired by our faculty who are actively engaged in identifying the spires of excellence and constructing the general education requirement. I am inspired by our staff who continue to work so hard and do so much to keep this enterprise going. And very importantly, I am inspired by the skills, talents, and intellect of our students who bring so much vitality and excitement to our University. I challenge all of us to continue to challenge them and help them succeed.

I make note of our progress not to take credit for our many accomplishments but to remind us all that a large part of what we do is about progress – about making things better for those that will come after us – about finding the cures that will save more lives in the future and solving the challenges of our environment that will allow all of us to live here safely and with good health for centuries into the future.

Progress is achieved through leadership and leadership is both an honor and a burden. What I have realized over time is that our University will be strongest if leadership does brave things, while communicating well and engaging the UVM community. There will always be resistance to change but if we do not move forward with a sense of urgency we will not be here to debate the speed of change in the future.
And speaking of the future let me take a moment to talk about it. Clearly we spend a
great deal of time and effort trying to foresee what lies ahead, making projections and plans to
to address what we think is going to happen. This is important work, and I believe we have done a
pretty good job of looking down the road and planning accordingly. However, there is another
side to this coin that is just as important as making future projections. What I am talking about is this: Building an organization with the capacity, resources, and creativity to adapt to shifting
circumstances that cannot be reliably predicted. We have to be flexible enough, and be able to
act quickly enough, to weather incoming storms that could not possibly be seen on the horizon.
If the last 2 years have taught us anything, it is that survival may depend on our ability to adjust
rapidly and effectively to the unexpected. This approach may be a sea change for an
organization like ours, but it demands our full attention.

Higher education was highlighted in last week’s State of the Union Address. In his
remarks, the President offered support because he views higher education as essential to our
future. I agree with him. Let us be mindful that he also asserted we need to look internally to
find ways to reduce the rapidly rising costs of college. That’s not easy to do, but it will be
demanded of us. The good news is that what we have just proved is we can solve difficult
problems together.

To strengthen and solidify our position, leadership must have the courage to innovate and
take reasonable risks in order to advance in this competitive environment. We must also have
the fortitude to forego activities and functions that are not absolutely central to our mission,
confronting much of the stasis that any major university faces. This is difficult work, but I have
great faith in this Board, our administrative leadership, and our University community’s ability
to get it done.

This Board is always evolving. At this meeting we will say goodbye to trustees Jim
Betts, John Snow, and Jason DePatie. We also will welcome two new trustees, chosen by the
UVM Board, David Daigle and Dale Rocheleau. Please take the time to get to know them. I can
promise you, they will bring much to the Board. As for Jim, John, and Jason - tonight we will
honor you, but this morning I ask you to rise and be acknowledged for your unselfish
commitment to our University. Thank you for your service.

I’d like to take a few minutes to thank some of the folks with whom I’ve worked closely
during my two years as Chair. Understand that my mentioning of only a few I do not mean to
ignore others; there have been so many at UVM who have made my job easier; I cannot publicly
thank them all.

Let me start with Corinne Thompson and Erin St. John. Simply stated, they have been
awesome! They’ve done a wonderful job of keeping me organized, and aware of my
responsibilities and obligations. And it’s always been done with a remarkably positive attitude.
Thank you both for all that you have done for me. I could not have survived without you.

Then there’s the President’s senior leadership team, his inner circle. Fran Bazluke, Tom
Gustafson, Gary Derr, Richard Cate, Chris Lucier, Karen Meyer and Kathleen Kelleher have all
been tremendous resources. I cannot even begin to express to you how much work this group
does collectively on behalf of the University. There were months when I spoke with each of them regularly and throughout my level of respect for each of them has only grown. Thank you all for you many contributions and assistance.

I have only recently gotten to know Interim Provost Jane Knodell in her new capacity, but I can tell she is the real deal. She has the respect of the faculty and the skills to get things done and I very much appreciate her contributions since filling the shoes of the Provost. And teaming up with Jane in the exciting Transdisciplinary Research Initiative has been Vice President for Research Dom Grasso, who is working effectively to raise the research and graduate profile of the institution.

And this brings me to Dan Fogel. Circumstance brought us together very quickly in March of 2008. Since that time it seems like we’ve been joined at the hip. Over time we developed a very special friendship, Dan talking literature and the arts and me talking finance and hockey. I’ve learned more about various authors and artists than I ever would have in college and hopefully he has learned a thing or two from me.

My relationship with Dan has led me into a very small and sometimes lonely world, that of a university President or Fortune 500 CEO. It may not always be as glorious one might expect. But I can tell you we have a dynamic, innovative, brilliant leader in Dan Fogel. He lives and breathes UVM and the passion you see in his eyes and hear in his voice is absolutely genuine. Together we have ridden the roller coaster up to the top, down to the bottom and up again, occasionally screaming along the way, and I would not have wanted to ride it with anyone else. Dan, we are deeply impressed with the work you are doing, hopefully enhanced by our good guidance, we should be proud of what we have been able to achieve together. And let me also express my appreciation to Rachel Kahn-Fogel for all she does for UVM, and for her support of Dan and of our Board.

To all of you, my heartfelt thanks.

Finally, to the members of this Board, I cannot say enough about your commitment to this institution, the donation of your time and talents, and the dedication that you unfailingly bring to your tasks. The last two years have not been easy and I deeply appreciate the extra effort each of you has given to strengthen our University, and to help me in my work as your Chair. We have traveled far together. My time in this role has been an unforgettable experience, but I look forward to being “back” among you again as we take our next steps into the future of this University we care so much about.

To Vice Chair Frank Cioffi, Secretary and Audit Chair Bill Botzow, EPIR Chair Claire Ayer, BFI Chair Debbie McAneny, Governance Chair John Snow, Investment Chair Rob Cioffi, and to all of you, I am forever grateful.

I have been honored and humbled by your trust in me. You are truly a remarkable group.

And that concludes my final report as the Chair of this Board.
Chairman Boyce, trustees, faculty, students, staff, alumni, and friends, good morning. I begin this report with renewed optimism that we are making great progress in our quest to be, and be known as, a premier small research university. That so many of the vital signs of our University appear to be strong should not, however, diminish our focus on continuing to build academic quality and distinction. Nor should we allow ourselves to become overconfident in our predictions or to overlook or undervalue indicators that do not confirm favorable assumptions and projections. For example, applications for undergraduate admission are running about even with last year’s record and registrations for admitted student visits are up, but, with the volatile economy, we are less certain that we can maintain, let alone build, the value equation for students whose families are under financial stress while the cost of education continues to rise.

As another example, our results in grants and contracts and in fund-raising have been hearteningly robust in the first half of the fiscal year, with grants for research, education, and service (bolstered by federal stimulus dollars) running ahead of last year’s record pace and with cash receipts of gifts to UVM coming in at levels that make it possible FY 2010 will be an extraordinary year in total voluntary support despite the recession. Yet, we have staked the future of our research enterprise on an initiative to build spires of excellence through a transdisciplinary initiative, the outcome of which will only be determined over the course of time. Similarly, our development programs will build the long-term fiscal strength required to support academic distinction and the quality of the student experience at UVM only if we greatly improve our fund-raising capacity and, even more importantly, collaboratively create an inspiring vision of what this institution can become with the benefit of continuing and enhanced philanthropic support, a vision capable of moving our alumni and friends to levels of giving that will rival those of our most successful peer institutions.

We can only meet these major challenges through the collective investment of the energy, creativity, and devotion of members of every sector of the University family: students, faculty, staff, alumni, friends, this Board. I am personally mindful of the debts owed to so many for bringing us to the point where UVM has been recognized for notable success in so many ways, such as being listed by U.S. News & World Report this year as one of the top ten up-and-coming national universities in America. My appreciation of our faculty, for the work they do every day in classrooms and laboratories, in hospitals and schools, in social service agencies, on farms, and in communities throughout Vermont and the world, has been raised to even higher levels by their work, both individually and collectively through the Faculty Senate, in developing the General Education and Transdisciplinary Research initiatives that we all hope will receive formal Board endorsement in May. Our outstanding professional staff and our bright, committed students were deeply engaged with the faculty and administration in the collective work of institutional reflection and self-assessment that produced a superb Self-Study as the basis for the continuing accreditation we received two weeks ago from the New England Association of Schools and Colleges; the NEASC report is highly affirmative of the progress we have made in the last decade and of the major academic initiatives currently under way. Our alumni, parents and friends, supported by dedicated alumni and parent leadership, are also key partners in the University’s advance. I am grateful as well to our deans and vice presidents for their effective leadership and to Interim Provost Knodell for being such a wise and capable partner in guiding
UVM. And, of course, this Board has been indispensable to the success we have had to date. The NEASC report rightly recognizes that the labor of building the University over time is the work of many hands, commending UVM for (and I quote), “achieving an appropriate level of administrative stability, supported by deliberate actions of the governing board, that have allowed the institution to develop a sustained agenda in support of its mission and aspirations. In recent years the University leadership, faculty, and staff have succeeded in facing significant challenges . . . with a focused mission, the ability to plan and execute, and the capacity to attract strong students and retain good faculty”.

In acknowledging this Board, I want especially to express heartfelt thanks to three trustees who are leaving the Board after this meeting, Jim Betts, Jason DePatie, and John Snow, all of whom have made outstanding contributions during their years of service. I join Chairman Boyce in welcoming two new colleagues who will join the Board on March 1, David Daigle and Dale Rocheleau. Mr. Boyce, I also wish to express for us all profound gratitude for the wisdom, fortitude, and selfless devotion you have exemplified throughout your service to date, including your chairing of the Board.

At this meeting, in addition to reports on General Education and the Transdisciplinary Research Initiative, we will have the opportunity to discuss our pilot dashboard indicators; consider the annual review of the Strategic Financial Plan; be updated on the status of the budget for the current year and for FY 2011; review and approve capital projects; and receive important reports on diversity, the research enterprise, and the University’s net assets. The net assets discussion deals in part with year-end carry-over funds reappropriated to the academic units for one-time uses such as start-up packages for new faculty. Although reappropriation may seem at first blush a merely technical budgetary matter, Jane Knodell, Domenico Grasso, and I are intent on seeing our major academic projects, including General Education and the Transdisciplinary Research Initiative, come together in an integrated academic strategic plan that will require close partnership between the deans and the Provost on faculty hiring and, in order to ensure strategic alignment, advance approval by the Provost of the deans’ detailed plans for spending reappropriated funds. I will complete my report shortly, and once I have done so, I would like to ask, Ian, if you would call on Jane Knodell to address briefly the critical matter of tying resource allocation to the academic strategic plan.

Before concluding, however, I wish to inform the Board that we have begun an intensive process of assessing with deans and vice presidents the long-term aspirations and initiatives that we will begin to weave this spring into the first rough-draft case statement for the next comprehensive campaign. Campaign planning will undoubtedly intensify in close consultation with the Board even as we continue discussion of the possible establishment of a foundation to support philanthropy for the benefit of the University. Ian, I will be glad to respond to questions trustees may have on the matters I have addressed or any other matters of strategic importance to the University. Thank you.


Resolution Regarding Delegation and Retention of Board Authority

WHEREAS, this Board has, in its Bylaws and through such policies and resolutions as it may issue from time to time, delegated to the President and other officers of the University certain authority and responsibility for the management of the University and its programs, activities and operations; and

WHEREAS, this Board recognizes the need for prompt and timely management decisions made by qualified University personnel, and thus, through such delegations, authorizes officers of the University to negotiate and enter into contracts and other arrangements to facilitate the objectives of University programs and activities and to conduct related operations; and

WHEREAS, in making such delegation, the Board also assigns to such officers responsibility to make informed and prudent decisions in the best interests of the University and to maintain accountability to the Board through prompt and accurate reports on University programs, activities and operations, including their financial status and impact;

NOW, THEREFORE, BE IT RESOLVED that, subject to its retained authority and responsibility for the general oversight of the University, and reserving to itself the power to act on its own initiative as necessary to the and subject to action that it will take in accordance with fulfillment of its own fiduciary and legal duties, the Board hereby delegates to the President and the officers of the University authority and responsibility to negotiate and enter into contracts and other arrangements to facilitate the objectives of University programs and activities and to conduct related operations, and hereby also recognizes the authority the Board delegates to the Faculty Senate as expressed in the Faculty Senate Constitution and Bylaws, except for the following, which shall require Board approval:

1. statements of institutional mission, principles and values;
2. the institutional strategic plan and associated goals, and related strategic financial plans and goals, and all material revisions thereto;
3. establishment and dissolution of University-affiliated corporations and foundations, and University membership in other corporate entities (but not institutional memberships in professional associations);
4. appointment of University Trustees to the boards of other corporate entities or public bodies in their capacity as University Trustees;
5. appointment and employment of the President, appointment of other officers of the Board and the University in accordance with the University Bylaws, and authorization of severance payments in excess of the standard amount University policy specifies for officials who report to the President;
(6) creation or elimination of, and material changes in, an academic unit, curriculum, research or service endeavor as defined in Faculty Senate protocols; and approval of faculty medical or other clinical practice plans;

(7) award of honorary degrees;

(8) matters the Faculty Senate may appeal to the Board under the Senate Constitution and Bylaws;

(9) naming of buildings and academic programs;

(10) through its Investment Subcommittee of the Budget, Finance and Investment Committee (“Investment Subcommittee”), selection, retention and termination of investment advisors and managers for the Long-Term Investment Pool; provided that: the Board must itself approve policies for the Long-Term Investment Pool and the Limited Term Asset Pool; the endowment spending rate; the endowment management fee; declaration of financial exigency; and dissolution, merger or the sale or pledge or transfer of all or substantially all of the University’s assets;

(11) State capital appropriations requests, the institutional annual budget and the annual audited financial statement;

(12) tuition, room and board rates, and student fees, and in-state status regulations for purposes of determining tuition;

(13) purchase, sale, exchange, or transfer of complete or partial interests in real property, regardless of location, at a value that equals or exceeds $500,000; authorization of acceptance of compensation in eminent domain proceedings; the lease or sublease of property with annual or aggregate rental value that equals or exceeds $500,000, and renewals thereof; the pursuit or acceptance of historic preservation designation for University property; and adoption of, and material revisions to, a Campus Master Plan;

(14) payments in lieu of taxes;

(15) issuance of bonds and approval of institutional debt policy;

[Ed. Note: See Appendices A and C, right column Faculty Senate webpage: http://www.uvm.edu/~facsen/]. This footnote will not appear in the final version of the resolution.
Committee of the Whole meeting, February 5, 2010

(16) procurement of loans, lines or credit, or other financing, and performance as surety, in amounts or at a value that equals or exceeds $1,000,000;

(17) contracts for facilities construction or renovation, including change orders and increases in project costs for previously approved projects whose value in aggregate equals or exceeds $1,000,000; provided that (and subject to the provisions of (18) below), the Board shall approve all contracts for consulting services whose aggregate value equals or exceeds $250,000, and shall also authorize, through its Investment Subcommittee, the selection and retention of all investment advisors regardless of contract cost;

(18) selection and retention of an independent audit firms to conduct mandatory annual financial attestation and/or compliance audits, regardless of contract cost; contracts at an aggregate cost of $10,000 or more for non-audit consulting services with the any independent annual audit firm; and, otherwise, contracts with independent audit firms for consulting services whose aggregate value equals or exceeds $250,000;

(19) the material terms of collective bargaining agreements and, within the context of annual budget preparation and approval, the annual salary pool for non-union-represented employees;

(20) settlement of lawsuits whose direct (i.e., uninsured) at a cost to the University that equals or exceeds $250,000, regardless of insurance coverage; and authorization to file and/or settle lawsuits in which the Board or a University officer is a named party or a Board-approved policy is in dispute;

(21) all self-governance matters reserved to the Board in the University Bylaws, including without limitation the election, appointment and removal of Board officers, approval of Board Committee appointments, and election and appointment of Trustees by the UVM Board, or as otherwise required or permitted by law; and

(22) revisions to University Bylaws; matters required by law, Bylaws, and/or contract; and such other authority as the Board is required to exercise without delegation as a matter of law, or that, in the future and prospectively, it wishes to retain or retrieve in the exercise of its fiduciary duties and sole discretion;

AND BE IT FURTHER RESOLVED that, notwithstanding such delegations, through the President or his designees, the administration shall report periodically on matters of institutional management and operations as the Board may direct and/or as may be appropriate and desirable, including without limitation periodic reporting on gifts and grants; and, subject to the terms of
(18) and (19) above respectively, retentions of consultants and independent audit firms for consulting services whose value equals or exceeds $100,000; and settlement of lawsuits whose (direct uninsured) value equals or exceeds $250,000; and

BE IT FINALLY RESOLVED, that this resolution shall supersede all preexisting delegations prospectively.

Adopted by the Board of Trustees: September 11, 2004
Approved as revised by the Executive Committee: March 14, 2005
Approved as revised by the Board of Trustees: May 19, 2007
Approved as revised by the Board of Trustees: May 17, 2008
Approved as revised by the Board of Trustees: September 5, 2008
Approved as revised by the Board of Trustees: February 7, 2009
Approved as revised by the Board of Trustees: February 6, 2010
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

PROTOCOL FOR

PUBLIC COMMENT AT BOARD OF TRUSTEES MEETINGS

Preface

The University of Vermont is a distinguished institution with a proud history, based on a strong intellectual community and a concern for the quality of life in the communities that it serves. Its aspirations reflect its values, which include a commitment to rigorous intellectual inquiry and critical thinking, and a willingness to address difficult societal issues with honesty, civility, and practicality. This University community values respect, integrity, innovation, openness, justice, and responsibility and promotes the intellectual capacity to engage in ethical decision making.

Under the University Charter, the Board of Trustees (“the Board”) has ultimate responsibility for the entire management and control of the affairs and property of the institution “and all things relating thereto”. In keeping with its fiduciary role, and of necessity, it delegates responsibility for institutional management and operations to the President and the administration, while retaining responsibility for approval of strategic plans and other major institutional commitments, whether of a policy or financial nature.

With these allocations of authority in mind, the Board will, as explained below, provide members of the public with a reasonable opportunity to express opinions on matters it considers during meetings as long as order is maintained.

1. Preparation of Meeting Agendas

Under the University Bylaws, the President prepares the agenda for Board meetings in consultation with the Chair of the Board. The agendas of the Committees of the Board are set by the Committee Chairs in consultation with the Board Chair and with Vice Presidential liaisons to the respective Committees.

Agendas must be publicly noticed in advance of meetings, and finalization of agendas therefore must occur reasonably before the dates on which meetings are scheduled. The dates of Board and Committee meetings and Committee agendas are posted on the Board webpage (http://www.uvm.edu/~trustees) once established.
Committee of the Whole meeting, February 5, 2010

Individuals, groups, and organizations are at all times welcome to send letters or other written communications to the Board Chair, Trustees, and/or the President regarding matters pending before the Board. Correspondence to the Chair and Trustees may be directed to the attention of the Assistant Secretary of the Board, c/o Office of the General Counsel, 357 Waterman Building, Burlington, VT, 05405 (802-656-8585). Communications to the President should be directed to the attention of Corinne Thompson, Office of the President, 349 Waterman Building, Burlington, VT, 05405 (802-656-3186).

2. Public Comment During Board or Committee Meetings

During open sessions of the Board or its Committees, members of the public will be given a reasonable opportunity to express opinions on matters under consideration by the body during the meeting, as long as order is maintained. Public comment shall be subject to reasonable rules established by the Board or Committee chairperson.

3. Additional Opportunity for Public Comment at Full Board Meetings

In the discretion of the Board Chair, additional time not to exceed fifteen (15) minutes may be allocated during the customary Saturday afternoon meetings of the full Board for brief oral presentations from members of the University community or the public who wish to express views on issues germane to the Board. Comment opportunities shall be administered as explained below.

(1) Requests to address the Board must be made in writing through the Assistant Secretary of the Board no sooner than two weeks before and at least forty-eight (48) twenty-four (24) hours prior to a scheduled meeting of the full Board (based on calendar days). In his or her sole discretion, the Board Chair may also accommodate persons who sign up on a stand-by list maintained by the Assistant Secretary to request an opportunity to comment less than twenty-four (24) hours prior to the meeting by submitting the Public Comment Protocol Form.

(2) Speakers may submit to the Assistant Secretary of the Board written information to be distributed to the Board. In such event, the speaker is responsible for bringing an adequate number of copies for distribution (a minimum of thirty (30) copies).

(3) At the commencement of remarks, each speaker shall identify him or herself; any relevant title; the group or organization, if any, for which he or she serves as spokesperson; any personal or business interest in the subject matter as to which comment will be made; and the topic to be addressed. The Board Chair will recognize each speaker consecutively, maintain order, and require adherence to a three-minute maximum time limit allotted to each speaker. The Chair retains discretion to decline a request to comment if an individual, group, or organization...
has previously appeared before the Board regarding the same matter. Individuals signed up for public comment who are unable to attend on the day of the meeting, may not send substitutes.

(4) Because the public comment session does not involve matters on the Board agenda, no action shall or may be taken by the Board at such public comment sessions. In his or her discretion, the Board Chair may refer a matter raised during public comment for subsequent response by the President or the President’s designee, or an appropriate Board Committee. The Board Chair may also request or permit comment by members of the administration present at the session.

(5) To ensure that the scheduled business of the Board is conducted in a timely manner pursuant to the published agenda, the time allotted to the comment session shall not be enlarged by the Board Chair absent extenuating circumstances, to be determined in his/her sole discretion. Persons whose comments were not heard due to time constraints are encouraged to communicate in writing with Trustees, the President, or appropriate Vice Presidents.

(6) Failure to adhere to these guidelines may result in the suspension of privileges to address the Board at future meetings.

Approved by the Board of Trustees: September 9, 2006.

Approved by the Board of Trustees:
REQUEST FORM

PUBLIC COMMENT OPPORTUNITY AT BOARD OF TRUSTEES MEETING

Procedures relating to Public Comment are found here:
http://www.uvm.edu/trustees/?Page=public_comment.html
and must be read and followed by all presenters.

Please note that the opportunity to comment is limited to a three-minute presentation.
Presenters may also submit accompanying written materials.

Date of Meeting [Hyperlink to meetings schedule/full Board]: ______________

Name: ________________________________________________________________

Email Address: _________________________________________________________
OR
Mailing Address: _______________________________________________________

I am a(n):

___ Student
___ Faculty member
___ Staff member
___ Alumnus/a
___ Community Member
___ Other (Specify): ____________________________________________________

I am asking to appear in my capacity as a representative of:

[Identify group, organization, association, corporation, or other body]

My title is: ___________________________________________________________

Topic of Proposed Comment: ____________________________________________________________________________________

Print this form and fill in appropriate information. Form may be submitted using one of the following:
Mail: Corinne Thompson, Office of the President, 349 Waterman Building, Burlington, VT, 05405 Fax: 802-656-1363 or
E-mail: Trustees@uvm.edu