BOARD OF TRUSTEES  
COMMITTEE OF THE WHOLE  
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, October 17, 2014 at 8:00 a.m., in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Debbie McAneny, Vice Chair David Daigle, Secretary Joan Lenes, Cynthia Barnhart, Bill Botzow, Carolyn Branagan, Christopher Bray**, Frank Cioffi, Carolyn Dwyer, Samantha Lucas, Ron Lumbra, Don McCree, Anne O’Brien, David Potter, Kesha Ram, Dale Rocheleau, Donna Sweaney, Tom Sullivan, Raj Thakrar, Lisa Ventriss**, Jeff Wilson*, and Mark Young

MEMBERS ABSENT: Robert Brennan, Richard Gamelli, and Governor Peter Shumlin

ALSO PARTICIPATING: Provost David Rosowsky, Staff Council President Renee Berteau, Student Government Association President Aya AL-Namee, Alumni Association Vice President Penrose Jackson, Faculty Senate President Julie Roberts, Graduate Student Senate President Lane Manning, Vice President for Finance and University Treasurer Richard Cate, Controller Claire Burlingham, Vice President for University Relations and Administration Tom Gustafson, Vice Provost for Student Affairs Annie Stevens, Dean of the College of Engineering and Mathematical Sciences Luis Garcia, Environmental Engineering Senior Baxter Miatke, Environmental Engineering Senior Hanna Anderson, Civil Engineering Junior Benjamin Cares, Vice President for Human Resources, Diversity & Multicultural Affairs Wanda Heading-Grant, Director of Institutional Research John Ryan, Vice President for Executive Operations Gary Derr, Director of Human Resources Operations & Affirmative Action and Title IX Coordinator Jes Kraus, and Assistant General Counsel Jennifer Papillo

*arrived at 8:18 a.m.  
**present for the afternoon session only.

Chair Debbie McAneny called the meeting to order at 8:08 a.m. She welcomed new Trustee Cynthia Barnhart to her first meeting.

Approval of Minutes

Chair McAneny presented the May 16, 2014 minutes for approval. She offered an amendment to clarify that Trustee Donna Sweaney was in attendance. A motion was made, seconded and voted to approve the minutes as amended.

Chair’s Report (see full report appended to minutes, beginning on page 16)
**President’s Report**

President Sullivan reported that last weekend’s Homecoming and Reunion Weekend festivities were a huge success. He highlighted the groundbreaking of the Alumni House as an important historical event.

He moved on to describe his recent visits throughout Vermont, noting that, at each venue, he conducts press interviews.

President Sullivan concluded his report by providing fall enrollment figures. This year’s class comprises of 2,310 first-year students, 9,958 undergraduate students and a total enrollment of 12,856 students. ALANA students represent 11.3% of the total student population. There are 552 International students enrolled this year, compared to 388 last year. Thirty-one percent of Vermont students are first generation and eligible for Pell Grants. Vermont students account for 24% of this year’s class and 31% of all undergraduate students. In terms of gender, the undergraduate student population is 55% female and 45% male. President Sullivan also reported that summer school efforts have been successful with approximately 400 more students enrolled this year over last year. As to selectivity, UVM’s figures improved five (5) points. President Sullivan concluded his report by stating that 46% of Vermont students are attending tuition-free.

**Governance Leaders Reports**

Chair McAneny welcomed Staff Council President Renee Berteau to provide her first report.

President Berteau highlighted staff concern regarding salary and benefits. She reported that, this year, staff received a 2% across-the-board salary increase, while those making over $32,000 also incurred a 20% increase in their contributions to medical benefits premium. When parking fee increases are factored in, she stated, staff are seeing a net increase that ranges from .8% to 2%. Although staff continue to express their appreciation for the quality benefits package UVM offers, many are struggling financially as salary increases are frequently less than inflation. She commented that UVM’s compensation model, which focuses on medians, does not align with strategic goals. She also mentioned that staff would like to have performance appraisals so that, in the future, they might be able to receive merit-based salary increases.

Student Government Association (SGA) Aya AL-Namee called attention to several important SGA projects and achievements. SGA is currently in the process of collecting feedback regarding its new budget model. It is also partnering with the Faculty Senate to create a campus-wide course evaluation that would focus on student experience -- a process that is currently in the research stage. SGA is working with Transportation Services to reinstate bus tracking software and expects a software and phone application to be released by the end of this month. President AL-Namee also reported that the Student Trustee Selection Committee will be holding information sessions regarding its search of the next student Trustee starting October 30th. She also conveyed that the SGA President Advisory Group met yesterday for the first time, and had a successful meeting. Concluding her report, Ms. AL-Namee thanked President Sullivan for his support for social justice and inclusion, and she noted that SGA will be holding its first undergraduate Women in Leadership Summit next Wednesday.
Alumni Association Vice President Penrose Jackson indicated that she would keep her remarks brief so that she could share a video. She began by commenting that last weekend’s Reunion and Homecoming Weekend events were a great success. Classes from 1939-2014 were represented and over 2,500 people participated. Vice President Jackson observed that the Royall Tyler Theatre’s 40th Anniversary Celebration was a surprise hit, with over 200 participants. She reported that Alumni Association holiday parties will soon be taken place, noting that the San Francisco Regional Board is hosting theirs at Google. Vice President Jackson concluded by sharing a video of the Alumni House Groundbreaking Ceremony.

Faculty Senate President Julie Roberts began by stating that she shares the salary concerns that Staff Council President Berteau described. She moved on to discuss several faculty initiatives. The Curricular Affairs Committee has updated its Academic Program Review process so that it encourages self-study and reflection. This Committee is also revising process of review of new or significantly changing programs to ensure that guidelines are consistent for all programs. The Student Affairs Committee is examining the academic calendar and paying particular attention to how it impacts final exam week. The Executive Council is joining in the evaluation of teaching and surveying what is going on across campus and intends to encourage a multi-faceted evaluation process. President Roberts concluded her report by noting that the Financial and Physical Planning Committee is working closely with Vice President for Finance and Treasurer Richard Cate and University Budget Director Alberto Citarella regarding the Incentive Based Budgeting model.

Trustee Cynthia Barnhart asked what other universities are doing for program evaluations. President Roberts responded that the Senate does not currently have significant peer institution data, but that it is working with a large amount of internal information. President Roberts commented that, although it is difficult to benchmark smaller programs, the evaluation process includes external experts.

Trustee McCree asked President Roberts to comment on advising. President Roberts replied that advising was a primary focus last year and that many of the suggestions that the Faculty Senate made became part of the Provost’s advising recommendations.

Referencing the program review process, Trustee Botzow asked what happens after a review is complete and how change is measured. President Roberts replied that, once a review is completed, the Internal Review Committee writes a report, including a plan, which is voted on by the Curricular Affairs Committee. Two years later, another meeting is held to see if the plan has been put into place and how effective it has been.

Graduate Student Senate (GSS) President Lane Manning began by reporting that the second year utilizing the new format of the Graduate Student Orientation program was a great success. The two-part event begins with a Lake Monsters baseball Game and barbeque and ends with a resource fair held at the Davis Center. GSS also recently held a successful discussion with Mayor Miro Weinberger regarding graduate students in the Burlington community. A topic of particular interest was how to establish more effective communication for graduate students with local employers. President Manning also reported that housing conversations continue and he is pleased that the Master Housing Plan contains the possibility of adding graduate student housing
to Trinity Campus. He was also glad to announce that Student Financial Services is ending the process of automatically deducting graduate student fees from paychecks and is working on an alternate system. In terms of social events, there was a graduate student apple-picking event at Homecoming and new Professional Development Workshops are being discussed, such as Desk Calisthenics. Lastly, concerns have arisen recently regarding how graduate students fit in the new IBB Model; in particular, there is worry that some programs might decide that graduate students are not worth their cost. As a result, President Manning is working with a group to develop an educational packet that highlights the many ways that graduate students are valuable.

Action Items

Audit Committee Chair Mark Young introduced resolutions approving revisions to the Audit Committee Charge and Charter. At its September 15th meeting, the Audit Committee reviewed and endorsed revisions to its Charge and Charter to ensure consistency with the Committee’s principal responsibilities. Chair Young added that an additional housekeeping change was made, after the Audit Committee’s approval, to make the Vice President for Finance and Treasurer’s title consistent throughout the documents.

The following resolutions were presented for approval:

**Resolution Approving Revision to the Audit Committee Charge**

WHEREAS, the Audit Committee has decided to ensure that its Charge is consistent with the Committee’s principal responsibilities;

BE IT RESOLVED, that the Audit Committee hereby approves the revision to the Audit Committee Charge, appearing as Appendix A to this document, for recommendation to the Board.

**Resolution Approving Audit Committee Charter Revisions**

WHEREAS, the Audit Committee has decided to ensure that its Charter and Guidelines are consistent with the Board’s reserved rights and delegated authority and the Committee’s principal responsibilities;

BE IT RESOLVED, that the Audit Committee hereby approves the revisions to the Audit Committee Charter and Audit Committee Guidelines, appearing as Appendix B to this document, for recommendation to the Board.

Chair McAneny introduced a resolution approving revisions to the Committee of the Whole charge. Over the summer, cyclical review of all Committee charges was conducted by University and Board leadership. As a result, language was added to this Committee’s charge to clarify that referrals of recommendations for action to the full Board may include the recommendation that the Board authorize referral of a matter for consideration by, and recommendations from, a Board Committee.
The following resolution was presented for approval:

**Resolution Approving Revisions to the Committee of the Whole Charge**

RESOLVED, that the Board hereby approves revisions to the Committee of the Whole charge appearing as Appendix C to this document.

Chair McAneny next introduced a resolution approving revisions to the Executive Committee Charge. Language was added to clarify that the membership of the Annual Review Subcommittee includes members of the Executive Committee and such additional Trustees as the Chair may appoint with the approval of the Board.

The following resolution was presented for approval:

**Resolution Approving Revisions to the Executive Committee Charge**

RESOLVED, that the Board hereby approves revisions to the Executive Committee charge appearing as Appendix D to this document.


Vice President for Finance and Treasurer Richard Cate introduced a resolution approving an agreement with the Remi Group, LLC. He explained that UVM’s Technical Services Partnership (TSP) provides preventative maintenance and repairs for sophisticated and expensive medical equipment to health care organizations across the region. TSP’s Capital Asset Protection Partnership (CAPP) program is designed to ensure the most critical medical equipment is operating at peak performance. REMI Group has been selected as the insurance carrier for the TSP maintenance program. The contract is for three (3) years and is not to exceed $3.2 million. The average annual cost when this last came before the Board, in 2011, was $297,000. The increase from the last contract to the current Year 1 amount in the new contract is based on an increase in the number of supported pieces of equipment at our client institutions. These maintenance costs are passed on to the health care organizations through the contractual agreements with TSP. Costs are determined by the list of equipment each hospital includes in their CAPP program.

Trustee Botzow asked in what geographical area this equipment is being used. Controller Claire Burlingham answered that the area includes Vermont, northern New York, and much of New Hampshire.
Trustee Botzow inquired whether we should be concerned that there was only one bidder. Vice President Cate replied that it is not unusual to have a single bidder in such a specialized area.

The following resolution was presented for approval:

**Resolution Approving Agreement with the Remi Group, LLC**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is authorized to enter into a new contract with the Remi Group, LLC for equipment maintenance management for three years from November 1, 2014, through October 31, 2017, with two optional one-year renewals in an amount not to exceed $3,200,000 in total.

Vice President Cate next introduced a resolution approving a contract for an on-line course management system. Our current system, Blackboard, supports the sharing of learning resources, student collaboration, learning assessment, and multiple means of communication between course members. Every course in the Banner system has an associated Blackboard course space that is automatically populated with registered students.

The University has had a master agreement with Blackboard since September 2007. The administration is proposing to enter into two new master agreement and associated contracts for a period of three (3) years with a total cost not-to-exceed $734,000. This cost is 3% higher than that incurred last year and includes a not-to-exceed inflation factor of 3% per year. The dollar value total, combining the expenditures from 2007 to date, in addition to the renewal through 2017, necessitates Board approval.

The following resolution was presented for approval:

**Resolution Approving Contract for On-Line Course Management System (Blackboard)**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is authorized to renew contracts with Blackboard to continue licenses for online course management for a period of three years, for a total cost not exceed $734,000.

Vice President for University Relations and Administration Tom Gustafson and Vice Provost for Student Affairs Annie Stevens introduced a resolution authorizing an agreement with the Sheraton Burlington Hotel & Conference Center. Vice President Gustafson explained that this is a housing planning issue for when Chittenden/Buckham/Wills is demolished and the new buildings erected. The original resolution, passed by the Executive Committee at its September 15th meeting, did not take in account all days that coverage would be needed at the Sheraton. The extra days have been added to the current resolution being presented for approval.

Trustee Dave Potter asked how Sheraton rooming rates would compare to rates being charged for the residence halls. Vice Provost Stevens answered that the rates are the same. Trustee Potter asked if we are subsidizing any of the rates. Vice Provost Stevens replied that the University will
break even if the contracted rooms are filled; however, there is a chance we will subsidize some cost if the rooms are not filled.

The following resolution was presented for approval:

**Resolution Authorizing Agreement with Sheraton Burlington Hotel & Conference Center**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor, in consultation with the Vice Provost for Student Affairs, is hereby authorized to negotiate and execute an agreement with the Sheraton Burlington Hotel & Conference Center for fifty-eight guest rooms in South Burlington. The agreement will be for two academic years (2015/2016 and 2016/2017 or 283 days per year) and the aggregate rent is not to exceed $2,100,992.

BE IT FURTHER RESOLVED, that this resolution replaces and supersedes the one passed by the Executive Committee on September 15, 2014.


**Acknowledgement of Grants and Contracts Awards Report**


**Academic Presentation**

Dean of the College of Engineering and Mathematical Sciences Luis Garcia introduced the Engineers Without Borders (EWB) academic presentation by noting that EWB is a UVM Student Government Association-recognized club. Dean Garcia, who serves as an advisor to the group, invited students Baxter Miatke (senior, environmental engineering); Hanna Anderson (senior, environmental engineering); and Benjamin Cares (junior, civil engineering) to share their experience working as part of EWB on the Grey Water Reuse Project in Venecia, Nicaragua.

Mr. Cares began the presentation by explaining that EWB-USA was founded in 2002. There are now over 12,000 members, with 350 projects in over 45 developing countries. The EWB-UVM Student Chapter has 40 members who regularly attend meetings, and includes graduate and undergraduate engineers. EWB-UVM is partnered with the Vermont professional chapter. EWB’s goal is to use its knowledge and creativity to work with developing communities to
overcome barriers preventing them from meeting basic needs. It also works to ensure that these projects are maintainable after EWB moves on.

Mr. Cares next presented an outline of EWB programs. The process begins with program applications. Those that go forward have a pre-assessment and post-assessment, followed by the engineering design, and then completed with the project implementation. For its current project in Nicaragua, they are in the engineering design phase.

Mr. Miatke indicated that EWB-UVM was created in 2006. So far, two projects have been completed, a sand filter project in Jardines, Honduras and a sugar cane oven efficiency project in the same location.

Mr. Miatke stated that EWB-UVM is currently working on a grey water re-use project in Venecia, Nicaragua. Venecia is a coffee growing community created in 1984, with a current population of 680. In response to a water shortage, EWB-UVM was asked to help the community develop a method for re-using its “grey water” to irrigate home gardens -- a main source of food, while ensuring enough water for consumption throughout the year. The club began the project in Fall 2013.

Ms. Anderson described the project details. She explained that the “grey water” is from the community’s cooking and laundry wastewater. This water is to be collected in buckets, transported to the slow-sand filtration system, and then used for irrigation. Six UVM students participated in the pre-assessment trip to Venecia, in May 2014. They met with community members and gathered data from the 13 participant homes. They gathered water and soil samples for analysis, measured home garden dimensions and interviewed the homeowners. The group also began working with a local Nicaraguan Non-Governmental Organization, Center of Multidisciplinary Integration - Association of Social Development of Nicaragua (CII ASDENIC), and local university students from Estelí who assisted with language barriers, surveys, and water testing.

Mr. Cares highlighted current efforts, which are part of the design phase. EWB-UVM is working with Estelí University students to design a system to treat the grey water and irrigate the gardens. The preliminary design includes a grease trap, slow sand filter, and irrigation system. The prototype of the design is being built and tested in the Votey Hall Hydraulics Lab at UVM. The group is also currently working to raise money to support their second trip.

The second trip will take place in March 2015, when EWB-UVM will return to Venecia to implement the grey water re-use system pilot project and also conduct an education program. The third trip should take place in fall 2015, at which time they will evaluate how the community has adjusted to the design, as well as monitor the quality of water, food, and health.

Speaking of their personal experiences as EWB-UVM members, Mr. Miatke stated that the hands-on engineering experience is invaluable. He also noted that the idea of volunteer engineering is relatively new, but very important. Ms. Anderson shared that she has experienced significant personal development from working with the grey water project and that the experience has also tested her knowledge and professionalism. Mr. Cares stated that he started
out as a biology major. Since changing his field of student to engineering, and becoming a part of EWB-UVM, he discovered that engineering can change the world. He has also found that has gained a great network resource through EWB.

Dean Garcia added that he had recently met with Green Mountain Coffee and, during that meeting, learned of the problems of hunger faced by some coffee communities during dry times. He expressed his gratitude that UVM students are able to help address this problem.

Trustee Branagan asked how EWB-UVM addresses the challenge of the sustainability of these projects. Dean Garcia replied that the local Nicaraguan students who have been part of the project stay in contact with the community and EWB. Ms. Anderson added that EWB is dedicated to staying connected with the community for five years after the project is completed. Additionally, before a project begins, partnership agreements are signed with certain community groups, as well as the households that participate. Each household also has to commit money to the project, which encourages them to maintain the systems. Mr. Miatke added that another way that they make sure there is continuity is that the EWB-UVM President is always a junior, so that the current President can spend a year transferring their knowledge.

Trustee Cynthia Barnhart encouraged the group to ensure that its message is being spread to a broad group, especially to students. She also inquired as to the diversity of the group. Mr. Cares replied that EWB is primarily civil and environmental engineering majors, and they have a strong percentage of female members. That said, she noted, EWB-UVM continues to look for ways to increase its diversity. As to spreading its message, Mr. Cares explained that EWB-UVM students are always talking about the project to people they come across. They also have opportunities to spread their message through their fundraising efforts. He acknowledged that, after their next trip, it would be great to give presentations to other groups.

Trustee Ron Lumbra asked how the group is funded. Mr. Miatke explained that the group receives some funds through the Student Government Association, as well as from the College of Engineering and Mathematical Sciences. EWB-USA also has grants for which that the UVM chapter has begun to apply. The group also hosts fundraisers throughout the year. Next Friday, they are hosting a Krispy Kreme donuts fundraiser. Mr. Miatke added that it would be ideal if the group could increase funding so that more projects could occur simultaneously.

Trustee Botzow asked if there was a similar humanitarian engineer group that focused on projects within the United States. He also asked what have they learned that they would like to do but are not yet able. Mr. Miatke explained that, although EWB-UVM is a group geared towards global outreach, it also looks to practice its skills locally. For example, next spring, members will be working on improvements to the rain garden outside of Votey Hall. Responding to Trustee Botzow’s second question, Mr. Miatke stated that as an undergraduate, he does not have much say as to how global projects are implemented, but that, once he enters the professional world, he can contribute on a larger scale.

At 10:05 a.m. the meeting was recessed.

The Committee reconvened at 2:08 p.m.
UVM Employees: Recent Trends and Comparison

At President Sullivan’s request, Vice President for Human Resources, Diversity & Multicultural Affairs Wanda Heading-Grant, John Ryan, Director of Institutional Research, and Gary Derr, Vice President for Executive Operations offered an update regarding the topic of UVM employee staffing trends. This discussion aligns with the Strategic Action Plan, specifically the goals to promote academic excellence and to instill an institutional commitment to efficiency and effectiveness.

Vice President Heading-Grant began the presentation by thanking the Office of Institutional Research for providing the data used in the presentation.

In reviewing figures from FY 2012 through FY 2014, Dr. Derr noted that the total number of base-funded positions has increased slightly. The number of base-funded positions in academic units, as well as administrative units, has also increased slightly. Meanwhile, the number of Officers of Administration has remained constant.

Vice President Derr next provided data regarding headcounts of certain position groups, using data from FY 2011 versus FY 2015. The total headcount has only increased by 3.93%. Staff has slightly decreased. Temporary employees and post-doctoral positional have increased slightly. Fellows and Officers of Administration have seen notable decreases, while faculty and Associates have seen notable increases.

Trustee Botzow asked how temporary employees are defined. Vice President Derr explained that this category is quite broad and that a temporary employee could be filling in a vacancy, or be employed for a specialty. A temporary employee can be hired for a day, or for a number of years, depending on the situation.

Director of Institutional Research John Ryan continued the presentation by reviewing how UVM compares with other institutions. He explained that the Integrated Postsecondary Education Data System (IPEDS) is used by the U.S. Department of Education as the comprehensive federal data source for benchmarking. Historically, positions were reported in the following broad categories: executive/administrative, professional, and non-professional. Recently, IPEDS changed its human resources survey to align more with the Bureau of Labor Statistics and Standard Occupational Classification (BLS/SOC) taxonomy. As a result, the prior executive/administrative category is now reflected as “Management”.

Director Ryan turned to a breakdown of UVM’s headcount category percentages using data from Fall 2013-2014. He pointed out the notable diversity of positions and that faculty comprise a large percentage of them. The office of administrative support category (comprised largely of office/business/program support positions) accounts for approximately 17%, and management accounts for 2.7% of the positions (totaling about 105 positions).

Director Ryan presented the headcount by groupings of organizational units. Almost two-thirds of UVM’s employee headcount is found in academic units. Less than one-fifth of the employee headcount is located in administration units.
He next discussed a breakdown of the administrative unit group, reiterating that this group is different from “administrators”. He highlighted that 33.2% of this group comprises service employees, with a large portion of them being custodial. He also pointed out that of the 105 management positions, only 44 of them are in administrative units.

Director Ryan went on to explain the breakdown of the academic unit group, which is 63.4% of UVM’s total headcount. Approximately 70% of this group is employed in teaching roles. The group also includes 31 of the 105 members of the overall management group, including deans and associate deans.

Director Ryan next discussed the comparisons of the new “administrative” IPEDS categories. In terms of management, UVM has fewer FTE (full-time equivalent positions) per 1,000 student FTE than the median. UVM is closer to the median in the number of staff in business and financial operations, as well as service employees. In terms of office and administrative support positions, UVM has slightly more than the median. Director Ryan added that a lot of the comparative data come from institutions that are notably larger.

Director Ryan moved on to describe employee data comparisons by utilizing predictive models. He explained that many characteristics of a university can influence staffing levels. He also noted that multiple regression provides a means to control for such factors and calculate a predictive value that can be compared to the actual value. Using the predictive model, UVM’s actual management FTE headcount is lower than the model predicted.

Trustee Botzow asked if there is a method to predict where we should be in terms of staffing. Director Ryan replied that there are not exact objective criteria, but that judgment calls can be made using comparator data and that professional associations sometimes provide guidelines.

Trustees Barnhart and Chair McAneny both stated that it is important to determine if UVM is understaffed at the management level, and to assess what the potential cost might be if we need to increase management staffing. Director Ryan replied that we are generally in the expected range for this category -- only just slightly below.

Trustee Dale Rocheleau indicated he would like to hear more about the effectiveness of our staffing levels and whether our structure meets best practices. Director Ryan agreed that the data presented do not measure effectiveness, but that the administrative unit review process under way will help investigate that issue.

Trustee Christopher Bray asked about support positions. Director Ryan explained that some institutions outsource support persons, which can drive comparator data down for that category. Institutional scale can also affect data.

Vice President Heading-Grant concluded the presentation with a summary of the data presented. She said that, based on the most current benchmarking and modeling results, data suggest that the number of management FTE per 1,000 student FTE, is below the median of similar research universities and also below when using the predictive model. She also noted that, in recent years, staffing levels have remained relatively flat, including officers of administration. She observed
that UVM, like all universities, is a complex institution with multiple units and roles that support the academic mission. Vice President Grant also commented that UVM’s ratio of student FTE to general fund faculty FTE has decreased from 17.5 to 1 in FY 10 to 15.4 to 1 in FY 14. IPEDS benchmarking data indicate that UVM’s student-faculty ratio is lower than the public research median and lower than our institutional comparator group.

**Title IX Compliance Update**

Vice Provost Stevens led an update on Title IX compliance at UVM. She explained that UVM has been working hard to address this issue on campus, and she thanked President Sullivan and Provost Rosowsky for their support in addressing staffing needs.

Vice Provost Stevens provided historical information on Title IX compliance in a national context. In April 2011, a “Dear Colleague” letter was distributed by the U.S. Department of Education (ED) Office of Civil Rights (OCR). In March 2013, the Violence Against Women Reauthorization Act and the Campus Sexual Violence Elimination Act were passed. In April 2014, ED issued “Questions & Answers on Title IX and Sexual Violence” White House Task Force to Protect Students from Sexual Assault, issued its own first report, entitled “Not Alone”. In July 2014, the Campus Accountability and Safety Act was enacted.

Vice Provost Stevens explained that the Board is being provided this information to offer a context for an understanding of the resources needed to meet Title IX compliance.

She next defined sexual misconduct and sexual assault, noting that both include broad ranges of acts. She then explained the roles of the Title IX Coordinators. Director of Human Resources Operations & Affirmative Action Jes Kraus is the Campus Title IX Coordinator, and his office oversees related efforts on campus and is responsible for internal investigations. Vice Provost Stevens is the Deputy Title IX Coordinator of students, and Associate Director of Athletics Jeff Schulman is the Deputy Coordinator of Athletics. The supporting staff and faculty included a Title IX investigator, campus Victim’s Advocate, sexual misconduct advisors, and a sexual misconduct sanctioning panel.

Vice Provost Stevens next described the employees responsible for action under the law – group, that includes about 3,000 people on campus. These employees have the authority to intake complaints about sexual harassment or misconduct. They also have the duty to report sexual harassment or related sexual misconduct incidents to campus authorities.

Vice Provost Stevens next highlighted confidential resources on campus. Of this group, licensed counselors, psychiatrists, and clergy are the only ones that do not have to report personally identifying information regarding the alleged victims and perpetrators, but they still have to report the basic complaint data.

Trustee Botzow asked if a student were to approach a Trustee with a complaint, what the Trustee would be responsible for communicating. Vice Provost Stevens replied that, in such a situation, it is mandatory that the Trustee contact Trustee Coordinator Corinne Thompson, or any Senior Leader, and to report the information so that situation could be properly addressed.
Trustee Bray asked a question regarding criminal and internal investigations. Vice Provost Stevens explained that these are two separate processes. She stated that, in instances of relationship violence and stalking, the police should always be involved. She also noted that, in internal investigations, there is a lower burden of proof.

Vice Provost Stevens next explained that the Sexual Misconduct Policy is distributed to students each term and to employees once per academic year. Responsible employees are notified of their obligations annually and are also invited to participate in annual trainings. She explained that UVM’s Sexual Misconduct Policy now applies to all forms of sexual misconduct. It also provides clearer information regarding definitions, reporting options and obligations, and grievance processes.

In 2013, she continued, UVM moved to a single-fact finder model for investigations, and developed a sanctioning panel for student cases. UVM also incorporated additional best practices such as providing equal appeal rights for complainants and respondents; allowing both parties an advisor for all stages of the grievance process; mandating that appropriate interim protective measures be provided regardless of whether a victim chooses to file a formal complaint; and identifying free and confidential resources.

Vice Provost Stevens next outlined reporting options. Complainants in sexual misconduct cases may choose a criminal investigation, a non-criminal internal investigation, both, or neither. Responsible employees must notify 911 in an emergency or where a continuing threat to safety exists. They also have to notify the Campus Victim’s Advocate, Title IX Coordinator, and Clery Coordinator.

Vice Provost Stevens then discussed training and education opportunities. Specific training sessions occur annually for faculty and staff involved in Title IX compliance. For the last three years, students have been required to complete an online course before they arrive on campus. Opening weekend, all first-year students must attend an education session that lets them know of resources and support opportunities. This year, a StepUp: Think Care Act program was initiated that encourages bystander student peer intervention. For the last eight years, UVM has hosted the Dismantling Rape Culture Conference, which includes students, staff and faculty. An additional resource for students is the 1 in 4 Organization, a national chapter of college men, which encourages men to be more involved in ending violence against women. Campus fraternities and sororities also have risk management standards and programs.

Vice Provost Stevens discussed institutional oversight of Title IX compliance at UVM. She explained that there is a Title IX Oversight Committee which meets quarterly to evaluate support services, policies, procedure systems and reporting mechanisms. There is also an Institutional Interest Committee (IIC) that meets monthly to track and review all active cases.

She summarized of 2009-2013 data. In terms of sexual misconduct, domestic abuse, and stalking, the Campus Victim Advocate sees approximately 40-50 clients per year. Police Services handles the second largest amount of incidents, typically seeing 18-31 cases annually. Vice Provost Stevens also presented data on sanctioning since 2009. She noted that the number of incidents has increased, but there are many factors to take into account.
Vice Provost Stevens commented that the University needs to better understand the prevalence of sexual misconduct on campus, as well as student attitudes related to sexual violence. She explained that the latter information can be obtained through campus climate surveys, the goal is for the University to launch such a survey sometime this spring.

Vice Provost Stevens concluded the presentation by outlining next steps. She explained that the University needs to update policies further, implement a sexual misconduct survey, hire and train a dedicated Title IX Investigator, and continue the expansion and development of training and education.

Trustee Christopher Bray inquired about the amount of time that occurs between submission of a complaint and corresponding action. Director of Human Resources Operations & Affirmative Action and Title IX Coordinator Jes Kraus replied that action must be taken 60 days from the knowledge of complaints.

Trustee Botzow asked for clarity on what happens if a determination is that no violation occurred. Vice Provost Stevens replied that both parties have the opportunity to appeal and that there is only one chance of appeal. If a complainant is not satisfied after an appeal, then the complainant can go the criminal route.

Trustee Samantha Lucas asked how we are doing in comparison to our peers. Vice Provost Stevens replied, in terms of policy, everyone is juggling the same issues. In terms of numbers, we are in-line with numbers seen at peer campuses.

Trustee Barnhart asked how the investigator and sanctioning panel functions work. Director Kraus replied that the investigator does not make recommendations, but makes a final determination regarding whether a policy violation occurred; the sanctioning panel does not participate in the investigation. Assistant General Counsel Jenn Papillo noted that the University is hiring an additional investigator in the near future.

**Annual Review of Committee Work Plan**

Chair McAneny presented next year’s Committee of the Whole work plan. There were no questions or comments

**Other Business**

Chair McAneny next presented the rescheduled date for the 2015 Board of Trustees Retreat. The retreat was originally scheduled for September 11-12, 2015 and is now confirmed for September 18-19, 2015.

President Sullivan announced that the New England Board of Higher Education has chosen to award Trustee Mark Young for extraordinary merit and accomplishment. Trustee Young will be honored at a ceremony to be held Friday, March 13, 2015 at the Boston Long Wharf Hotel.
Chair McAneny noted that there are four public comment requests for tomorrow’s full Board meeting. She went over the general public comment process and reminded Board members that their purpose is to listen and not to not engage or ask questions.

There being no further business, the meeting was adjourned at 3:42 p.m.

Respectfully submitted,

Joan Lenes, Secretary
Deborah H. McAneny  
Board of Trustees, Chair’s Report  
October 17, 2014

I have been coming back regularly to UVM for 10 years now and each time I arrive I have the palpable sense that it is nice to be home. Especially this time of year. The light and colors of Vermont are magnificent and the campus is humming with the energy of a new class and excitement for a new academic year ahead.

I had the opportunity to be here last week to attend my first meeting of the UVM Foundation Board and several wonderful events sponsored by the Foundation around Homecoming weekend. I am here to report that seeing the Foundation in action, and meeting so many of the talented, engaged and highly enthusiastic board members and leadership council members was one of the most fulfilling times in my tenure at UVM. Some of us remember when the Foundation was just a passing idea, just a twinkle in the eyes of a few. But now, after three short years, our UVM Foundation is not only alive, but it is buzzing with vitality and enthusiasm for its mission and the future. There are countless positive measures of the Foundation’s success, but here’s one that says it all: for the year ending June 2014, the Foundation received $55M in new commitments - up 175% since the launch of the Foundation in 2011 when we raised just $20M.

I want to take a moment to thank this Board for its vision and its willingness to take a leap and form the Foundation. It wasn’t easy giving up the reigns on our critical fund raising operation, but I think we can now safely say it was clearly the right thing to do. I want to express gratitude to the members of the Foundation Board and the Foundation Leadership Council who, like you, have generously committed their time and energy to making our University a great success. And last, but certainly not least, I want to congratulate and thank Rich Bundy and his entire team at the Foundation for all their time, energy, passion and hard work - because of them we are well on our way to building an even stronger future for the University of Vermont.

Over the summer, the annual Presidential Review was completed, and I am pleased to say that President Tom Sullivan received an excellent performance review. I have previously advised the Executive Committee that Tom informed me that he did not wish to receive a pay increase for the 2015 fiscal year. You will recall that for the 2014 fiscal year, Tom contributed his pay increase to student scholarships, and he plans to continue this commitment to make substantial contributions to student scholarships going forward. I think we all can agree, it is moments like these that make us all grateful to have him as our President. Thank you, Tom.

Let me take a minute to express the Board’s recognition of the importance of the Incentive Based Budgeting initiative. We are all paying very close attention to the implementation, and wish to acknowledge that progress toward the July 2015 launch of IBB has been nothing short of extraordinary. The campus has truly become engaged with a common goal of producing a working “Version 1.0” of the new budget model. Owing to the tremendous effort by so many on the campus in an inclusive and transparent process, the University is on-time and on-target with this very important two-year effort.
We have been most impressed by the tireless commitment to open and timely communications throughout this entire effort, and we commend the Provost for his leadership of this important implementation. Let me also acknowledge and recognize the Core Budget Group and Steering Committee members and the many people who served on the committees and numerous subcommittees for their countless hours of service to this critically important undertaking. You are all the true architects of IBB at UVM.

The competitive landscape of higher education is changing and we all recognize that change can be difficult. Given the shifting landscape, we believe IBB offers an opportunity for units to adapt and take ownership over decisions and be more entrepreneurial in decision making as they plan for the future. The Board is highly interested in this initiative and we look forward to regular progress updates.

The Board also embraces the sustained focus on academic excellence as an imperative in this highly competitive environment. We fully endorse the eight Academic Excellence Goals put forward by the Provost that support the President’s Strategic Action Plan. These are the right goals for UVM, as a great university that is fortifying its commitment to academic quality and excellence across its programs, and they include a compelling plan to achieve measurable and reportable outcomes.

Taken together, the goals and the mechanisms for achieving them, represent a critical step forward for UVM. We commend the University for moving swiftly and strategically toward elevating these most important academic quality indicators, to allow UVM to continue to compete favorably for top students and maintain its reputation in the intensely competitive higher education market.

We applaud the Provost and the academic deans for the significant efforts they are undertaking this year, with the faculty in the colleges and schools, to thoroughly assess and improve student academic advising and evaluation of teaching effectiveness. These are essential elements for a high quality higher education institution, and the commitment demonstrated by the academic leadership here underscores the priorities our University places on student success and the quality of our teaching and learning environment.

Given the demanding environment UVM inhabits, we are asking the President, Provost, and the University leadership to articulate a value proposition that tracks graduate outcomes (such as job placement rates and average starting salaries), and establishes measurable performance indicators for academic quality and impact.

We are fully supportive of the visionary and energetic leadership being provided by the President and Provost, and the active engagement of the University Community in the process of setting a successful course for UVM. I believe we have the right team for UVM at this time in its history, as we adjust to the new realities facing higher education and to ensure a productive, prosperous, and sustainable future for our great university. We expect and embrace change, and we endorse modernization and evolution, while preserving the best of the values and traditions of Vermont’s University. We look forward to the journey ahead.

This ends my remarks.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

AUDIT COMMITTEE

The Audit Committee is responsible for overseeing the quality and integrity of the University’s financial statements including the selection of, and effective interaction with, the independent auditor; and promoting the development and monitoring the effectiveness of institutional systems of risk management, internal controls, accounting procedures, and compliance with laws and regulations.

The Audit Committee has full authority over the internal audit function including the appointment, evaluation, and termination of the chief internal auditor.

The Committee will review and monitor progress on annual plans for audits and related services ensuring that the plans encompass significant and material aspects of University operations; assess the quality and timeliness of management’s response to audit findings and investigations; and review and make recommendations to the Board regarding institutional policies relevant to the Committee’s charge, such as conflict of interest, fraudulent conduct, whistleblower protection, and documents retention.

A specification of Committee responsibilities shall be set forth in a Charter approved by the Board of Trustees. The Charter shall be revised from time to time in light of accounting industry and legal developments applicable to non-profit corporations and institutions of higher education.

The Board of Trustees shall annually appoint at least 57 of its members to the Audit Committee. Its members shall be independent of management and the University including its component units and affiliated organizations. Pursuant to the University Bylaws, the President shall not serve as an ex officio member of this Committee.

Approved by the Board of Trustees: September 9, 2006
Revised by the Board of Trustees: October 26, 2013

Approved by the Board of Trustees:
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE
BOARD OF TRUSTEES
AUDIT COMMITTEE

Charter

This Charter sets forth the responsibilities of the University Board of Trustees Audit Committee.

I. Principal Responsibilities

The principal responsibilities of the Committee shall include:

a. promoting the development and monitoring the effectiveness of an institutional system of risk assessment and internal controls. At least annually, reviewing with management the University’s processes for identifying, prioritizing, mitigating, and reporting institutional risks;

b. reviewing and, as appropriate, making recommendations to the Board, regarding institutional policies relevant to the scope of Committee responsibilities, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention;

c. ensuring that audit plans encompass significant and material aspects of University operations;

d. full authority and oversight of the internal audit function including appointment decisions, performance evaluations, and employment termination of the chief internal auditor;

e. implementing a selection process to retain the independent auditor and making a recommendation to the Board of Trustees for approval. Recommending such additional audits as the Committee and/or the Board must approve under the Board’s reserved authority;

f. maintaining direct and effective communication with independent auditors on behalf of the Board;

g. reviewing the results of internal and external audits (including the annually audited financial statements), and assessing the quality and timeliness of management’s response and corrective actions;

h. reviewing the effectiveness of the University’s practices related to monitoring its compliance with laws and regulations;

i. reviewing the results of management’s investigation and resolution of any reported, or otherwise discovered, significant instances of noncompliance;

j. evaluating the scope and quality of internal and independent audit services, and the degree of coordination and appropriate degree of independence between them; and
k. reporting regularly and promptly to the Board regarding matters within the scope of the Committee charge;

l. periodically reviewing expense reimbursements, or summaries thereof, that have been submitted by the President and reviewed and certified by the Vice President for Finance and Treasurer and Administration.

II. Membership

The University of Vermont Board of Trustees shall annually appoint at least 5 of its members to the Committee. Its members shall be independent of management and the University including its component units and affiliated organizations. For the purposes of this charter, “independence” is defined as rendering a Trustee ineligible for Committee service if he or she (1) is employed by the University; (2) is a partner or employee of a firm retained to conduct an audit of the University; (3) held such University employment or audit engagement at any time during the previous three years; or (4) is receiving consulting, advisory, or other compensatory fees for services provided to the University. Members of the Investment Subcommittee are eligible for appointment to the Audit Committee, but no such member may serve as its Chair or Vice Chair. The University President is ineligible for service as a member, ex officio or otherwise, of the Audit Committee, as a University official and employee.

Committee members shall otherwise be subject to the Conflicts of Interest Policy in the conduct of their work.

Members of the Committee shall receive orientation appropriate to their Committee membership. They will have the goal of All members should have a general understanding of general accounting, business and finance principles, including the ability to read and understand institutional financial statements, whether gained preceding service on this Board of Trustees or during Committee orientation. If possible, at least one member of the Committee will possess accounting or financial expertise.

III. Authority

The Committee is authorized to investigate any matter within the scope of its Charter, with full and direct access to all pertinent University records, personnel, independent auditors and consultants.

IV. Adoption of Charter

This Charter shall be effective as of the date of its approval by the Board. The Committee will annually review the Charter and recommend to the Board revisions thereto, in view of evolving accounting standards, legal developments and experience gained.
Audit Committee Guidelines

These Guidelines serve as an operational supplement to the Audit Committee Charter. They are intended to reflect generally accepted accounting industry standards and practices applicable to non-profit corporations and higher education institutions.

The Guidelines shall be reviewed annually by management, and management shall report annually to the Committee regarding the status of the Guidelines. The Committee shall make revisions to the Guidelines as necessary or appropriate in view of evolving accounting standards and practices, legal developments and experience gained.

I. Retention of the Independent Audit Firm

a. The Committee shall annually authorize and direct the Committee Chair to retain the independent audit firm to conduct the mandatory annual audit of the financial statements and/or compliance audits. In conjunction with such retention, the Committee will assess the independence and objectivity of the firm by obtaining statements from the firm on relationships between the firm and the University. The Committee will review and assess any relationships disclosed that may impact auditor objectivity and independence.

b. The Committee shall solicit requests for proposals relative to the mandatory annual audit of the financial statements and/or compliance audits from qualified independent audit firms no less than once every five years.

c. In the event that an independent audit firm is retained to conduct the mandatory annual audit of the financial statements and/or compliance audit for seven or more consecutive years, the Committee shall, as a condition of retention of the firm, require rotation of the lead audit partner on the University engagement.

II. Retention of Other Audit Services

a. The independent audit firm retained to conduct the mandatory annual audit of the financial statements and/or compliance audits generally shall not be eligible for University engagements to perform non-audit services that would violate the U.S. Government Accountability Office Independence Standard, including bookkeeping; financial information systems design, implementation or operation; appraisal or valuation services; fairness opinions or contribution-in-kind reports; internal audit outsourcing services; management functions or human resources; broker or dealer, investment advisor, or investment banking services; legal services and expert services unrelated to the audit; or preparation of the indirect cost proposal or cost allocation plan. If, due to extenuating circumstances, and in the exercise of its reasonable discretion, management deems it to be in the best interests of the University to retain the independent audit firm for non-audit services, the proposed retention is subject to review and action by the Committee where the retention will result in fees of $10,000 or more.

b. Contracts for non-audit services with independent audit firms not already retained by the University to conduct the mandatory annual audit of the financial statements and/or compliance
audits are subject to review and recommendation by the Committee and subsequent Board consideration and action when such retentions will result in fees of $250,000 or more.

III. Oversight of Audits

The Committee will, no less than once annually, and otherwise periodically as necessary or desirable:

a. review annual audit plans developed by the Office of Audit Services, and receive regular progress reports relative to such plans;

b. review and approve audit plans developed in consultation with independent audit firms, including (i) the critical accounting policies and practices to be used; (ii) all alternative treatments of financial information discussed with management, ramifications of alternative treatment and the treatment preferred by the firm; (iii) other material communications between the firm and management; and (iv) required communications from the firm under Statement of Auditing Standards No. 114, as amended;

c. subject to subsequent Board consideration and action, review and accept the mandatory annual audit of the financial statements. Review the Office of Management and Budget Circular A-133 audit, and the financial agreed upon procedures report of institutional National Collegiate Athletic Association programs;

d. resolve disagreements between management and the independent audit firm regarding financial reporting;

e. review the independent audit firm management letter comments regarding institutional financial and information technology and security internal controls, accounting policies and procedures, and management’s response to those comments;

f. review with management, the Office of Audit Services, and the independent audit firm their respective judgments about the quality of University accounting principles; the consistency, and the degree of aggressiveness or conservatism, in the application of accounting principles; the reasonableness of significant accounting judgments; and the clarity and completeness of the financial statements and related disclosures;

g. confirm with management, the Office of Audit Services and the independent audit firm respectively that the annual financial statements disclose all material off-balance sheet transactions, arrangements, obligations, and other relationships of the University with unconsolidated entities or other persons that may have a material current or future effect on institutional financial condition, and the results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses;

h. receive reports from management, the Office of Audit Services and the independent audit firm, regarding new and significant accounting standards to understand their impact on institutional financial statements;
i. receive reports from the Office of Audit Services regarding any financial fraud which, in single incident or aggregate, results in an institutional uninsured or insured loss in excess of $10,000;

j. review the organizational structure, qualifications, independence, scope of services inclusive of office charter, and adequacy of resources of the University’s Office of Audit Services;

k. annually review the appointment, evaluate the performance and set the salary of the chief internal auditor;

l. identify and document specific administrative responsibilities relevant to the routine operations of the office of chief internal auditor that are assigned to the President;

m. ensure that regular quality assessment reviews of the internal audit operations are performed in accordance with Institute of Internal Auditors standards; and,

n. meet separately with both the internal and external auditors without management representatives present subject to the requirement of the Vermont open meeting laws.

IV. Internal Controls

The University’s executive management and the Board of Trustees Audit Committee have adopted the Committee of Sponsoring Organizations (COSO) Internal Control – Integrated Framework to help assess and enhance its internal control systems.

a. Certifications

i. The Committee will receive periodic reports from management on representations it is rendering in conjunction with mandatory annual audit of the financial statements and/or compliance audits as well as significant and material debt financing, such as issuance of bonds.

ii. Without limitation on IV.a(i), the Committee will receive from the Vice President for Finance & Administration and University Treasurer a record of certification along with the annual financial statement report that:

   a. He/she has approved the financial statements,

   b. Based on his/her knowledge, the report does not contain any material errors or omissions,

   c. Based on his/her knowledge, the financial statements materially present the financial condition and result of operations,

   d. He/she is responsible for establishing and maintaining a system of internal controls over financial reporting, and that,

   e. He/she has disclosed to the auditors and the Audit Committee all significant internal control deficiencies and changes that could materially affect financial data.

b. Policy Review.
The Committee will receive for its review and comment and, if necessary, its recommendation to the Board, institutional policies relevant to its scope of work, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention.

c. Required Disclosures and Compliance Monitoring.

The Committee shall oversee compliance with the Board Reserved Rights and Delegated Authority resolution. Violations of the Board Reserved Rights and Delegated Authority resolution identified by management or the internal audit office shall be reported to the Committee.

d. Confidential Reporting.

The committee will ensure that the University has a mechanism that permits confidential communications from employees and others regarding potential financial or accounting improprieties or nonfeasance.

V. Enterprise Risk Management

a. Oversee management’s enterprise risk management process on behalf of the Board.

b. Receive periodic updates on management’s process to identify, prioritize, mitigate, and report institutional risks including the process to map risks to relevant Board Committees.

VI. Compliance

a. Review with the Office of Compliance Services and management, the effectiveness of the University’s practices related to monitoring compliance with laws and regulations;

b. Review with the Office of Compliance Services and management, the results of management’s investigation and resolution of any reported, or otherwise discovered, significant instances of noncompliance;

c. Review with the Office of Compliance Services and management, the findings of any compliance examinations by regulatory agencies and any auditor observations;

d. Review with the Office of Compliance Services and management, the process for communicating the code of business conduct to University personnel and for monitoring compliance therewith;

e. Receive periodically, but not less than annually, quarterly reports from the Office of Compliance Services on its activities;

f. Receive updates from the Office of Compliance Services and management on new and emerging compliance issues, including their impact to the University;
g. Receive as needed, through the Audit Committee Chair, compliance matters communicated directly by the Chief Internal Auditor or Director of Compliance Services (by virtue of the dotted line relationship).

As approved by the Board of Trustee: November 13, 2004
Approved as amended by the Board of Trustees: September 8, 2007
Revised by the Audit Committee: November 12, 2007
Approved as amended by the Board of Trustees: December 1, 2007
Revised by the Audit Committee: April 28, 2009
Approved by the Board of Trustees: May 16, 2009
Revised by the Audit Committee: October 11, 2010
Approved by the Board of Trustees: October 30, 2010
Revised by the Audit Committee: November 14, 2011
Approved by the Board of Trustees: February 4, 2012
Revised by the Audit Committee: September 15, 2014
Approved by the Board of Trustees:
When convened by the Chair of the Board of Trustees ("the Board"), or by the Board upon appropriate motion, all Trustees shall sit as a Committee of the Whole to enable the Board as a Board to give detailed consideration to a matter or matters under conditions approximating those of a Committee of the Board. The Chair of the Board shall preside over meetings of the Committee of the Whole.

The Committee of the Whole shall take no action on behalf of the Board other than the referral of recommendations for action to the full Board, which may include the recommendation that the Board authorize referral of a matter or matters for consideration by, and recommendations from, a Board Committee.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

EXECUTIVE COMMITTEE

During intervals between meetings of the Board of Trustees (“the Board”), the Executive Committee shall have all the powers of the Board in management of the property and affairs of the University, and may exercise the authority of the Board except as may otherwise be provided by law or the University Bylaws. The Chair of the Executive Committee shall be the Chair of the Board ex officio.

The Executive Committee shall oversee the work of the Committees of the Board and the University planning process, and it shall assist the Board in the discharge of its responsibilities to support the President and to assess the President’s performance.

With respect to evaluation of presidential performance, the Chair shall annually appoint an Annual Review Subcommittee whose membership shall include members of the Executive Committee and such additional Trustees as the Chair may appoint with the approval of the Board. The subcommittee shall assess the performance of the President and convey its assessment and a compensation recommendation to the Executive Committee for its deliberations and referral by the Committee of a recommendation to the full Board. In conjunction with the presidential evaluation, the President will also provide a report on the status of the President’s direct reports, including their proposed compensation for the upcoming year.

Approved by the Board of Trustees: September 9, 2006
Approved as revised by the Executive Committee: March 9, 2009
Approved as revised by the Board of Trustees: November 8, 2012
Approved as revised by the Board of Trustees: