A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, May 20, 2016, at 8:00 a.m., in the Silver Maple Ballroom, Room 401 at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair David Daigle, Vice Chair Ron Lumbra, Secretary Joan Lenes, Briar Alpert, Cynthia Barnhart, Bill Botzow, David Brandt, Robert Brennan, Frank Cioffi1, Carolyn Dwyer, Richard Gamelli, Bernie Juskiewicz, Don McCree, Curt McCormack, Anne O’Brien, Ed Pagano, Kesha Ram2, Tom Sullivan, Donna Sweaney, Soraiya Thura, Tristan Toleno3, Lisa Ventriss, and Jeff Wilson4

MEMBERS ABSENT: David Aronoff and Governor Peter Shumlin

ALSO PARTICIPATING: Provost David Rosowsky, UVM Foundation CEO & President Rich Bundy, Student Government Association President Jason Maulucci, Staff Council President Renee Bertea, Graduate Student Senate President Devin Champagne, Faculty Senate President Cathy Paris, Alumni Association President Kristina Pisanelli, Vice Provost for Student Affairs Annie Stevens, Associate Vice President for Administrative & Facilities Services William Ballard, UVM Rescue Director of Operations Mike Barnum (Class of 2016), UVM Rescue Training Officer Olivia Snyder (Class of 2016), UVM Rescue alumnus and UVM medical student Joe Lahey, Vice President for University Relations and Administration Tom Gustafson, Director of Capital Planning and Management Robert Vaughan, Associate Director of Member Services at Sightlines, Inc. Jon King, Vice President for Finance and Treasurer Richard Cate, Director of Operational Excellence Emily Stebbins-Wheelock, and Vice President for Research Richard Galbraith

1Arrived at 9:00 a.m.
2Arrived at 8:09 a.m.
3Arrived at 8:10 a.m.
4Arrived at 8:22 a.m.

Chair David Daigle called the meeting to order at 8:05 a.m.

Approval of Minutes

Chair Daigle presented the February 5, 2016 meeting minutes for approval. A motion was made, seconded and voted to approve the minutes as presented.

Chair’s Report (see full report appended to minutes, beginning on page 20)

President’s Report

President Sullivan began by noting that the President’s Annual Report for 2015/2016 was distributed to Trustees this morning. He next provided an enrollment update. Based on deposits
as of May 1st, the incoming class is projected to be the strongest in UVM history. President Sullivan stated that the enrollment target was 2330 for first-time first-year (FTFY) students and it is likely the University will have closer to 2500 enrolled for the fall. As of May of last year, to May of this year, selectivity has been improved from 71% to 69% and yield has increased from 14.3% to 17.3%. President Sullivan added that the academic quality of the first-year class could be the strongest ever. While final student data are pending, the average combined SAT score increased by 10 points, from 1199 last year to 1209 this year, another record for the University. President Sullivan credited Admissions, the work with 160over90, partnerships with the Colleges and Schools, and Student Financial Services for the improvements in enrollment management.

President Sullivan next reported on Summer University. He recalled that, when he started at the University, he was surprised at how quiet campus was during summer. At the time, summer enrollment was approximately 2100. He made it a goal to strengthen the summer session to make better use of our facilities and to better serve students. He reported that last Summer University enrollment increased by 223 students, to a total of 5,762, and he hopes to meet with similar success this coming summer.

President Sullivan next reported on UVM’s economic impact and the preliminary findings in the new Economic and Social Impacts of the University of Vermont study. The last study demonstrated that the University provides an impact of approximately $1 billion to Vermont. The new study reports that the impact is now closer to $1.33 billion, which is approximately a $30 return on every $1 of state appropriations. The employment impact of having a large, research university amounted to 11,287 jobs supported throughout the state. UVM generated more than $78.2 million in state and local tax revenue impacts from the University’s faculty, staff, students, and visitors. The College of Medicine and College of Nursing and Health Sciences generated a total of $441.5 million in economic impact to the state of Vermont, supported 3,035 jobs and put more than $12.6 million in state and local government revenue back into the state. President Sullivan emphasized the need to continue to tell the story of UVM’s impact on the state.

President Sullivan next provided several additional highlights. He began by thanking the legislature for the elimination of the 40% rule and for its $500,000 investment in STEM. He added that, out of all of the University’s buildings, only one has been provided by the State of Vermont – Morrill Hall.

In terms of gifts, President Sullivan reported that, in April, the University celebrated Dr. Robert and Helen Larner’s $19.7 million gift. The Larners’ lifetime giving to the University now tops $34 million, a figure ranking them as the most generous donors in the 225-year history of the institution.

President Sullivan next provided several research highlights. The University was awarded nearly $500,000 from the National Institutes of Food and Agriculture at the U.S. Department of Agriculture to implement and assess a new method of food distribution. Additionally, Vermont EPSCoR was awarded a $20 Million National Science Foundation Award to Promote Resiliency in Lake Champlain Basin. President Sullivan commented that Judy Van Houten has been awarded approximately $110 million in grants throughout her career, which is a record for UVM
and potentially in the country. He moved on to report that the U.S. Food and Drug Administration awarded a $950,000, three-year grant to a consortium of 12 northeastern states and the District of Columbia led by UVM Extension to promote food safety on small and medium-sized produce farms and food processors in the region.

President Sullivan also reported that the University ranked in the top 30 of this year’s *Forbes* “America’s Best Midsize Employers” list. Additionally, he noted that Vice President for Human Resources, Diversity & Multicultural Affairs Wanda Heading-Grant won the Regional HR Award for Innovative Leadership, presented earlier this month in Boston.

In the area of service, President Sullivan noted that UVM recently hosted the 14th Annual Climate Prediction Applications Science Workshop. The international conference, launched in 2002 by the National Weather Service’s Climate Services Division, brings together a diverse group of climate researchers, climate product developers, and climate information users to share developments in research and applications of climate predictions. He also reported that over 900 people participated in the Wellness Environment (WE) 5K run.

President Sullivan announced that significant progress on the STEM facility has been made and the Board will be touring the building later today. He again thanked the Legislature for contributing $500,000 towards the STEM facility. He also noted the first-year student residence hall remains on schedule for completion.

Finally, President Sullivan reported that, through faculty leadership, there are thirteen new academic pathways initiated this year compared to nine created last year, and five the year before that. The enormous growth, he observed, is a direct result of the incentives provided by IBB.

**Foundation CEO & President’s Report**

Foundation CEO & President Rich Bundy began his report by stating that Vermont Business Magazine and the Vermont Chamber of Commerce ranked the UVM Foundation as one of the Best Places to Work in Vermont 2016. He next stated that the $19.7 million one-time gift from Dr. Robert and Helen Larner was UVM’s largest single gift and, combined with other gifts, it establishes the Larners as the most generous donors of the University’s history. CEO & President Bundy was also pleased to report that the Foundation has established a new record of receipts and commitments. As of April, year-to-date commitments were $72.36 million compared to $60.6 million last year at the same time. Receipts for this year are $60.4 million compared to $40.5 million at the same time last year. He also noted that Fiscal Year (FY) 2016 is the first year that figures include the UVM Medical Center. He elaborated that, without including the UVM Medical Center figures, campaign production in FY 2016 still beat last year’s figures.

CEO & President Bundy next reported that the Campaign is a full year ahead of schedule. In terms of commitments, the Foundation has received $298 million-to-date, of which a large portion has been received. He added that receipts represent two-thirds of all commitments.
CEO & President Bundy also reported that a goal of the Campaign was to double the number of endowed faculty positions from 52 to at least 104. He was pleased to announce that the count has already reached 101 positions.

CEO & President Bundy next highlighted campaign progress by unit, noting that units such as the College of Education and Social Services and the Libraries have already achieved over 100% of their goals. Many other units are on target to complete their goals, and the Foundation will focus on units that have not yet hit their threshold. There will also be focus to achieve the Grossman Challenge in the Grossman School of Business.

CEO & President Bundy next discussed the Foundation’s cost per dollar raised. He reported that the current overall cost to raise a dollar is about 16 cents, with the UVM portion being 12 cents. He added that the UVM Foundation is on target with national trends where the median cost to raise a dollar is 16/17 cents.

CEO & President Bundy concluded his report by acknowledging that the UVM Foundation is achieving its objective to reduce the University’s cost of fundraising. He added that the UVM Foundation wants the University to know that they are good stewards of the investment made in them.

**Governance Leaders Reports**

Student Government Association (SGA) President Jason Maulucci reported that SGA will be celebrating its 75th Anniversary in the 2016-2017 academic year. Last month, Maulucci and Tyler Davis were reelected as the first SGA President and Vice President to serve their second terms together.

President Maulucci noted that the SGA Senate had record representative re-election rates with over 30 members, nearly 80%, returning in the fall. He also stated that, in the final year of implementing its new budget model, SGA had a 60% allocation rate to the 175 clubs and organizations, up from 30% two years ago. Also, for the second year in a row, SGA organizations collectively fundraised more than $1 million. President Maulucci announced that, this year, SGA reaffirmed its commitment to social justice and inclusion. For example, it held the first-of-its-kind social justice workshops for all club leaders; collaborated on the establishment of an interfaith center; hosted a 2nd annual Women in Leadership Summit; and continued to raise awareness about, and work to end, sexual violence.

President Maulucci moved on to describe the increasing stress the 21st century student experiences. He reported that SGA hosted its first mental health awareness week. He then noted that, beginning in 2017, UVM fraternity and sorority properties will lose their tax-exempt status, costing them over $300,000 in taxes. The Greek community, with help from SGA, spent time in Montpelier advocating for the reinstatement of their tax-exemption status and they will continue to do so, despite not being successful this year. President Maulucci next reported that despite decades of student frustration over the lack of course description information, progress has been made and information should begin to be provided ahead of the next registration period. He next announced that the Peer Advising and Mentoring Program pilot program has launched, with the
first generation of peer advisors selected and ready to improve the student experience for the incoming class of 2020. He previewed that several new initiatives are planned for next year, such as the Safe Ride Home initiative and the establishment of a student venture capital and innovation fund. President Maulucci closed by reaffirming that students feel fortunate to have staff, faculty and administration who are willing to better the student experience at UVM.

Trustee Don McCree asked how many students will be involved in the Peer Advising and Mentoring Program. President Maulucci replied that there will be one peer advisor for every 10 students. There will also be an advising center where students can drop in to receive advising.

Staff Council President Renee Berteau began her last report by stating that, this spring, Staff Council spent a significant amount of time addressing staff feedback. She reported that the Council received a substantial negative response to this year’s salary increase numbers and the process by which they were derived. She also stated that Staff Council is grateful to the administration for continued engagement and for setting a goal of increased collaboration for future years. President Berteau affirmed that Staff Council not only exists to serve staff, but also to assist the administration in understanding staff values. President Berteau commented that she and Vice President Johanna Brabham are at the end of their terms. She announced that Karmen Swim has been elected the next Staff Council President. President Berteau concluded her report by stating that she is excited to join in celebrating the class 2016 of which her daughter is a member.

Chair Daigle encouraged Staff Council to continue to communicate areas that they feel need improvement. He thanked President Berteau for her service.

Graduate Student Senate (GSS) President Devin Champagne reported that, throughout the academic year, GSS made significant progress towards its goal of enhancing the bonds of community as well as the lines of communication and networking among graduate students. To achieve this, Senators volunteered for several community service organizations, held many events for graduate students and their families, and worked with the UVM administration to improve investments and policies for graduate education. President Champagne noted that GSS volunteer efforts are coordinated through the Grads Give Back program. To bring graduate students together, GSS held numerous events that ranged from social to academic, such as apple picking at Shelburne Farms, ice skating at Leddy Arena, and “coffee breaks” in the GSS Office. In partnership with the Graduate College, GSS hosted the Winter Hooding Ceremony. President Champagne stated that GSS has evolved significantly over the years, culminating in GSS recently updating its Constitution and Bylaws. He is confident that GSS will be more effective moving forward and is very hopeful that UVM will continue advancing its premier small research institution status.

Faculty Senate President Cathy Paris reported that, in the past year, the Faculty Senate has had several leadership transitions, during which it was able to continue making significant progress. She was pleased to announce that Senators have more energetically embraced their role of communicating to their units. She also reported that the Executive Council is involved in planning the first-ever campus-wide faculty meeting regarding advising the 21st century student. President Paris indicated that the Senate continues to offer support to faculty in navigating the
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Incentive Based Budgeting model. She also said that the Senate represents a large array of scholars, some whom are active in the faculty union and others whom are not. She stated that her goal is to honor the diversity, energy, and intellect of UVM faculty and to help weave them into the supple fabric that is “One UVM”.

Trustee Bill Botzow asked President Paris to expand on the meeting being planned regarding advising the 21st century student. President Paris replied that, as the event is in the early development stages, she is not able to say yet how it will unfold. However, she stated that faculty felt the need for the event as they recognize that students today feel under greater stress than previous generations. She explained that faculty, staff and administration must better understand the needs of today’s students and how to meet these needs.

Alumni Association President Kristina Pisanelli provided her final report by sharing several highlights from her last three years as President. She stated that student engagement has grown into a vibrant program that engages 75% of each graduating class. The number of alumni volunteers working on career networking efforts has grown more than 230%. She also recognized that the Alumni Association now partners with the Admissions Office to deliver 14 admitted students’ events in core markets, a 133% increase from three years ago. The Association has also expanded its regional board footprint by 20% and launched a chapter program that has grown regional engagement by nearly 40%. President Pisanelli stated that diversity amongst Alumni Association volunteers has grown by 35%. ALANA alumni are represented on all regional boards, as well as the Alumni Association Board, where 22% of the membership affiliate with the ALANA community. The new affinity engagement program has yielded nearly 20 alumni groups. Additionally, the Alumni Association’s commitment to lifelong learning has advanced with the launch of the UVM Discovery Travel program. President Pisanelli announced that the Alumni House will open in July. She stated that the House would not be possible without the tireless work of so many. She concluded by thanking, on behalf of the Alumni Association, the Board, President Sullivan, and the administration, for working with the Foundation in making the Alumni House happen.

Trustee David Brandt stated that he was at a student reception recently held in Boston and he wanted to recognize the role that Alumni volunteers played at to make that event successful.

Chair Daigle thanked President Pisanelli for her service.

Acknowledgement of Grants and Contracts Awards Report


Action Items

Chair Daigle presented a resolution seeking approval of the appointments of Trustees Ed Pagano (leader), David Brandt, Joan Lenes and Lisa Ventriss to the Multipurpose Events Center Work Group and the Work Group’s charge.
The following resolution was presented for approval:

**Resolution Approving Multipurpose Events Center Work Group Appointments and Charge**

RESOLVED, that the Board hereby approves the appointment of Trustee Ed Pagano (leader), David Brandt, Joan Lenes and Lisa Ventriss to the Multipurpose Events Center Work Group and the charge as set forth in Appendix A to this document.


Chair Daigle introduced the next resolution by providing background on how the proposed changes were developed for the Resolution Regarding Delegation and Retention of Board Authority. He explained that he and former Board Chair Debbie McAneny collaborated with University leadership, and that the document was next reviewed by the Committee on Board Governance, which unanimously endorsed the proposed revisions for referral to the full Board for approval.

Vice Chair of the Committee on Board Governance Ron Lumbra directed Trustees to Attachment 7 in the meeting materials and, specifically, to the matrix differentiating between substantive changes from those intended for clarification. He highlighted real-estate transactions; capital projects; financing; vendor contracts; professional service contracts; and contracts in excess of five years as areas where substantive changes have been made.

Chair Daigle added that to improve Board efficacy, changes were suggested to facilitate Board action only on matters of strategic, fiduciary, or material financial consequence, while obligating the administration to report on significant development that do not require Board action. He cited reporting on capital projects with aggregate cost of $1-2 million as plans are developed and before projects are initiated, as an example of the latter.

Vice Chair Lumbra presented the following resolution for approval:

**Resolution Approving Revisions to the Resolution Regarding Delegation and Retention of Board Authority**

WHEREAS, the Board Governance Committee endorsed revisions to the Resolution Regarding Delegation and Retention of Board Authority on March 28, 2016;

BE IT RESOLVED, that the Board of Trustees hereby adopts revisions to its Resolution Regarding Delegation and Retention of Board Authority as set forth in Appendix B to this document.

The vote was unanimous to approve the resolutions as presented.

**Dashboard Indicators Annual Review**

Provost and Senior Vice President David Rosowsky led the annual review of the University’s dashboard indicators. He began by identifying the comparator institutions used in compiling the data. He next explained that the indicators fall into three categories: input (student data), output (how the University prepares and graduates students) and financial. Provost Rosowsky then stated that the University utilizes the indicators to track standing and progress over time, noting that the indicators link to the academic excellence goals.

Provost Rosowsky provided data for several input indicators. He reported that the University’s application numbers have steadily increased in recent years; however, there was a slight decrease in this year’s number due to a strategic decision to eliminate “free” applications to out-of-state students, effectively removing those with reduced likelihood of attending. He added that focus continues on the acceptance rate and yield, rather than simply growing the applicant pool.

He next said that first-time first-year (FTFY) acceptance rates peaked at 78% in 2013, but that it has been reduced to 69% for Fall 2016. The administration is working to reduce the FTFY acceptance rates even further, with a goal than no more than 60%.

Provost Rosowsky then stated that the FTFY yield rate dropped slightly from 2010 to 2015, as did the yield rate of our peers, but that a new enrollment strategy is expected to improve the yield for fall 2016.

Moving on, Provost Rosowsky observed that the FTFY SAT combined verbal and math indicator has improved from 1199 to 1209. He added that the SAT test recently changed, and that the administration will provide a report when trend data is available.

Provost Rosowsky indicated that student quality is improving and will continue to do so as the University becomes more selective. In terms of percentage of students admitted in the top 25% of their high school class, UVM has increased from 69% in FY 2011 to 74% in FY 2016.

The University is also becoming more diverse, he noted, consistent with its commitment to inclusive excellence, access, quality, and building a truly diverse academic community. The number of ALANA students enrolled has increased from 8% in FY 2011 to 11% in FY 2016, and international student enrollment has increased from 1% to 4% in the same time period. The
Provost stated that the University is on track to meet the goal of increasing international student enrollment to 7-8% in the coming years.

Provost Rosowsky next reported on several output indicators. He explained that the University’s first-year retention rate is well above the national average for public institutions, but that we are aiming to reach the numbers of our private peers. The University’s FY 2016 retention rate is 86% and we remain committed to achieving a rate exceeding 90%.

Provost Rosowsky stated that the University’s four-year graduation rate improved from 61% in FY 2011 to 66% in FY 2016. He added that the University’s rate is well above the national average for public institutions but that, again, we strive to compete with select private peers. Our goal is to be above 70% in the coming years.

In terms of student engagement and satisfaction, Provost Rosowsky explained that the figure is hard to track, but that all of our indicators are above our comparators. He added that the percentage of students reporting excellent/good overall educational experiences is 90%, which is higher than the 88% average of our competitors.

Moving on to the success rate indicator, Provost Rosowsky explained that this figure is based on the percentage of graduates who are employed full-time or enrolled in a graduate or professional school. He stated that the University’s success rate increased from 88% in 2012 to 92% in 2015. He elaborated that initiatives such as the Four-Year Plan for Success, the Career+Experience Hub, expanded internship opportunities, and efforts to increase the presence of employers on campus have all contributed to stronger success rate.

The final output indicator on which Provost Rosowsky reported was graduate study. He stated that the total graduate enrollment has declined slightly in the last 6 years, from 1961 to 1842. The number of master’s degrees have also declined slightly, from 391 to 362, but that it is projected to reach 387 in 2016. The number of doctoral degrees has increased from 208 to 224 over the same period, and is expected to remain steady at 223 in 2016. He acknowledged that all of these trends are nearly the same as the averages of our competitors. Provost Rosowsky added that the University plans to increase total graduate enrollment to 2500 in the next three years.

Provost Rosowsky next described several financial indicators. He began by reporting that endowment assets per student full-time equivalent (FTE) have increased from $26,300 in FY 2011 to $33,500 in FY 2015.

As regards to total commitments such as new gifts, pledges, and bequests, the University has seen extraordinary increases. In FY 2011, commitments were $20.3 million, compared to $73 million to-date in FY 2016. However, State support for higher education, per $1,000 of personal income, has dropped from $3.68 in FY 2011 to $3.05 in FY 2015. The national median is $5.16, with Vermont ranking 47th out of 50 states for higher education support.

Provost Rosowsky next noted that the average net cost of attendance for FTFY in-state students receiving financial aid increased from $13,864 in FY2011 to $17,075 in FY 2015. The average among our public comparators increased from $14,533 to $16,712 in the same period.
Finally, Provost Rosowsky stated that the average indebtedness of students at graduation increased about 10% from FY 2011 to FY 2015, from $24,822 to $27,034. This indicator remains below the national average of about $29,000. He added that 39% of UVM students graduate without debt and that 43% of Vermonters attend UVM tuition-free.

Trustee Anne O’Brien inquired about the response rate of student satisfaction surveys. Vice Provost for Student Affairs Annie Stevens replied that the response rate is typically around 20%, which is not uncommon for such surveys.

Trustee Briar Alpert asked how the University plans to grow graduate student enrollment. Provost Rosowsky replied that the University can identify graduate programs that have the capacity to grow and also create new programs that are innovative. He predicted that there will be growth in online and distance-learning components. Provost Rosowsky also stated that professional master’s degrees present growth opportunity. He explained that with the new incentive-based budget model (IBB), barriers have been removed and more creative conversations can take place. President Sullivan added that, as an example, the University is one of the first institutions to have a bachelor’s, master’s and PhD degree in food systems.

Trustee Ed Pagano asked how frequently the list of comparator institutions is reviewed. President Sullivan explained that a substantial amount of time has been spent on researching the list and that it is reviewed on a continuing basis. Provost Rosowsky added that it is important to have stability with the list for at least 5-7 years to make reasonable comparisons. He stated that the current list contains some aspirational comparators.

Trustee Frank Cioffi thanked legislative Trustees, President Sullivan, and the administration for their work in achieving the elimination of the 40% Rule. He requested that, at some point, it would be helpful for the administration to report on the effect of the elimination on students from a financial standpoint. President Sullivan commented that Vice President for Enrollment Stacey Kostell is working on this information and will share it when it is available.

Referencing the dashboard indicators, President Sullivan stated that he views the most important indicator to be the four-year graduation rate. He recalled that our rate is 66% and his goal is to have the rate increased to substantially above 70%.

**Investment Subcommittee (ISC) Chair Socially Responsible Investing Report**

ISC Chair Rob Brennan presented several items in follow-up to the February Board meeting. He began by reviewing how the University compares to peer groups in terms of separate accounts versus commingled funds. He explained that UVM has three investments via separate accounts, totaling $83 million, which is just under 20% of UVM’s total assets. For comparison, Cambridge Associates, the University’s investment advisors, looked at the accounts of 11 peer institutions and found that the group averaged 2.4 investments, comprising 7.6% of their total assets, in separate accounts. Chair Brennan added that a benefit of separate accounts is that they allow for transparency and the ability to screen investments.
Chair Brennan next summarized the roster of UVM’s managers and whether their vehicles are separate or commingled accounts. He explained that, in many instances, the only options that managers offer are commingled accounts. He also noted that thresholds are typically much higher for purchasing separate accounts.

Chair Brennan explained that the second follow-up item from February regarded the University’s proxy voting procedures. He referenced Attachment 9B, which outlines these procedures. He added that, in matters of routine corporate business, the University routinely votes for management. Guidelines with respect to proxy voting include the following resolutions: Proxy Voting in Favor of Climate Change Action; Divestment from Sudan; Tobacco: Restrict the use of advertisements in the sale of tobacco; Discrimination in Employment; and Landmines: Reduce or eliminate antipersonnel landmines. ISC Chair Brennan noted that the Socially Responsible Investing Advisory Council (SRIAC) is the conduit through which resolutions presented from the community are filtered. Once SRIAC has vetted resolution proposals, it presents them to Vice President for Finance and Treasurer Richard Cate, who in turn presents them to the ISC. Chair Brennan referenced that Attachment 9C has a list the University’s proxies voted for calendar years 2013, 2014 and 2015.

Chair Brennan stated that the third follow-up item from February centered on transparency of the University’s holdings of commingled and separate accounts. He explained that Cambridge Associates was able to collect information for approximately 90% of the portfolio, but that some information was not available for holdings, mostly in the private equity and venture capital funds, or was not applicable as in the case of real estate investments, bonds and cash. He also clarified that information for several of the mutual funds, and almost all of the hedge funds, was dated. He said that the information compiled came from U.S. Securities and Exchange Commission (SEC) filings was dated as of 9/30/2015 or 12/31/2015. ISC Chair Brennan concluded by saying that compiling the information, which consisted of approximately 300 pages, took Cambridge Associates nearly 60 hours, at a cost of almost $27,000. The information was received two days ago and can be accessed by request to Vice President Cate.

Trustee Jeff Wilson asked when the Board would receive a report on the University’s holdings data.

Chair Daigle replied that the data are available, but that a report would be difficult to compile. He added that any report that could be generated would be outdated almost immediately as the University cannot control how commingled funds evolve, adding that they change almost daily.

Trustee Wilson clarified that his goal is to gain knowledge regarding whether, and the extent to which, we are investing in, certain types of companies.

Discussion ensued as to who might be able to generate such information. Chair Daigle concluded the discussion by acknowledging that the types of companies that Trustee Wilson is referring to will amount to a nominal amount of the endowment and agreed to continue this conversation with him at another time.
Academic Presentation

Associate Vice President for Administrative and Facilities Services and Faculty Advisor of UVM Rescue William Ballard introduced the presenters and invited them to share their experience working with UVM Rescue and its influence on them: Mike Barnum, Microbiology major and UVM Rescue Director of Operations; Olivia Snyder, Nursing major and UVM Rescue Training Officer; and Joe Lahey, UVM Rescue alumnus. Mr. Barnum and Ms. Snyder are UVM Class of 2016 and Mr. Lahey received his B.S. from UVM in 2014 and is currently a second-year UVM medical student.

Mr. Barnum began by noting that UVM Rescue is a Student Government Association-recognized club founded in 1972. It operates in Vermont EMS District 3 as an Advanced Life Support Ambulance with at least one member of each crew certified at the Advanced EMT level. UVM Rescue is staffed 24 hours a day, seven days a week, and is composed of about 25 undergraduate and alumni volunteers. Its primary coverage area is the UVM campus and the UVM Medical Center’s helipad; however, it also responds to calls throughout Chittenden County. The call volume is approximately 1,400 per year, with an annual revenue of $300,000, generate from insurance billings. The club has two-fully equipped ambulances.

Mr. Lahey explained that, to join UVM Rescue, one has to be a student. A candidate is required to complete 5 hours of observation, during which they will accompany the crew on calls. After a candidate submits an application, UVM Rescue personnel officers will invite the candidate for an interview. If accepted as a member, the new member will complete three months of training. Each member is required to run a night crew each week, as well as eight additional day hours. Each member must also run one weekend a month and a given number of hours during school breaks.

Ms. Snyder first identified the ambulance crew positions. She stated that every ambulance has a minimum of two certified EMTs. There are four positions on the truck; Crew Chief, Driver, Third, and Fourth. The position of Fourth is the first position at which a member begins; each new member has a checklist of training items to complete. The position of Third is the second position of a probationary member. Fourths have three months to finish the Thirds checklist. Many members of UVM Rescue work on their Thirds checklist concurrently with the EMT class. The next position is Driver, a position responsible for crew safety while on the road. The highest position is Crew Chief, an advanced EMT who is responsible for supervising the crew in and out of quarters, deciding what and how patient care should be handled, and maintaining crew safety at all times.

Ms. Snyder next described a typical day for UVM Rescue. She explained that each day is unpredictable, but will usually include one, or a combination, of the following: campus calls, helicopter calls, and calls to surrounding communities. Some days there are many calls, and others there will be none. However, every day, the crew are training and fitting in homework when they can. Ms. Snyder stated that crew members come from a variety of student backgrounds, many of whom do not major in medicine or the health sciences. She stated that each member has to exhibit independence and leadership. Ms. Snyder credits her skills as a
student, and experience with UVM Rescue, for being accepted for a nurse position in the UVM Medical Center’s emergency department.

Mr. Lahey commented that the networking opportunities that UVM Rescue offers are extensive. He also credited his time with the club for improving his communication, teaching, teamwork, and leadership skills.

Mr. Barnum next shared details of a proposal for a new UVM Rescue facility. He explained that the current facility is located at 284 East Avenue, Burlington, and that it has operated there for over 35 years. He described the current facility as undersized for UVM Rescue’s needs; for example, there is a four-person bunk room that houses up to six members a night (requiring two to sleep on couches in the day room), and there is only one shower for all members. Mr. Barnum noted that there is only one undersized ambulance bay; therefore, the 2nd ambulance has to remain outside. Mr. Barnum next showed a rendering of the proposed new facility, which would have room for two trucks and sufficient accommodations for two rescue crews. Mr. Barnum added that the proposed funding for the facility would include a combination of UVM Rescue reserves, gifts, SGA funds, and a $700,000 internal loan from UVM cash resources that would be paid back over ten years.

The presenters concluded the presentation with a video that won the National Collegiate Emergency Medical Services Foundation Video of the Year in 2015.

Trustee Brennan asked how EMTs collaborate with paramedics. Director Barnum replied that, based on the nature of any given dispatch, a paramedic intercept from another squad may be requested.

Trustee Soraiya Thura asked if UVM Rescue receives support from local health organizations in terms of training and skills. Mr. Lahey replied that UVM Rescue receives support by means of shared trainings and opportunities. It also receives support from a medical advisor at the UVM Medical Center.

Trustee David Brandt asked how UVM Rescue impacts the greater Burlington area. Mr. Barnum answered that UVM Rescue is essentially the backup Advanced Life Support Ambulance for all of Chittenden County. He added that, if UVM Rescue did not exist, then Burlington and South Burlington would likely have to add additional ambulances.

Chair Daigle commented on how impressive the UVM Rescue video was and encouraged sharing it with the Foundation.

Faculty Advisor Ballard added that the Foundation has been helpful in fundraising efforts for the proposed new facility. He further stated that UVM Rescue has received significant support from the broader community.

The meeting was recessed at 10:17 a.m.

The meeting reopened at 3:02 p.m.
Annual Strategic Capital Planning & Current Priority Projects Update

Vice President for University Relations and Administration Tom Gustafson began by reminding the Board that there is a rigorous process completed before a capital project is presented to the Board, including examination of how it ties to the University’s strategic plan, and its financial feasibility. Once a project is ready for Board consideration, it is first presented to the Educational Policy and Institutional Resources Committee (EPIR) for programmatic review and approval of initial project concept. Next, the Budget, Finance and Investment Committee (BFI) reviews the project for authorization of expenditure for preliminary project planning and design, and authorization for the UVM Foundation to commence fundraising. Subsequently, the administration brings a final funding plan to BFI for review, and authorization of expenditures for program completion, schematic design, and detailed cost estimating. The final step is when the administration presents project design completion estimates to BFI for approval and authorization of expenditures for completion of final project design, construction documents, and the like. Updated fundraising progress will be reported, with expectation that at least 60% of non-debt funding has been committed. Approval is conditional on having all non-debt funding committed, inclusive of any internal loans from the capital pre-funding account. Vice President Gustafson stated that the STEM project, to date, has been considered by the Board eight different times.

Director of Capital Planning and Management Robert Vaughan went over the current capital projects schedule. He clarified that the UVM Medical Center Inpatient Building is not a UVM project, but that it is included on the schedule because it influences University project timelines. The STEM Complex is scheduled to be completed in the following three phases: Phase I – Discovery Building, scheduled completion by May 2017; Phase 2 – Innovation, scheduled completion by May 2019; and Phase 3 – Votey, scheduled completion by August 2019. The First-Year Housing and Dining Facility is scheduled for completion by August 2017 and the Chiller Plant Expansion is scheduled for May 2017.

Director Vaughan next described how the four current areas of construction border each other and how traffic in the construction area will be managed through April 30, 2017. He advised the Board that a weekly logistics meeting is held with representatives for each project, including the UVM Medical Center. He also noted that the traffic area around Votey Hall will be closed during the summer.

Director Vaughan next showed slides that highlighted visually the construction progress of Phase I of the STEM Complex and the First-Year Housing and Dining Facility. He concluded by stating that all projects are currently on schedule.

Chair Daigle asked how closing the area around Votey Hall will affect students this summer. Director Vaughan re-posted the slide highlighting construction traffic around the area and how emergency vehicle traffic will flow.
Annual Deferred Maintenance Report

Vice President Gustafson and Director Vaughan were joined by Jon King, Associate Director of Member Services at Sightlines, Inc., to present the annual Deferred Maintenance (DM) Report.

Vice President Gustafson began by stating that the campus has to be maintained to attract students. He indicated that the University’s current DM situation is substantial, with a backlog of $351 million, projected to grow to $376 million by FY 2018. He invited Mr. King to present a DM report compiled by Sightlines.

Mr. King explained that Sightlines is an international company that works with colleges, universities, consortiums and state systems. He next described the peer institutions, that is, those with similar campus demographics, which were used to create comparative data for the report. Mr. King identified the following two measurements: annual stewardship, which represents the “keep-up costs”; and asset reinvestment, which represents the “catch-up costs”. Mr. King stated that every $1 of keep-up equals $2-3 in catch-up costs.

Mr. King next described the University’s buildings age in context. He noted that half of the gross square footage (GSF) of all of UVM’s buildings were built in the post-war construction age when construction was lower-quality and thus whose buildings currently need more repairs and renovations. He also said that almost half of the University’s buildings were built in the pre-war era. Buildings in the pre-war era are durable, but many of them are becoming functionally obsolete. UVM has 8% of its GSF built in the modern era, which have a short life cycle. Approximately 14% of UVM’s GSF are buildings that are less than 10 years old and are complex spaces that are higher-quality, but are more expensive to maintain and repair. These newer buildings currently require little work and are lower risk at this time.

Mr. King next discussed UVM’s capital investment, noting that, since 2010, spending in this area has decreased annually while the DM level has grown. He underscored that UVM’s DM backlog is $351 million, which averages to an asset reinvestment need of $64 per square foot (sq. ft.). He elaborated by stating that some of the high-need core areas have asset reinvestment need averages of more than $100 per sq. ft.; however, from FY 2016 to FY 2020, UVM plans to replace or renovate half of the highest-need core buildings. Mr. King noted that our peers average an asset reinvestment need of $90 per sq. ft.

Looking forward, Mr. King stated that if the University follows its current plans, UVM’s DM backlog will grow 30% over the next five years. This planned scope of work includes the demolition of Chittenden, Buckham, Wills and Cook, and the renovation of Votey Hall, plus a growth of annual DM funding to $10 million.

Mr. King next presented four strategies to addressing DM. They include the keep-up strategy, where mission-critical spaces are maintained and building reserves continue to be funded; the catch-up strategy of identifying major, mission-critical buildings with highest needs and plans for large-scale renovations; the transitional strategy, which identifies areas to consolidate or demolish space and invest only as necessary until future needs for space is determined; and the small-building strategy, where smaller houses are maintained and the administration works with the
community to define their future. Mr. King stated that there is not a strategy that fits all needs and that UVM needs to customize its plan. He concluded the presentation with a description of general options to address deferred maintenance.

Chair Daigle asked what proportion of our GSF have reserves. Vice President Cate replied approximately 25% of the total sq. ft.

Chair Daigle asked what type of strategies are used for building reserves for new buildings. Mr. King cited the University of Massachusetts, which segments funds of 1.5% per year of the building’s replacement value.

Trustee Curt McCormack observed that, in many previous buildings, construction was shortsighted in terms of not predicting DM costs. He asked how we are approaching new construction differently. Director Vaughan and Vice President Cate explained that the University’s philosophy has changed, so that we are currently focusing on new construction that is meant to last, energy recovery, and building reserves.

Trustee Rob Brennan asked why the University does not borrow funds. Vice President Cate replied that it is a balancing act to look at debt capacity and the ability to borrow.

Trustee Frank Cioffi provided historical context by stating that the Board has been aggressive in considering DM going back to the early 2000s. He acknowledged that the private sector would undoubtedly handle the DM issue differently, but observed that it is a delicate act when it comes to higher education.

Vice President Cate added that, about four years ago, he shared a plan to increase the operating budget incrementally to a point at which there would be $20 million available for DM per year. Although the University has not reached that figure, he stated that he still plans to get to that point.

Trustee Wilson recalled that DM is listed as the largest risk on the risk-opportunity heat map created by Chief Risk Officer Al Turgeon. He opined that the most responsible choice that the University can make is to address the DM backlog now. He added that serious discussion needs to happen about alternatives and be reported to the Board.

Chair Daigle commented that he feels Trustee Wilson’s characterization of UVM’s DM is too strong and that it is impractical to eliminate the $351 million DM backlog, although he agrees that it needs to be managed carefully.

Trustee Bill Botzow asked how, if DM were in a good place, it would affect our success and graduation rates. Chair Daigle replied that there are many factors and choices to balance.

**Factors Affecting Higher Education Costs – Compliance Impact**

Vice President for Finance Richard Cate credited Director of Operational Excellence Emily Stebbins-Wheelock for her work in preparing the study upon which the presentation was based.
As context for the presentation, he explained that if one compares the relative cost of regulation to that of the University’s other major expense categories, regulation would be the fourth-largest category, representing 11% of UVM’s total FY 2015 operating budget of $626 million. Vice President Cate stated that regulation costs are expected to continue to rise, using the new executive order changing the salary threshold for non-exempt status and overtime eligibility as an example of new regulation that will increase costs for UVM.

Director Stebbins-Wheelock continued the presentation by noting that President Sullivan charged the Division of Finance with estimating the cost to UVM of federal and state regulatory compliance for FY 2015, using the FY 2014 Vanderbilt University study of federal regulatory compliance costs as a guide. She noted that Vanderbilt’s study did not include the costs of state regulation. She also noted that UVM’s study included all of UVM, including the College of Medicine, but did not include the UVM Medical Center.

Director Stebbins-Wheelock next described the types of costs considered, including labor, non-labor operating expenses, and cost of facilities. The study did not include expenses for which the University was reimbursed.

She then identified the principles used to determine if an activity is required to comply with regulations:

- The institution would otherwise have been ineligible for a federal or state program if it had not performed the activity;
- The institution would have stopped receiving a federal or state benefit if it had not performed the activity;
- The institution would have risked violation or penalties under federal or state law if it had not performed the activity; or
- The institution performed the activity to determine whether any of the above items applied.

Director Stebbins-Wheelock noted that her team did not try to distinguish what costs or activities UVM would have incurred or undertaken voluntarily, even in the absence of regulations, as compared with what the law requires UVM to do.

Moving on, Director Stebbins-Wheelock reported that the estimated costs related to regulation for FY 2015 totaled $66,157,000. The federal portion accounted $63.8 million, 96% of the total. The largest component of federal cost is research (44%), which was to be expected because the federal government funds much of UVM’s research. The state portion was $2.3 million, 4% of the total. Costs associated with state regulations stemming from federal regulations are included in the federal cost totals, not the state totals. Laws and regulations driving state costs include items such as operating expenses related to permitting fees and storm water fees; human resources-related compliance, taxes, and reporting; and state requirements affecting degrees and programs offered by the College of Education and Social Services.
Director Stebbins-Wheelock concluded by commenting that, while the administration believes the estimates are realistic, they are only best estimates, and that it would take a complex cost accounting system and an extraordinary amount of human effort to know the true cost.

Trustee McCormack asked how many of these costs the University would have if regulations did not exist. Vice President Cate replied that they did not evaluate that scenario.

Trustee Rob Brennan commented that the amount of regulation costs incurred by UVM is staggering. President Sullivan replied that the costs will only increase.

Trustee Bill Botzow asked what percent of regulatory fees are those that the University pays externally to be regulated as opposed to costs that are in-house. Vice President Cate replied that the vast majority of cost is related to our in-house operations required to comply.

Trustee Lumbra asked how the University can address the increasing costs of regulation, acknowledging that it is a higher education-wide issue. President Sullivan replied that federal regulation costs the higher education industry $27 billion a year. Trustee Cioffi said that, on federal side, Senator Leahy could be a helpful resource and, in terms of the State, perhaps the University could work with the Ways and Means Committee.

Trustee Ed Pagano acknowledged that discussion of this topic is helpful. He encouraged the University to seek political avenues to address areas where regulation might not be useful.

Vice President for Research Richard Galbraith stated that the majority of research-related regulation costs occur in the form of personnel required to provide the examination and compliance of protocols and regulations for research involving human and animal subjects and biosafety issues.

Trustee Anne O’Brien asked if there is a way to differentiate between regulations we would self-impose versus what we would not do if regulations did not exist. Vice President Cate said that such an exercise would be extremely difficult as there would be many differences of opinion of what the University would or would not do without regulations.

Chair Daigle asked if the regulatory costs that the University incurs could be reflected by some means in the bills students receive. President Sullivan replied that it would be difficult to do per student because the cost per student would differ depending on their area of study. President Sullivan added that some higher education institutions do charge differential tuition based on the student’s program of study.

Trustee Kesha Ram acknowledged that many entities are increasingly finding regulation a burden at the local level and asked if it was a factor for the University. Vice President Cate replied that his team did not investigate the issue at the local level.

Trustee Carolyn Dwyer affirmed that, in order to seek change at a federal level, it is essential to approach officials by citing specific information.
Vice President Cate clarified that all information cited from Vanderbilt’s study was derived from publicly available information and that we did not have access to all specific details used in the Vanderbilt study.

Executive Session

At 4:42 p.m., Chair Daigle entertained a motion to enter into executive session to consider the evaluation of a public officer. He noted that action was anticipated following and that the session was anticipated to last approximately thirty minutes. President Sullivan and all non-Trustees were excused from the meeting.

The meeting re-opened to the public at 5:20 p.m.

Other Business

The following resolution was presented for approval with opportunity for discussion:

Resolution Regarding Presidential Evaluation and FY 2017 Compensation

WHEREAS, on this date the annual review subcommittee (“the subcommittee”) has reported on the status of its work to this Board;

BE IT RESOLVED, that the Board of Trustees hereby authorizes the Board Chair to finalize the President’s annual performance evaluation and compensation for FY 2017 following such additional consultation with the subcommittee as he deems necessary or desirable; and

BE IT FURTHER RESOLVED, that the Board Chair shall report his final actions to the Board in due course.


There being no further business, the meeting was adjourned at 5:21 p.m.

Respectfully submitted,

David A. Daigle, Chair
Welcome everyone to a beautiful weekend of celebration at The University of Vermont.

This is my first report as chair of this board. I would like to thank my fellow trustees for their ongoing support and trust. I would also like to thank our former board chair, Deb McAneny, for her dedication and service to this board and University, and, more personally, for her ongoing mentoring and counsel.

I am a native Vermonter, and a graduate of the class of 1989. I was born on the hill at what we now proudly call the University of Vermont Medical Center. As an infant, I was treated at the medical center for spinal meningitis, and spent nearly a week in the intensive care unit, so I have always felt a debt of gratitude to the professionals who have made the medical center such an outstanding institution.

Even as chair of this board, my role is but one small part of a collective effort that produces the accomplishments that we celebrate all year, but especially this weekend. The administration, the staff, and especially the faculty of this University play a profound role in shaping the lives of the students who pass through this campus. As we celebrate the current graduating class’ achievements, let us not lose sight of our longer term obligations to future generations of students, and the associated challenges.

The world is changing at a very rapid pace, and higher education is certainly not immune to the forces of evolution and competition. There is no shortage of editorials questioning the future of higher education, the value proposition of higher education, or the funding of higher education. One professor recently labelled this “the discourse of doom”.

I am no fan of the discourse of doom. I believe this institution has the capacity to not only survive, but to thrive. What happens here, what has always happened here, the education of young women and men so they can lead purposeful and meaningful lives, is too valuable to surrender to the forces of evolution. But make no mistake, we must adapt and evolve. I can think of no more powerful antidote to the threats facing higher education than the passionate pursuit of excellence. I want to briefly highlight two recent evolutionary changes at UVM that are intended to facilitate the pursuit of excellence and prepare us for future challenges: IBB and the UVM Foundation.

A few years ago Dr. Robert Low graciously and ably stepped in to serve as our interim provost. During his tenure, he was quoted in a press article as follows:

“Deans are in a much better position to understand their academic units than I ever could be. You have to provide the deans the authority and responsibility to manage their ship.”
Could the case for IBB have been made any more succinctly? The discussions that began nearly four years ago regarding the University’s budget model culminated in the recent implementation of IBB. As we conclude our first full academic year with the new model, it is evident that the transition was an absolute success. I want to congratulate Provost Rosowsky, all of the members of the IBB Steering Committee, and everyone who played a role in the implementation – well done.

As Provost Rosowsky has stated, at its root IBB is about promoting academic excellence. The decisions about how to allocate scarce resources are never easy, but if we are to collectively be serious about advancing academic quality, IBB is a powerful tool that will allow us to focus investments in the most strategic areas. IBB is not simply a different way of accounting for what we do; its power lies in changing how we invest our scarce resources to improve the quality of our programs for the benefit of our students. Our board is confident that IBB puts us on the right path.

Five years ago the University of Vermont Foundation was established, with the objective of increasing philanthropic support to advance the academic mission of UVM. Under the guidance of Eugene Kalkin, John Hilton, and the rest of the Foundation board, the results have been amazing. We are most fortunate to have Rich Bundy at the helm; he has built an outstanding institution that has the capacity to truly transform the University in coming years. Rich will share more details in a moment, but recent gifts to the University from just two families, the Larners and the Grossmans, total approximately $50 million. These gifts will be transformational for two of our colleges, and I want to personally thank both families for their commitment to the advancement of academic quality at UVM.

Donors give when they believe in an institution and its ability to make a difference in the world, when they believe in the mission and leadership. In President Sullivan and Provost Rosowsky, we are incredibly fortunate to have two passionate, dedicated, and effective leaders to present to our prospective donors. From the two of them to all of our deans and all of our faculty, success in fundraising is really about donors believing in you. The more committed we are as an institution to the pursuit of academic excellence, the more we will find donors who are inspired to help us move mountains. Funding from tuition and a state appropriation that is persistently declining in real terms will never cover the costs of what we hope to achieve. Over time, the UVM Foundation will play an increasingly important role in funding our aspirations and protecting us from evolutionary threats.

One more point on the Foundation. We have an endowment that will hopefully soon reach the half billion-dollar mark. As you know, these are funds that have been donated to the University over generations, along with accumulated investment gains. I believe that this board has, over many years, provided effective stewardship of these funds, as evidenced by solid relative returns as compared to peer endowments. It is essential that we continue this effective stewardship if we are to secure and maintain the trust of donors.
Let me finish with a very warm welcome to our three newest trustees, for whom this is their first official full board meeting. Their bios are on the trustee website, so I will not review their backgrounds, but we are thrilled to be joined by Soraiya Thura, Briar Alpert, and David Aronoff.

Enjoy the weekend, as we celebrate our 215th commencement. Thank all of you for everything you do for the University of Vermont.

This concludes my chair’s report.
**Multipurpose Events Center Work Group Charge**

The Multipurpose Event Center Trustee Work Group will be informed about, and have opportunities to discuss, options, terms and conditions related to emerging scenarios for a Multipurpose Events Center, as proposed by the cities of Burlington and/or South Burlington. Work Group members will be asked to share with the full Board pertinent issues, such as financing, facility scope and design, location, economic impact, advantages and disadvantages of the proposal(s), and projected timetables, in preparation for consideration of, and action on, the proposals.

Vice President for University Relations and Administration Thomas Gustafson will serve as Liaison to the Work Group and assist Work Group leader Ed Pagano is convening appropriate meetings.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE
BOARD OF TRUSTEES

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 officer’s 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 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. The establishment and dissolution of University-affiliated corporations and foundations, and material revisions to those affiliation agreements;

1. For the purpose of Board review and approval housekeeping edits have been eliminated and notes added that refer back to the original resolution. A copy of the original resolution tracking all changes made will be retained for record keeping purposes.
NOTE: #4 previously part of #3

(3)(4) University membership in other corporate entities (but not institutional memberships in professional associations);

(4)(5) The appointment of University Trustees to the boards of other corporate entities or public bodies in their capacity as University Trustees;

(5)(6) The appointment and employment of the President, election of the other officers of the Board and the University in accordance with the University Bylaws;

NOTE: #7 previously part of #6

(6)(7) and authorization of Employment severance payments in excess of the standard amount University policy specifies for officials who report to the President;

(7)(8) The creation, or elimination or substantial revisions of, an academic unit, curriculum, research or service endeavor; as defined in Faculty Senate protocols

NOTE: #9 previously part of #8

(8)(9) The establishment of faculty medical or other clinical practice plans;

(9)(10) Matters the Faculty Senate may appeal to the Board under the Senate Constitution and Bylaws;

(10)(11) The naming of, and name removal from, of academic units, buildings and academic programs;

12) Through its the Investment Subcommittee of the Budget, Finance and Investment Committee (“Investment Subcommittee”), the 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;

NOTE: #13 & 14 previously part of #12

(13) The endowment spending rate, and the endowment management fee;

(14) Declaration of financial exigency, and the dissolution, merger or the sale or pledge or transfer of all or substantially all of the University’s assets;

(15) The General Fund budget, institutional annual budget and
NOTE: #16 previously part of #15
(16) Acceptance of the annual audited financial statements;

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

(18) The purchase, sale, exchange, or transfer (“transfer”) of complete or partial UVM interests in real property, regardless of location, at a value greater than $1,000,000, provided that the administration shall report at least once annually on transfer of such interests at a value greater than $500,000 and less than or equal to $1,000,000;

NOTE: #19-22 previously part of #18
(19) Authorization of University acceptance of compensation in eminent domain proceedings;

(20) The lease or sublease of property with annual or aggregate rental value that equals or exceeds $500,000, and renewals thereof;

(21) The pursuit or acceptance of historic preservation designation for University property;

(22) and adoption of, and material revisions to, a The Campus Master Plan, and material revisions thereto;

(23) Payments in lieu of taxes to a government entity or payment of fees for municipal services rendered by or through a government entity and, in either instance, voluntarily;

(24) Issuance of bonds;

NOTE: #25 previously part of #24
(25) and approval of the institutional debt policy;

(26) The procurement of loans, lines or credit, or other financing, and performance as surety, in amounts or at a value that equals or exceeds greater than $1,000,000 or entry into any financial derivative contract with a notional value greater than $1,000,000;

(27) contracts for facilities construction or renovation and the purchase or sale of goods, equipment or services The program design of a capital project and authorization to proceed with a capital project at an aggregate cost of greater than $12,000,000, at a specified not-to-exceed cost, including 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 administration** shall **report on** capital projects with an aggregate cost of greater than $1,000,000 and less than or equal to $2,000,000 as plans are developed and before the projects are initiated; the Board shall approve all contracts for consulting services whose aggregate value equals or exceeds $250,000, and the Board shall also authorize, through its Investment Subcommittee, the selection and retention of all investment advisors regardless of contract cost;

**NOTE: #28-29 previously part of #27**

(21)(28) **approve all** A **contract with a vendor for purchase of goods or equipment or the procurement of services, at an aggregate cost of greater than $1,000,000, when such costs were not authorized previously through the customary capital projects approval process:**

(22)(29) **A contract with a vendor for professional services at an aggregate cost of greater than $250,000 when such costs were not authorized previously through the customary capital projects approval process, and if the type of contact is not otherwise addressed in this resolution:**

**NOTE: 30 is a NEW reserved right**

(23)(30) **Revenue-generating contracts for services provided, or goods or equipment generated, by a unit or program of the University at a cost to the contractee of more than $1,000,000 over the term of contract:**

(31) **The selection and retention of independent audit firm to conduct the annual audit of financial statements and/or compliance audits, regardless of contract cost:**

**NOTE: #32 previously part of #31**

(24)(32) **Contracts at an aggregate cost of $10,000 or more for non-audit consulting services with the audit firm that is conducting the annual audit of financial statements at an aggregate cost greater than $10,000:**

(25)(33) **The material terms of collective bargaining agreements and, within the context of approval of the annual budget preparation and approval, the annual salary pool for non-union-represented employees:**

(34) **The settlement of legal claims and/or lawsuits at a cost that equals or exceeds greater than $250,000, regardless of insurance coverage:**
NOTE: #35 previously part of #34

(26)(35) Authorization to file and/or settle lawsuits in which the Board, or a Trustee or an University Officer of the University is a named party (and, in the latter two instances, ex officio), or a Board-approved policy is in dispute;

(36) A contract or lease whose aggregate term, including potential or proposed renewals, does or may exceed five (5) years, regardless of contract value or amount, but provided that Board approval is not required for extensions of existing contracts or leases for up to one year if the contract or lease term would not have otherwise required Board approval, licenses and option agreements, confidentiality agreements, materials transfer agreements, or other similar agreement that are developed arrangements administered by the University’s Office of Technology Commercialization program and that typically run for the life of the intellectual property value (usually the term of the patent).

NOTE: #37 was reordered (former #20)

(27)(37) All self-governance matters reserved to the Board in the University Bylaws, including without limitation the election of Board officers, approval of Board Committee appointments, or as otherwise required or permitted by law;

NOTE: #38-39 are reordered (former #21) and separated out

(38) Material revisions to the University Manual or to the College of Medicine Faculty Handbook; revisions to University Bylaws; matters required by law, Bylaws, and/or contract; revisions to the University Manual and institutional policies 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

(28)(39) Institutional policies, including material revisions thereto, 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, authority that is wishes to retain or resume in the exercise of its fiduciary duties and its sole discretion;

NOTE: #40 was re-ordered and is now #36

(29)(40) Contracts or leases whose aggregate term does or may exceed five years, regardless of contract value or amount; but Board approval is not required for extensions of existing contracts or leases for up to one year if the contract or lease term would not have otherwise required Board approval, licenses and option agreements, confidentiality agreements, materials transfer agreements, or other similar agreement that are developed by the University’s Office of Technology Commercialization program
and that typically run for the life of the intellectual property value (usually the term of the patent).

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

BE IT FINALLY RESOLVED, that this resolution shall supersede all preexisting resolutions regarding delegation and retention of Board authority, 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
Approved as revised by the Board of Trustees: March 8, 2010
Approved as revised by the Board of Trustees: February 5, 2011
Approved as revised by the Board of Trustees: March 14, 2011
Approved as revised by the Board of Trustees: May 19, 2012
Approved as revised by the Board of Trustees: November 8, 2012
Approved as revised by the Board of Trustees: March 11, 2013
Approved as revised by the Board of Trustees: September 15, 2014
Approved as revised by the Board of Trustees: March 16, 2015
Approved as revised by the Board of Trustees: