A meeting of the Educational Policy and Institutional Resources Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Friday, May 16, 2008, at 9:30 a.m. in the Silver Maple Ballroom, 401 Dudley H. Davis Center.

MEMBERS PRESENT: Chair Martha Heath, Co-Vice Chairs Claire Ayer and Jeffrey Davis, James Betts, Johanna Donovan, James Leddy, and Beth Rice

TRUSTEES ABSENT: Jeanette White

REPRESENTATIVES PRESENT: Faculty Representatives Judy Cohen, Cindy Forehand, and Dan Archdeacon; Staff Representatives Shari Langlois and Amanda McIntire; Student Representatives James Candon for Christopher Shackett and Steele Taylor for Josh Miller; Alumni Representatives Janet Terp and Larry Williams.

PERSONS ALSO PARTICIPATING: Leah Burke, Francine Bazluke, John Hughes, Dale Jaffe, Jane Knodell, and Christopher Lucier.

Chair Martha Heath called the meeting to order at 10:05 a.m.

Approval of Minutes

A motion was made, seconded and voted to approve the minutes of the February 22, 2008 meeting.

Committee Report Assignments

Chair Martha Heath assigned agenda items to each Committee member, giving those individuals the responsibility of reporting back to the entire Board of Trustees the outcome of their agenda item. Those assignments were as follows: Approval of University Policies – Beth Rice, Provost Report – Johanna Donovan, Curricular Affairs Committee Report – Martha Heath, Action items – Martha Heath, University Strategic Planning – James Leddy, Capital Projects Programmatic Review – Jeffrey Davis, Vermont Student Demographics and Admissions – Claire Ayer, Fall Enrollment Report – James Betts.

Approval of University Policies

Leah Burke, Professor of Pediatrics and Medicine at the College of Medicine, and Francine Bazluke, Vice President for Legal Affairs and General Counsel, summarized the charge from former Provost John Bramley for changes in the Faculty Handbook, which will now be known as the University Manual, to reflect institutional developments over time. The Committee was
informed that the changes were editorial in nature with the exception of the two changes before the Board for action today. The first change addressed the issues concerning appointments and terminations of senior officers of the administration. The second change focused on for-cause terminations of non-unionized faculty.

**Resolution regarding University Manual and Non-Unionized Faculty Handbook**

RESOLVED, that the Committee acknowledges receipt of the administration report of this date regarding retirement of the *Officers' Handbook* and impending approval by the University President of a University Manual as well as, subject to the favorable review of the Faculty Senate, presidential approval of a Non-Unionized Faculty Handbook; and

BE IT FURTHER RESOLVED, that the Committee specifically acknowledges the new University Manual provisions relating to appointment, performance review, and termination of University officers, Vice Presidents, and other Officers of Administration, as more specifically described and identified in the administration report, and hereby expressly authorizes the President to approve these provisions, subject to the reserved rights of the Board as to the appointment of University officers; and

BE IT FINALLY RESOLVED, that the Committee specifically acknowledges the new Non-Unionized Faculty Handbook provisions regarding for-cause termination of faculty and, again subject to the favorable review of the Faculty Senate, expressly authorizes the President to approve these provisions, and accordingly hereby revises its Resolution Regarding Delegation and Retention of Board Authority:

**Resolution Regarding Delegation and Retention of Board Authority**

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

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

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

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

1. statements of institutional mission, principles and values;

2. the institutional strategic plan and associated goals, and related strategic financial plans and goals, and all material revisions thereto;

3. establishment and dissolution of University-affiliated corporations and foundations, and University membership in other corporate entities (but not institutional memberships in professional associations);

4. appointment of University trustees to the boards of other corporate entities or public bodies in their capacity as University trustees;

5. appointment and employment of the President, and appointment of other officers of the University in accordance with the University Bylaws;

6. creation or elimination of, and material changes in, academic programs and departments; establishment of, and appointments to, endowed professorships; with periodic reports from the administration to the Board of appointments made thereto; and approval of the faculty medical practice plan;

7. award of academic and honorary degrees;

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

9. naming of buildings, academic programs and departments;

10. termination of tenured faculty for cause;

11. through its Investment Committee, investment and reinvestment decisions as to all restricted and unrestricted funds; and selection, retention and termination of investment advisors and managers; provided that, the Board must itself approve the endowment spending rate, institutional debt policy, declaration of financial exigency, and dissolution, merger or the sale or pledge or transfer of all or substantially all of the University’s assets;

12. the institutional annual budget, State appropriation and capital requests, and the annual audited financial statement;

13. tuition, room and board rates, and student fees;
(13) purchase, sale, exchange, or transfer of complete or partial interests in real property, regardless of location, at a value that equals or exceeds $500,000; authorization of acceptance of compensation in eminent domain proceedings; the lease or sublease of property with annual or aggregate rental value that equals or exceeds $500,000, and renewals thereof; the pursuit or acceptance of historic preservation designation for University property; and adoption of, and material revisions to, a Campus Master Plan; (14) authorization to make payments in lieu of taxes;

(15) issuance of bonds;

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

(17) negotiation and execution of contracts for facilities construction or renovation, and purchase or sale of goods, equipment or services, and all other contracts whose value equals or exceeds $1,000,000, provided that the Board shall approve all contracts for consulting services whose value equals or exceeds $250,000, and shall also authorize, through its Investment Committee, the selection and retention of all investment advisors regardless of contract cost;

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

(19) authorization to settle lawsuits whose value equals or exceeds $500,000; and authorization to file and/or settle lawsuits in which the Board is a named party or a Board-approved policy is in dispute;

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

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

AND BE IT FURTHER RESOLVED that, notwithstanding such delegations, through the President or his designees, the administration shall report periodically on matters of institutional management and operations, as the Board may direct and/or as may be appropriate and desirable, including without limitation periodic reporting on gifts and grants; and subject to the terms of (17) and (18) above respectively, retentions of consultants and independent audit firms for
consulting services whose value equals or exceeds $100,000; and, subject to the terms of (2019) above, settlement of lawsuits whose value equals or exceeds $250,000; and

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

Adopted by the Board of Trustees: September 11, 2004
Approved as revised by the Executive Committee: March 14, 2005
Approved as revised by the Board of Trustees: May 19, 2007

A motion was made, seconded and voted to approve the resolutions for recommendation to the full Board.

Provost’s Report

Provost John Hughes reported that this year’s dinner honoring promoted and tenured faculty prompted him to highlight two recently promoted exemplary faculty members as representative of the quality of the University’s faculty. Patricia Julien, professor of Music and Sean Field, professor of History, were recognized for their academic excellence and contributions to the University of Vermont.

Provost Hughes presented statistics to the Committee on the state of higher education across the United States. There have been drastic budget cuts in educational institutions in over half of the fifty states; for example, in California, budget cuts were $1 billion to three college systems, and in the state of Rhode Island, $3.7 million was cut this year and $17.8 million will be cut next year. In contrast, the University of Vermont has received a 2.5 percent increase from the State of Vermont which allows a distinct advantage for UVM. He stressed that the University must “seize the moment” and enhance programmatic value and the student experience through investment in academic quality. News of the University’s increasing value needs to be effectively communicated. In addition, the University also needs to reduce spending in areas that are less important to educational quality and student priorities along with intensifying cost reduction and cost avoidance efforts.

Report by the Faculty Senate Curricular Affairs Committee Chair

Curricular Affairs Committee Chair Cynthia Forehand highlighted the status of two new programs: the Masters of Accountancy Program in the School of Business Administration, and the Matrix Center, now renamed the “Transportation Research Center,” a federally funded, interdisciplinary program.
Action Items

Chair Heath presented the following resolutions for approval:

Resolution Amending Honorary Degree Work Group Composition

WHEREAS, the Board of Trustees established the Joint Committee on Honorary Degrees on December 4, 1976, and revised the makeup of the Committee on October 14, 2000; and

WHEREAS, in light of the Board’s reorganization of its Committees, the Joint Committee on Honorary Degrees has been retired as a freestanding committee; and

WHEREAS, the Committee on Educational Policy and Institutional Resources now has responsibility for recommending Honorary Degree award recipients; and

WHEREAS, the Board, and its Committee on Educational Policy and Institutional Resources, conclude that the makeup, role, and function of the former Joint Committee on Honorary Degrees are important to retain within the new Committee structure;

THEREFORE, BE IT RESOLVED that:
The Committee on Educational Policy and Institutional Resources (“the Committee”) shall establish an Honorary Degrees work group, to which the following appointments shall be made by the Committee Chair following appropriate consultation:

A member of the Committee, who will serve as the work group leader

- Two additional members of the Committee, one of whom will be a student trustee
- The University President, ex officio
- The President of the Faculty Senate, ex officio
- The President of the Student Government Association, ex officio
- The President of the Graduate Student Senate, ex officio
- The President of the Senior Class Council, ex officio
- Two additional members of the faculty, to be designated by the Faculty Senate President
- An Alumni Relations representative, to be designated by the Vice President for Development and Alumni Relations
- One administrative officer or staff employee, to be designated by the University President; and

BE IT ALSO RESOLVED, that the Honorary Degrees work group annually shall develop recommendations to the Committee regarding candidates for Honorary Degrees; and the Committee shall convey those recommendations to the full Board of Trustees no later than November of each year; and

BE IT FINALLY RESOLVED, that Honorary Degree candidates shall be reviewed under the selection criteria recommended by the outgoing Joint Committee on Honorary Degrees, as attached hereto, and the Committee shall periodically review the criteria and recommend to the Board any changes the Committee may deem necessary or desirable.
Resolution Approving a Name Change of the M.S. and Ph.D. in Botany

RESOLVED, that the Board of Trustees approves changing the name of the M.S. and Ph.D. in Botany to the M.S. and Ph.D. in Plant Biology, as approved by the Provost on May 5, 2008, and by the President on May 5, 2008.

Approval of Contract with Priority One Services, Inc. for Laboratory Animal Care Staffing

RESOLVED, that the Board hereby approves the engagement of Priority One Services, Inc. of Alexandria, Virginia, to provide contract staffing for the University’s laboratory animal facilities for a three-year period beginning June 1, 2008, at a base annual cost for the first year of $784,593.

A motion was made, seconded and voted to approve the resolutions for recommendation to the full Board.

University Strategic Planning Update

Special Assistant to the Provost Dale Jaffe updated the Committee on the progress being made to review and revise the University Strategic Plan presented at the November and February Board meetings. Since February, the University Planning Council has completed a draft, which has been disseminated to the campus community for comment. The Faculty Senate approved the revised plan at its May 15th meeting. Dr. Jaffe highlighted important features of this draft, which has evolved from seven strategic goals to five with greater definition and focus. The next phase will include forming five working groups, one for each of the strategic goals. The Board will be asked to approve the Strategic Plan at its September meeting.

Capital Projects Programmatic Review

Special Assistant to the Provost Jane Knodell, reported that the Capital Projects Programmatic Review Committee has reviewed the program, scope, and preliminary estimate of $17,000,000 for the proposed Billings Hall Renovation and found it to be an institutional priority, consistent with the Strategic Capital Plan and worthy of further review. Dr. Knodell informed the Committee that the main purpose of the renovation is to return Billings to its historic role of being a center of learning and research. The restoration of Billings will be an important asset in achieving UVM’s goals of recruiting outstanding students. Randolph Meiklejohn, Principal with Schwartz/Silver Architects, gave a thorough explanation of what presently exists in Billings and changes in programming and the proposed structure and deferred maintenance that will be done during the project.

The following resolution was put before the Committee to endorse:
**Billings Hall Renovation**

WHEREAS, the Board’s Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of $17,000,000 for the proposed Billings Hall Renovation and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at a future meeting.

A motion was made, seconded and voted to approve the resolutions for recommendation to the full Board.

**Vermont Student Demographics and Admissions: Past Present and Future**

Vice President for Enrollment Management Christopher Lucier presented information concerning the enrollment of Vermont students. His presentation included: data and discussion about past Vermont enrollment trends, particularly the past seven years; projections for this year’s class; and future challenges driven by the sharp reduction in the number of high school graduates in Vermont. He reported that the number of in-state applications has increased from 1,486 in 2001 to 2,100 in 2008, an increase of 41%. He added that the quality of admitted Vermont students has increased dramatically. The University’s challenge will be maintaining the present level of enrollment of Vermont students in the context of the declining high school population in Vermont. Vice President Lucier also discussed the cost of attendance for Vermont students, and financial aid and scholarship programs.

**Fall 2009 Enrollment Report**

Vice President for Enrollment Management Christopher Lucier presented statistical information and reported that it has been a team effort to surpass a projected target of 2,400 admitted students for the fall semester and estimates a final number of 2,410. Currently, the admissions office has received admissions deposits for 2,643 students.

**Agenda Items for Future Meetings**

Chair Martha Heath proposed a full discussion on Financial Aid and Vermont students, and asked committee members to contact her with future agenda items.

**Adjournment**

There being no further business, the meeting was adjourned at 12:40 pm.

Respectfully submitted,

Martha Heath, Chair