EXECUTIVE COMMITTEE
BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

A meeting of the Executive Committee of the Board of Trustees of the University of Vermont and State Agricultural College was held on Monday, December 12, 2016, starting at 1:00 p.m., in 427A Waterman Building.

MEMBERS PRESENT: Chair David Daigle*, Vice Chair Ron Lumbra*, Secretary Joan Lenes, President Thomas Sullivan, Bill Botzow*, Frank Cioffi, Bernie Juskiewicz*, and Don McCree*

MEMBERS ABSENT: None

OTHER TRUSTEES PRESENT: Cynthia Barnhart*, David Brandt, Carolyn Dwyer*, Donna Sweeney*, Soraiya Thura, and Jeff Wilson*

REPRESENTATIVES PRESENT: Foundation Representative Chief Executive Officer (CEO) & President of the UVM Foundation Richard Bundy, Faculty Representative Cathy Paris, and Staff Council Representative Karmen Swim

REPRESENTATIVES ABSENT: Graduate Student Senate Representative Devin Champagne and Student Government Association Representative Jason Maulucci

PERSONS ALSO PARTICIPATING: Provost & Senior Vice President David Rosowsky, Vice President for Finance and Treasurer Richard Cate, Vice President for Legal Affairs & General Counsel Francine Bazluke, Vice President for University Relations & Administration Thomas Gustafson, Trustee Coordinator Corinne Thompson, Vice President for Executive Operations Gary Derr, and Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen

*via conference call.

Chair David Daigle called the meeting to order at 1:04 p.m.

Opening Remarks

Chair Daigle offered brief remarks and began by reflecting on 2016. He stated that it has been a successful year for the University, and highlighted the impressive profile of this year’s class, and the incredible achievements of the UVM Foundation, amongst other noteworthy accomplishments. He thanked all involved in the UVM community and wished everyone happy holidays.

President’s Remarks

President Sullivan began by stating that the last day of classes for Fall semester was December 9th and that students are now preparing for the December 12th – 16th exam period, before heading home for the holidays. He noted that the University will be closed from December 23rd through
January 2nd. President Sullivan next reported on the Catamount Commitment, a program that was announced broadly last week. He explained that the program guarantees that all Vermonters receiving federal Pell grants will pay no tuition and no comprehensive fee to attend the University, beginning with the class entering UVM in the fall of 2017. The program will also provide a range of support services for Pell-eligible Vermont students, many of whom are first-generation college students, services which are designed to help them succeed at the University.

President Sullivan concluded his report by describing the status of regulations issued by the U.S. Department of Labor, which modified the test for determining exempt status under the Fair Labor Standards Act (FLSA). He stated that, in November, a federal court entered a nationwide injunction blocking the implementation of the regulations. Because the new FSLA regulations have been enjoined, the University has suspended implementation of all FLSA-related salary and classification changes that had been scheduled to take effect December 1, until the legal status of those regulations has been resolved.

Chair Daigle commended the University for the Catamount Commitment program. President Sullivan added that each qualified student will save a value of $17,000 per year.

Approval of Minutes

Chair Daigle entertained a motion to approve the minutes from the November 14, 2016 meeting. The motion was made, seconded and it was voted to approve the minutes as presented.

Action Items

Chair Daigle explained that each resolution would be introduced with an opportunity for discussion following. Once all resolutions have been presented, he will present the consent agenda for approval, with the opportunity for resolutions to be voted on separately upon request.

Chair Daigle presented a resolution approving appointments to the ad hoc Presidential Comprehensive Review Committee. He explained that the sources of appointments are modeled after the Presidential Comprehensive Review Committee assignments in 2007. He noted that the appointments strategically include an overlap with the Annual Review Subcommittee. He added that Trustee Bill Botzow is the only Annual Review Subcommittee member that is not included in the appointments to the ad hoc Presidential Review Committee, as he is expected to retire from the Board in February 2017. Chair Daigle explained that he feels that including a student Trustee on the ad hoc Committee will enrich the review process, and he was pleased to announce that student Trustee Soraiya Thura has agreed to serve on the Committee. The comprehensive review process is expected to commence in February 2017.

The following resolution was presented for approval:

**Resolution Approving Appointments to the ad hoc Presidential Comprehensive Review Committee**

RESOLVED, that the Executive Committee approves the appointments to the ad hoc Presidential Comprehensive Review Committee set forth in Attachment A.
Committee on Board Governance Chair Frank Cioffi introduced a resolution approving revisions to the Resolution Regarding Delegation and Retention of Board Authority. He stated that, on November 11, 2016, the Committee on Board Governance reviewed proposed revisions to the Resolution Regarding Delegation and Retention of Board Authority, including housekeeping amendments and proposed language to clarify the Board’s responsibility related to revenue contracts. The latter is intended to reduce the volume of contracts going to the Board for approval by excluding revenue generating contracts at a value of less than $500,000, even if their term exceeds five years. Upon review and discussion, the Committee unanimously endorsed the proposed revisions for referral to the Executive Committee for approval.

Trustee Bill Botzow asked for further explanation the following revision:

8) The creation, elimination or substantial revisions of, an academic unit, curriculum, research or service endeavor, as defined in the University Manual;

Trustee Coordinator Corinne Thompson explained that the revision is intended to direct the reader to the document where each of the entities are defined.

The following resolution was presented for approval:

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

WHEREAS, the Board Governance Committee endorsed the revisions to the Resolution Regarding Delegation and Retention of Board Authority that the administration proposed on November 11, 2016;

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

Chair Daigle invited Vice President for Finance and Treasurer Richard Cate to introduce the remaining resolutions.

The first resolution Vice President Cate presented was a resolution awarding contracts for temporary employment services. He stated that UVM tries to minimize the use of temporary employment services, but that the use of such services is necessary on occasion. In response to a request for proposals that was issued, Human Resource Services (HRS) staff are proposing the contract be awarded to the following three vendors: Spherion, Westaff, and Adecco, Inc. Vice President Cate explained that each vendor offers varying rates, as they specialize in certain positions. He also added that, on average, the estimated total cost of temporary services is increasing 24% over the previous contract which was entered into in 2013. The increase is primarily a result of the job market having a much lower unemployment rate that had existed in 2013. He noted that the compounded rate of increase is about 7.5% over the previous contract. Vice President Cate stated that the University will continue to try to minimize the use of temporary employees and that the budget for such services is not growing by the same rate as the cost increase. Finally, he stated that the term of each contract will be from January 1, 2017,
through December 31, 2019, with the option of two additional one-year renewals with an amount not to exceed $1,250,000 combined.

Trustee Bill Botzow asked if the University tracks data relative to the use of temporary employee services. Vice President Cate explained that the data exist on a unit by unit basis, noting that use of such services varies widely depending on need.

Chair Daigle asked what the average hourly pay will be. Vice President Cate replied that the rates vary widely, depending on the position the temporary employee is covering. For example, a clerk could receive $16 per hour, and a professional could receive closer to $25 per hour.

Trustee Botzow acknowledged that the use of temporary employment services is a rising national phenomenon and added that it would be helpful for the Board to better understand how the University uses these services. Vice President Cate indicated that he will work with HRS to have data available that can be shared with the Board. He added that the University’s use of these services is not designed to avoid paying benefits. Vice President for Legal Affairs & General Counsel Francine Bazlule added that HRS has been studying the use of temporary employment services for the last two years and that it plans to institute a related University Operation Procedures in the near term.

Chair Daigle asked if the University ever goes on to hire temporary employees on a permanent basis. Vice President Cate confirmed that several temporary employees are hired as permanent University employees each year.

The following resolution was presented for approval:

**Resolution Awarding Contracts for Temporary Employment Services**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute contracts with Spherion, Westaff, and Adecco, Inc. for temporary employment services beginning January 1, 2017 through December 31, 2019, with the option of two additional one-year renewal periods with an amount not to exceed $1,250,000 for all three contracts.

Vice President Cate next introduced a resolution authorizing a lease agreement with REM Development, LLC. He explained that the University wishes to enter into a lease amendment with R.E.M. Development, LLC for 3,300 square feet of warehouse space for the Libraries Dean’s Office. The lease amendment is for a six-month term with one six-month extension option, bringing the total aggregate term to nine years. The six-month term expense associated with this lease is $19,800 and will be paid by Libraries Dean’s Office. The reason that the contract is being presented to the Board is because it exceeds the five-year threshold.

Chair Daigle observed that the Board is presented with quite a few lease-related resolutions and inquired if there is a central body charged with negotiating the leases. Vice President Cate explained that Campus Planning Services has a real estate specialist that handles these leases.

Trustee Joan Lenes asked whether students will be hindered by library materials being relocated to the storage area. Vice President Cate explained that the library has a process that determines
which documents are least needed and thus stored. He added that if any of the documents are requested by library patrons, the documents can be retrieved within a 24-hour turnaround time.

President Sullivan suggested that it would be helpful for Vice President Cate to report to the Board regarding the total amount of space that the University leases, for what purpose, and the associated cost. Vice President Cate stated that he will prepare a brief summary for the Board. Trustee Frank Cioffi added that, in the meantime, the University’s Sourcebook serves as a great resource for such information.

The following resolution was presented for approval:

**Resolution Authorizing Lease Agreement with R.E.M. Development, LLC**

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into negotiations and execute a six-month lease amendment with one six-month extension option with R.E.M. Development, LLC for 3,300 square feet of warehouse space located at 368 Avenue D, Suite 5, Williston, Vermont, subject to the material terms and conditions reported on this date. The lease agreement will begin January 1, 2017, and end June 30, 2017; and

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those people appointed to any of the positions heretofore mentioned, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

Before introduction of a resolution approving the Taft School Renovation (Phase II) Project, President Sullivan announced that the University has secured a commitment of $3 million from Marty and Michele Cohen ’72 that will be used for the project. The project will allow for the integration of all of the University’s creative art programs into one building. President Sullivan indicated that Director for Capital Planning and Management Robert Vaughan, and his team, already have detailed design plans for the project, which is ready to go forward. He also noted that modest improvements have been made to the building but, with the secured Cohen commitment, the entire project can proceed quickly. President Sullivan also pointed out that the architecture of the Taft School is very similar to Waterman Building.

Vice President Cate moved on to introduce the resolution approving the Taft School Renovation (Phase II) Project. He stated that the building was a former elementary school that the University has leased for a 99-year term. In February 2016, the Board approved Phase I of the Taft School Renovation Project. At that time, the project concept and financing plans for Phase I and Phase II were reviewed with the Educational Policy & Institutional Resources and Budget, Finance & Investment Committees. The Committee is being asked to authorize the administration to expend the $3.0 million Cohen gift to complete the Taft School Renovation Project (Phase II). Vice President Cate added that it is efficient to complete the entire project now, rather than waiting to seek approval at the February Board meeting. He further stated that the Cohen gift will be received over a three-year period and that the project will not impact the University’s liquidity.
Chair Daigle recalled that there had been litigation regarding the building, and asked if it had been resolved. President Sullivan confirmed that the University received a declaratory judgement that resolved all such issues before the Cohen gift was finalized.

Trustee David Brandt asked if there will be a repurposing of Williams Hall, where the creative arts are currently housed. President Sullivan replied that the use of Williams Hall is still under discussion. He stated that some elements of the arts programs will retain space there. Vice President for University Relations and Administration Thomas Gustafson added that with the incentive based budget model (IBB), departments do not retain more space than they can afford. Provost David Rosowsky indicated that there are discussions that Williams Hall might be a location for administrative departments.

Chair Daigle inquired regarding the timeline for completing the Taft project. President Sullivan indicated that it will be completed in approximately one year to 15 months.

Trustee Botzow recalled that Williams Hall has had challenges with ventilation in the past. He stated that, with the Taft project, it is a great opportunity to address the ventilation system issues. Vice President Gustafson replied that proper ventilation is a major component of Phase II of the Taft project.

The following resolution was presented for approval:

**Resolution Approving Taft School Renovation (Phase II) Project**

WHEREAS, the administration today reported on the estimated cost for the completion of the Taft School Renovation (Phase II) Project and presented a funding plan,

THEREFORE, BE IT RESOLVED, that the Executive Committee hereby authorizes the Vice President for Finance and Treasurer, or his designee, to expend $3,000,000 for project costs, to be expended in a manner consistent with the report made on this date; and

BE IT FURTHER RESOLVED, that the $3,000,000 of funds for such expenditures be drawn from the gift funds.

Chair Daigle offered an opportunity for final comments before seeking a motion to approve all resolutions as a consent agenda. There being no comments, a motion was made, seconded and the consent agenda was unanimously approved as presented.

**Executive Session**

At 1:34 p.m., Chair Daigle entertained a motion to enter into executive session to discuss contracts, premature general public knowledge of which would clearly place the University at a substantial disadvantage. He noted that the session would take approximately thirty (30) minutes and that action was expected following. Everyone was excused from the meeting with the exception of Trustees; Provost Rosowsky; Vice Presidents Bazluke, Cate, Gustafson, and Derr; and Chief of Staff & Senior Counsel to the President Sharon Reich Paulsen.
At 2:16 p.m., the meeting was re-opened to the public.

The following resolution was presented for approval:

**Authorizing Resolution Related to the Voluntary Payment for Services Agreement with the City of Burlington**

RESOLVED, that the Executive Committee hereby authorizes the administration to negotiate and execute a new Voluntary Payment for Services Agreement with the City of Burlington, on material terms substantially consistent with the report given on this date.

Chair Daigle offered an opportunity for final comments before seeking a motion to approve the resolution. There being none, a motion was made, seconded and the resolution was unanimously approved as presented.

**Adjournment**

There being no further business, the meeting was adjourned at 2:17 p.m.

Respectfully submitted,

David Daigle,
Chair
## Appendix A

### The University of Vermont and State Agriculture College

#### Board of Trustees Other Committees & Work Groups

#### 2016 Assignments – PROPOSED REVISIONS - 12/12/16

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C = chair; VC = Vice Chair; Sec’y = Secretary  
*membership also serves as an Advisory Group for Senior Administration Appointments
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;

4. University membership in other corporate entities (but not institutional memberships in professional associations);
The appointment of University Trustees to the boards of other corporate entities or public bodies in their capacity as University Trustees;

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

Employment severance payments in excess of the standard amount University policy specifies for officials who report to the President;

The creation, elimination or substantial revisions of, an academic unit, curriculum, research or service endeavor, as defined in the University Manual;

The establishment of faculty clinical practice plans;

Matters the Faculty Senate may appeal to the Board under the Senate Constitution and Bylaws;

The naming of, and name removal from, academic units, buildings and academic programs;

Through the Investment Subcommittee of the Budget, Finance and Investment Committee 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;

The endowment spending rate, and the endowment administration management fee;

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;

The General Fund budget;

Acceptance of the annual audited financial statements;

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

The purchase, sale, exchange, or transfer (“transfer”) of complete or partial UVM interests in real property valued 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;
(19) 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) 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;

(25) Institutional debt policy;

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

(27) The program design of a capital project and authorization to proceed with a capital project at an aggregate cost of greater than $2,000,000, at a specified not-to-exceed cost, provided that the administration shall report to the Board 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 projects are initiated;

(28) 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;

(29) A contract with a vendor for professional services contracts 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;

(30) Revenue-generating contracts for goods or 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;

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

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

(34) The settlement of legal claims or lawsuits at a cost greater than $250,000, regardless of insurance coverage;

(35) Authorization to file or settle lawsuits in which the Board, or a Trustee or an 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 term, including potential or proposed renewals, exceeds five (5) years, regardless of contract value or amount, provided that Board approval is not required for a) licenses and option agreements, confidentiality agreements, materials transfer agreements, or other similar arrangements administered by the University’s Office of Technology Commercialization; or b) revenue generating contracts for goods or services provided or generated by the University at an aggregate cost to the contractee of less than $500,000;

(37) All self-governance matters reserved to the Board in the University Bylaws, or as otherwise required or permitted by law;

(38) Material revisions to the University Manual or to the College of Medicine Faculty Handbook;

(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;

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.
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: May 21, 2016
Approved as revised by the Executive Committee: