Resolution regarding Establishment of a Board of Trustees’ Manual

WHEREAS, a Board of Trustees’ Policy, Operations, and Planning Manual (“Policy Manual”) will promote Board effectiveness by providing a means of orientation of new trustees and creating a primary source of reference for all trustees; and

WHEREAS, a Manual will render policies, guidelines, and plans approved by the Board accessible to members of the University community and the public;

THEREFORE, BE IT RESOLVED, that the Board hereby authorizes and directs establishment of a Manual, subject to its reserved rights to adopt, alter, amend, revise, or revoke policies, guidelines, or plans contained therein, and to adopt or approve new policies, guidelines, and plans, following consultation appropriate to governance requirements; and

BE IT FURTHER RESOLVED, that the Manual will be maintained by the Assistant Secretary of the Board under the direction of the Board Chair; and

BE FINALLY RESOLVED, that Policies will be approved by the Board in accordance with such principles as it may adopt from time to time, including the following:

(1) Policies will be broad, enduring statements supporting the mission, identity, principles, and long-range strategic goals and plans of the University, or addressing matters of Board self-governance and operations;

(2) Policies will encompass and advance fulfillment of the fiduciary responsibilities of the Board or the University; and

(3) Policies will be acted upon by the Board following its considered deliberations and appropriate consultation.

Resolution Recommending Adoption of Public Comment Protocol

RESOLVED, the Committee recommends that the Board of Trustees adopts the Public Comment Protocol set forth in Attachment A.
Resolution Recommending Adoption of Policy on Trustee Orientation, Training, and Development

RESOLVED, the Committee recommends that the Board of Trustees adopts the Policy on Trustee Orientation, Training, and Development set forth in Attachment B.
PROTOCOL FOR
PUBLICATION COMMENT AT BOARD OF TRUSTEES MEETINGS

Preface

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

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

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

1. Preparation of Meeting Agendas

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

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

Individuals, groups, and organizations are at all times welcome to send letters or other written communications to the Board Chair, Trustees, and/or the President regarding matters pending before the Board. Correspondence to the Chair and Trustees may be directed to the attention of the Assistant Secretary of the Board, at [ ]. Communications to the President should be directed to the Office of the President, at [ ].
2. **Public Comment During Board or Committee Meetings**

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

3. **Additional Opportunity for Public Comment at Full Board Meetings**

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

(1) Requests to address the Board must be made in writing through the Assistant Secretary of the Board at least twenty-four (24) hours prior to a scheduled meeting of the Board. In his or her sole discretion, the Board Chair may also accommodate persons who sign up on a stand-by list maintained by the Assistant Secretary to request an opportunity to comment less than twenty-four (24) hours prior to the meeting.

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

(3) At the commencement of remarks, each speaker shall identify him or herself; any relevant title; the group or organization, if any, for which he or she serves as spokesperson; any personal or business interest in the subject matter as to which comment will be made; and the topic to be addressed. The Board Chair will recognize each speaker consecutively, maintain order, and require adherence to a three-minute maximum time limit allotted to each speaker. The Chair retains discretion to decline a request to comment if an individual, group, or organization has previously appeared before the Board regarding the same matter.

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

(5) To ensure that the scheduled business of the Board is conducted in a timely manner pursuant to the published agenda, the time allotted to the comment session shall not be enlarged by the Board Chair. Persons whose comments were not heard due to time constraints are encouraged to communicate in writing with Trustees, the President, or appropriate Vice Presidents.
UNIVERSITY OF VERMONT BOARD OF TRUSTEES

POLICY ON ORIENTATION, TRAINING, AND DEVELOPMENT FOR TRUSTEES

Policy Statement

It is the policy of the Board of Trustees to establish and maintain trustee orientation, training, and development programs to enhance the effectiveness of the Board and its member trustees.

Guidelines

1. All new trustees shall participate in an orientation, training and development program (which may involve a session prior to commencing Board service, and a session following a period of service) developed by the President and the Board Chair. The program will be designed to assist trustees in understanding the University and the Board, and their roles and responsibilities as University trustees. From time to time, a “refresher” session shall be offered to all trustees.

2. Following consultation with each new Board member, the Board Chair shall assign an incumbent Board member as mentor for the new member. The Board may develop guidelines for Board member mentoring.

3. All trustees newly appointed to Board Committees shall participate in a Committee orientation program developed by the senior administrator who serves as liaison to the Committee and the Committee Chair. The program should seek to educate Committee members about the strategic priorities of their Committee in order to foster a level of comfort that will allow them to participate freely and actively in meetings and other Committee work.

4. The Board shall periodically, but at least every other year, participate in a Board education and training retreat planned under the direction of the Board Chair in consultation with the President. The retreat will be designed to enhance the effectiveness of the Board, as a Board and/or in relation to advancement of the institutional mission and strategic goals. The Board will also periodically undertake self-assessment of its effectiveness in a manner consistent with relevant best practices.

5. The University shall, within the constraints of the approved operating budget, maintain membership in national associations that represent the interests of comparable institutions and promote board and board member effectiveness. Also within such constraints, Board leadership and staff, and the President, are
encouraged to participate in the educational and leadership development programs of such associations.