A meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Saturday, September 9, 2006 at 8:00 a.m. in Memorial Lounge, room 338 Waterman Building.

MEMBERS PRESENT: Chair Carl Lisman, Vice Chair Martha Heath, Secretary Thomas Little, Claire Ayer, James Betts, Bill Botzow, Ian Boyce, Acting President John Bramley, Frank Cioffi, Robert Cioffi, Kathleen Hoyt, Susan Hudson-Wilson, James Leddy, Kami Patrizio, John Snow, Stirling Winder, and Mark Young

MEMBERS ABSENT: Edwin Amidon, Jr., Johannah Donovan, James Douglas, John Hilton, Jr., Richard Hube, Jr., Deborah McAneny, Raymond C. Pecor, Jr., and Robert Young

ALSO PARTICIPATING: Provost John Hughes, Vice President for Finance and Administration and Treasurer Michael Gower, Vice President and General Counsel Francine Bazlude, Vice President for Student and Campus Life Thomas Gustafson, Vice President for State and Federal Relations Karen Meyer, Chief of Staff Gary Derr, Faculty Senate President Justin Joffe and Staff Council President Eileen Hanerfeld

Chair Carl Lisman called the meeting to order at 8:10 a.m.

Faculty Senate Report

Professor Justin Joffe reported that the Faculty Senate has not met since the last Trustees’ meeting, but that members of the executive council have had a busy summer. Faculty were delighted to know that President Fogel was making a remarkably speedy recovery. He was glad that Provost John Hughes had arrived on campus and was looking forward to the working relationship continuing in the warm and collegial manner that characterized its start.

He briefly summarized some of the summer activities and plans for the coming year, including:

- Faculty Senate participation in a very productive mini-retreat in June, with deans and members of the administration, at which the "Vision II" document was reviewed. The Senate will devote all or part of a future meeting to the discussion of a new document being worked on by the President and the Provost.
- The new exam schedule that was passed by the Senate in December 2004 was implemented.
- A fruitful discussion with the Vice President for Human Resources, the Associate Provost, the President of United Academics, and the Ombudsperson was likely to result in clarification of the ombudsperson’s role in an environment where part of the faculty were unionized.
Executive Council members participated in interviews with the four candidates for the position of Director of the Center for Teaching and Learning.

Implementation of the new university-wide diversity requirement passed by the Senate is now in the hands of the Provost.

Discussions with the Provost have begun regarding improving the academic review process, which is nearing the end of the first round of reviews.

Convocation (August 30) was notable for beautiful weather, good faculty turnout, and the Provost’s address.

Professor Joffe noted the passing during the summer of two long-term faculty members, Professor Emeritus Heinz L. Ansbacher (at the age of 101) and Professor Emeritus George Albee (at the age of 84), both retired professors of psychology.

Plans for the coming year include working with the administration to insure that the Senate is provided more lead time on planning initiatives on which their input is required. The Senate will also seek to schedule more reports from members of the senior administration in addition to the President and Provost, who report to the Senate on a regular basis.

Additionally, an invitation was issued to Chair Lisman to attend the December 11 Faculty Senate meeting to continue the tradition, begun last year, of presenting a “View from the Board.” And the Senate remains ready to contribute to the orientation of new Trustees if invited to do so.

Professor Joffe expressed his support of the proposed Board Committee restructuring and stressed the importance of the role of constituency representatives which he hopes will not get lost in the restructuring.

He concluded by expressing his agreement with the Acting President that there has been a cultural shift at UVM over the past few years, in the form of greater awareness of the need for the institution as a whole to flourish if any of its components were to succeed, and speculated that the germ of this approach had long been evident in the Faculty Senate.

**Staff Council Report**

Eileen Hanerfeld, in her first report as Staff Council President, thanked Acting President Bramley and President Fogel for their efforts in making the Staff Council a vibrant and instrumental governance body at the University.

Ms. Hanerfeld reported that the Council was recently invited to provide feedback on the draft report authored by the Basic Needs and Equitable Compensation Task Force. Additionally, Council Committees continue to work to review policies affecting staff relating to issues of benefits, leave time, conflict resolution and working conditions. It was noted that staff members are becoming increasingly comfortable bringing issues of concern to the Council’s attention.
In closing, Ms. Hanerfeld acknowledged that while some policy recommendations continue to face obstacles between Staff Council initiation and presidential approval, that progress is being made through the collaborative efforts between the Council and the administration.

**Committee Reports**

**Audit Committee**

Chair Mark Young reported that the Committee received a brief report from KPMG on the status of year end audits. Vice President Gower reported on the Institutional Compliance Program, Institutional Risk Assessment Program and Audit Services Reports. He also provided an update on the status of the PeopleSoft Implementation.

Chair Young noted that the review of the Audit Services reports will occur routinely at each meeting.

**Investment Committee**

Chair Robert Cioffi reported that the University returns were 2.9% for the quarter, 9.9% for the fiscal year to date, resulting in a disappointing quarter.

The Committee discussed the University’s asset allocation to U.S. Equity versus Non U.S. Equity and a recommendation from Cambridge Associates to move these targets to more heavily weight Non U.S. Equity.

Trustee Boyce reported on the interviews conducted with three select hedge fund managers and recommended HBK as an excellent steward for the University resources as the new multi-strategy manager. The Committee discussed HBK’s non-registered status with the Securities and Exchange Commission (SEC) and approved a motion authorizing the Chair to discuss with the manager their status on registering with the SEC and if he is satisfied with the discussion to hire HBK with $6 million allocated.

Trustee Snow reported on the Sudan Divestment workgroup meeting and presented the Committee with a list of 20 companies that were recommended for divestiture based on their status as unquestionable offenders. Letters will be written to managers with separate accounts directing them to remove from and/or not to purchase securities from the companies on the list and to do so within 30 days. Additionally, pooled funds will be reviewed and letters sent to the managers.

The Committee received a Treasurer’s report on operating funds and discussed the continuing diversification of the operating funds.

The Committee approved a housekeeping resolution to update signature authority on risk management banks accounts. This resolution is included on the consent agenda for Board approval.
Lastly, the Committee discussed the benefit of committee members meeting in New York City with investment managers and asked Cambridge Associates to begin working on making arrangements.

**Debt Subcommittee**

Chair Kathleen Hoyt reported that the subcommittee was further educated on topics discussed at the July 25th meeting, including modified ratio analysis with deferred maintenance and advance funding with commercial paper. The subcommittee reviewed a ratio analysis of the viability ratio using current strategic financial plan numbers, noting that these numbers would be recalibrated for the November meeting. The subcommittee was presented with an analysis of the opportunities available through advance funding of projects utilizing the commercial paper program.

The subcommittee also discussed hedging future debt which remains an attractive option with interest rates remaining at a historic low. The subcommittee heard from Vice President Gower on the progress he and Provost Hughes are making towards the ten-year strategic plan including academic priorities. The annual review of the strategic plan will occur at the November meeting.

Vice President Gower reviewed the urgency of funding the Trinity electrical upgrade and the decision to use borrowing versus paying for this out of current operating budget. At the Board Chair’s suggestion, Vice President Gower prepared a detailed cost benefit analysis of this decision to provide to the Finance and Budget Committee for their reference when reviewing the action for recommendation to the Board.

**Facilities and Technologies**

Vice Chair Frank Cioffi reported that the Committee received reports on capital projects that are in the planning stages. Projects include renovations in the DeGoesbriand building and the planning for renovations in the Colchester Research Facility upon the departure of Severn Trent Laboratories in early 2007. Additionally, two options are being evaluated for the College of Medicine Freezer Depot, including upgrading and expanding the current facility at the Bioresource Complex and a consolidated facility in leased space.

Plans for residence hall and dining hall renovations anticipated for next summer were reviewed. The next phase of upgrades and renovations for residential life will focus on specific building system replacements targeted to deferred maintenance corrections and code upgrades in the residential complexes of Harris/Millis and Marsh/Austin/Tupper. Enhancements are planned for Simpson Dining Hall and Cook Commons.

Vice President Gower briefly discussed work on expanding the strategic capital plan to a ten-year scope. As previously noted, the full plan will be discussed at the November meeting.
The Committee reviewed plans to replace the electrical distribution system and transformers on the Trinity campus which was previously reviewed by the Debt Subcommittee and the Finance and Budget for recommendation to the Board.

Vice President Gower discussed the recent implementation of PeopleSoft, the University’s largest ever process improvement and software implementation project, and reported that there have been many significant process improvements made, but much opportunity for efficiency and improved services exists.

The Committee reviewed and unanimously approved, for recommendation to the Board, a resolution requesting approval of a five-year lease for a 3T MRI magnet for the Department of Radiology. It was noted that the lease will be funded through a combination of federal grant overhead recovery and user fees charged to clinical trials and that an operating lease is preferred over a purchase because of the fast advances in technology.

**Academic and Student Programs**

Chair Martha Heath reported that the Committee received reports from Cindy Forehand, Chair of the Faculty Senate Curricular Affairs Committee, Student Government Association President Seth Bowden and Robin Collins, Graduate Student President.

Provost Hughes spoke to the Committee about his values and concerns related to the future of UVM and higher education in general. He noted some of the most important tasks of the Provost are ensuring what is best for the students, hiring the best faculty and making sure students are prepared to live in a diverse world. He shared some concerns including financing in higher education, how to continue to fulfill the public mission and how to stem the decline in students in science, technology, engineering and mathematics.

Vice President Lauck Parke reported on enrollment management noting that this year brought in 18,000 applications for undergraduate admission, yielding the second-largest class ever with 600 Vermonters and 1,600 out-of-staters.

Vice President Gustafson reported that this year’s fall semester opening was the best in recent memory noting excellent attendance by students at opening events. He further reported that the current bed capacity is 4,281 which is 1,100 more than four years ago.

Vice President Fran Carr provided a status report on extramural funding noting a record breaking 43 invention disclosures in FY 06 compared to 21 in FY 05.

The Committee discussed their work plan and agreed to add enrollment management strategic initiatives and outcomes; financial aid strategies related to affordability, student quality and access; and implementation of dorm behavior management changes and substance abuse issues on campus as future agenda topics.
Lastly, Chair Heath reported that the Committee approved a resolution authorizing the awarding of degrees and a resolution approving equal opportunity statements, both of which appear on the consent agenda.

**University Advancement Committee**

Chair Frank Cioffi reported that the Committee received highlights on campaign goals and voluntary support. Full reports are available for reference in the committee section of the board book.

Tom Weaver, the editor of *Vermont Quarterly*, provided an update on upcoming feature stories and previewed that the next issue will feature the 75th Anniversary of the Fleming Museum.

The Committee spent the remainder of the meeting discussing ideas for engaging trustees in development efforts including educating members on the work of the Division and trustee interaction with potential donors.

**Finance and Budget Committee**

Chair Kathleen Hoyt reported that Vice President Gower reviewed the highlights of the FY 2007 budget as approved at the last meeting noting an 8.8% increase in the University’s total current operating budget over last year.

The Committee received an update on the work that is proceeding to prepare Version 5.0 of the strategic financial plan for annual review at the November meeting. The Committee was briefed on the discussions from the Debt Subcommittee meeting the previous day.

A resolution to accept gifts and grants was approved by the Committee for recommendation to the Full Board.

Additionally, after lengthy discussion and review of a detailed cost benefit analysis of the decision to fund the financing for the Trinity electrical distribution system replacement, the Committee unanimously voted to approve and recommend the resolution for Board approval. The Committee concluded that a summary of the opportunities and risks associated with financing choices would be a critical tool to assist assessment of similar decisions that will be made in the future.

**Diversity Committee**

Chair Thomas Little reported the Committee received a presentation on the “Next Step” Student Retreat on Diversity and Social Justice. Staff members who coordinated the retreat reported that the two and a half day event was held off campus last January. The retreat was attended by sixty students and eighteen facilitators. The intent of the retreat is to assist students in further developing their knowledge and skills to help them become
better change agents and activists around areas of racism, sexism, heterosexism, ableism, religious discrimination, classism and other identity differences. Two students were in attendance at the meeting and shared their positive, life-changing experiences as attendees at the retreat.

The Committee was presented with the findings of the final report on the campus climate survey administered to the campus community in April 2005. There were just under 3,000 survey respondents out of a total campus population of 14,000. Although sample size and certain other factors limit the usefulness of the survey as a statistically reliable resource, there are valuable data that can be used to help improve the campus climate. Some selected findings include: respondents with marginalized identities (race, gender, disabilities, religion and sexual orientation) were more likely to experience offensive, hostile or intimidating conduct, were less comfortable with the overall climate at UVM, and were less confident in the university’s leadership to foster diversity. Also, respondents identified negative conduct as coming from students, staff and faculty and identified negative conduct as occurring throughout campus. The Committee made a number of recommendations including involving all parts of the institution in the change process; reviewing and considering other available data; and developing a priority list of action steps.

The Office of Affirmative Action/Equal Opportunity plans to disseminate the results to the entire community through a campus-wide letter including an online link to the AA/EO website. Copies of the results will be distributed to each of the President’s Commissions for further analysis and discussion. Recommendations will be presented to President Fogel.

The Committee approved a resolution approving equal opportunity statements. The statements were also reviewed by the Academic & Student Programs Committee.

The Committee also spent time discussing how the University’s diversity priorities will fit into and remain a vital part of the proposed new committee structure.

*Committee on Health Education*

Trustee Martha Heath reported that Provost Hughes provided updates on the status of the College of Medicine searches currently under way. The search for the Chair of Surgery and the Chair of Medicine are in the final stages with appointments anticipated to be made shortly. The search for the Faculty Practice President is the early stages with a pool of candidates being identified. Provost Hughes reported that the search firm Isaacson and Miller has been selected for the search for the Dean of the College of Medicine and the search committee is being formed as prescribed by the College of Medicine bylaws.

The Committee then discussed the need for a small group of trustees to understand the large and complex academic health center. In light of the proposed committee restructuring the Committee recommends its dissolution and further suggests to the Chair of the Board that a sub-set of trustees be provided appropriate education regarding the academic health center particularly around issues like the affiliation agreement and UMEA. The sub-set should be from both broad UVM “mega-committees,” as these
issues cross academic and financial areas. These trustees could then serve as expert advisors to the board, the Provost and the President when necessary.

University of Vermont Board

Chair Robert Cioffi reported that the University of Vermont Board approved the Wilbur Trust Fund.

Vermont Agriculture College Board

Chair Thomas Little reported that the Board received an update on the activities of the Commission on Higher Education Funding (CHEF), which are preparatory to CHEF’s annual recommendation to the Legislature on the amount of state funding for higher education. The CHEF recommendation will be finalized later this fall and is expected to target an increased state funding level (as a percentage of personal income) that will result in improving to a national ranking of 40th among the states. CHEF is also expected to recommend a supplemental appropriation if revenues are sufficient. It is anticipated that the Governor’s budget recommendation will include funding for additional scholarships for Vermont students.

Vice President Meyer and Acting President John Bramley reported on the initial meeting and future activities of the Next Generation Initiative Study Commission, which was created by the 2006 General Assembly to develop a plan to encourage Vermonters to live and work in Vermont. The Commission will submit its plan and make funding recommendations for implementation by December. The Board briefly discussed the University’s use of additional one-time scholarship funds, totaling about $1.67 million, provided by the 2006 Legislature.

The Board received a briefing on the admissions process and endorsed scheduling an annual briefing on this process at the September meeting.

Annual Review of the Trustees’ Strategic Plan

Chair Lisman reminded the Board that the plan was adopted in September 2004 and reaffirmed in August 2005. An opportunity for discussion was offered.

Trustee Little proposed adding a new paragraph to address the periodic assessment of the performance of the Board. Vice President Bazluke agreed to work with Trustee Little on the wording of the amendment.

A motion was made, seconded and it was voted to re-affirm the plan, subject to later revision when the suggested amendment has been drafted and approved.

Consent Agenda

Chair Lisman presented the consent agenda for approval.
INVESTMENT COMMITTEE

(1) CCMSI Risk Management Business Checking Account

WHEREAS, the University has engaged CCMSI to remit its workers compensation benefits, using a TD Banknorth account (the “CCMSI Risk Management Business Checking Account”) established solely for that purpose;

BE IT THEREFORE RESOLVED, that CCMSI’s State Director and Regional Vice President, or any person holding either of the above positions on an interim basis, are hereby authorized to be signatories on the CCMSI Risk Management Business Checking Account subject to terms and restrictions as set forth by the University’s Vice President for Administration.

COMMITTEE OF THE WHOLE

(2) Corinne Thompson Appreciation Resolution

WHEREAS, Corinne Thompson recently completed 20 years of employment at the University of Vermont; and

WHEREAS, Corinne Thompson has provided excellent support, strong commitment, and outstanding performance to the Board of Trustees, the President, the administration, and the University, and;

WHEREAS, Corinne Thompson has, through her patience, flexibility, attention to detail, and positive attitude earned the respect and admiration of all with whom she works; and

WHEREAS, the work of this Board is more efficient, thorough, and effective because of Corinne Thompson’s tireless efforts;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont and State Agricultural College expresses its sincere congratulations and deep appreciation for Corinne Thompson’s 20 years of distinguished service to The University of Vermont.

FACILITIES AND TECHNOLOGIES COMMITTEE

(3) Lease of Research MRI Magnet Resolution

WHEREAS, the Board of Trustees must approve leases with a value in excess of $1 million; and

WHEREAS, the University wishes to engage in a five-year operating lease for a Magnetic Resonance Imaging magnet for use in research by the Department of Radiology and other units; and
WHEREAS, the cost of this lease will be fully recovered through a combination of Federal appropriations, Federal research grants, and user fees charged to clinical trials and other projects;

NOW THEREFORE, BE IT RESOLVED, that Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to enter into a operating lease with Phillips Corporation for a period not to exceed five years and for cumulative lease and service payments not to exceed $3.3 million; and

BE IT FINALLY RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons 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.

ACADEMIC AND STUDENT PROGRAMS COMMITTEE

(4) Resolution Authorizing Award of Degrees

RESOLVED, that the Board delegates to the President and, in the event of his absence or unavailability, to the Provost, each ex officio, the authority to award academic degrees following Faculty Senate approval of the award of those degrees; and

BE IT FURTHER RESOLVED that this authority will be for the academic year 2006 – 2007 or until the Board revokes its delegation.

FINANCE AND BUDGET COMMITTEE

(5) Acceptance of Gifts and Grants

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of $3,976,090.54 for the period April 1, 2006, through June 30, 2006, and grants and contracts in the amount of $37,120,749 for the period April 1, 2006, through June 30, 2006.

(6) Trinity Campus Electrical Distribution System Replacement Financing

WHEREAS, the electrical distribution system and associated transformers serving the Trinity Campus is beyond its useful life and must be replaced as soon as possible; and

WHEREAS, the administration desires to amortize the system replacement project cost of $950,000 over the useful life of the replacement system; and
WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program;

NOW THEREFORE, BE IT RESOLVED, that the President, Vice President for Finance and Administration and University Treasurer, or their successors or designees are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the system replacement project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed $1,005,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed $20,000, and capitalized interest in an amount not to exceed $35,000; and

BE IT FINALLY RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons 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; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Trinity Campus electrical distribution system replacement project (the “Project”) before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not to exceed $1,005,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.
Section 4. This declaration shall take effect from and after its adoption.

(7) **Projects Reallocation Resolution**

WHEREAS, the administration desires to close out those projects listed on the attached schedule and make final the financing package for each; and

WHEREAS, such projects can have unspent balances or exceed the previously authorized budget upon completion of the project and its accounting;

NOW THEREFORE, BE IT RESOLVED, that Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to modify the debt financing allocations to projects identified on the accompanying schedule to the “final financed amount” identified for each; and

BE IT FINALLY RESOLVED that expenditure of the favorable balance of approximately $2.2 million shall be made by the Board in its discretion to allowable and appropriate uses in the future.

**DIVERSITY COMMITTEE**
(also reviewed and endorsed by the Academic & Student Programs Committee)

(8) **Resolution Approving Equal Opportunity Statements**

RESOLVED, that the Board ratifies the Equal Employment Opportunity/Affirmative Action Policy Statement and the Equal Opportunity in Educational Programs and Activities Policy Statement, both effective as of March 1, 2006, attached hereto as Attachments A and B.

A motion was made, seconded and it was unanimously voted to approve the consent as presented.

**Ad hoc Committee on Board Operations Report**

Chair Cioffi began his report by noting that the Committee had the benefit of the active participation of an unusually large number of trustees who are not Committee members, as well as the observations of several students regarding the proposed public comment protocol.

The Committee discussed the composition of the Executive Committee and agreed to convey an advisory recommendation to the Board Chair of the following persons *ex officio*: the Board Chair, Vice Chair, and Secretary (*i.e.*, the Board officers); the Chairs of the standing committees (apart from the Executive Committee); the President; and additional trustees identified in the discretion of the Chair and approved by the Board.
The Committee discussed whether certain freestanding Committees, such as Socially Responsible Investing and the Committee on Health Education, should retain autonomy. After thoughtful discussion, the Committee agreed to recommend that the work of these Committees, as well as Honorary Degrees, be integrated into one or the other mega-Committees as proposed in the charges. The discussion favored creating work groups or similar mechanisms to address cyclical or unique issues intensively in lieu of creating subcommittees and inadvertently replicating the current Committee structure. The Committee also discussed whether an exception to the presumption against subcommittees should be made to create an investment subcommittee of the Budget/Finance/Investment Committee in light of the need for frequent, prompt, and knowledgeable investment-related decisions between committee meetings.

The Committee agreed that diversity should be given special emphasis in the context of the Educational Policy and Institutional Resources charge to reflect the overarching strategic importance of diversity. The charge statement was amended to include language offered by Trustee Little to accomplish this objective.

The Committee discussed the continuing importance of active and effective governance group representatives to Board Committee. The plan is to invite two representatives from each constituency group [Faculty Senate, Student Government Association, Staff Council, and Alumni Council] to each of the two mega-Committees to accommodate the scheduling issues associated with a full-day meeting.

The Committee reviewed issues associated with “permeability” between the two mega-Committees to facilitate cross-fertilization of ideas and enhancement of the knowledge base of trustees regarding the University and specific matters before the Board. Consideration was given to the need to balance the objective of broadening trustees’ knowledge base against the need of the Board to maximize access to the skills sets trustees bring to the Board. The Committee agreed to convey its views on this issue to the Board Chair in the form of an advisory recommendation.

The Committee reviewed the best means of conveying effectively the substance of the work of each mega-Committee to trustees who are not members of the Committee, and improving the overall quality of Board discussion of key strategic issues. One option discussed involved concurrent meetings of the mega-Committees until mid-afternoon of the meeting day, followed by a meeting of the Committee of the Whole during which highlights of the mega-Committee meetings would be presented for initial information and discussion; the next day, during which the full Board would meet, would be devoted to additional reports of the standing Committees and additional strategic issues discussion, and action regarding pending issues. The Committee also discussed the need for certain overarching strategic matters (such as the strategic financial plan) to be presented and discussed by the Committee of the Whole or full Board.

Chair Cioffi concluded his report by recommending the following consent agenda for Board approval:

[Consent Agenda Item List]

[End of Document]
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 C.

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 D.

A motion was made, seconded and it was unanimously voted to approve the resolutions as presented.
Chair Cioffi next presented the following resolution recommending the new Committee structure for the Board:

**Resolution Recommending New Committee Structure for the Board of Trustees**

RESOLVED, the Committee recommends to the Board of Trustees (“Board”) its approval of the standing and ad hoc Committees, and Committee charges, set forth in Attachment E; and

BE IT FURTHER RESOLVED, the Committee recommends to the Board its approval of an implementation date of the November 2006 Board meeting for the new Committee structure, subject to deferral of implementation by the Executive Committee of the Board if, in consultation with the administration, the Executive Committee determines that deferral is necessary and desirable; and

BE IT FINALLY RESOLVED, the Committee recommends to the Board its express delegation to the Executive Committee of the Board of authority to approve the appointment of Trustees to the new Committees, such appointments being upon recommendation of the Board Chair.

Board Chair Lisman acknowledged the remarkable work of the Committee and offered an opportunity for discussion.

Several Trustees expressed their appreciation to the Committee for its work and all that it has accomplished.

The Board briefly discussed how the Chairs of the mega-committees would be staffed. Acting President Bramley acknowledged that a support structure currently exists and that the administration has been doing preliminary work on necessary realignments to accommodate the new structure.

Board Chair Lisman clarified that current committee memberships would remain until new assignments are made and approved by the Board.

There being no further discussion, a motion was made, seconded and it was unanimously voted to approve the resolution as presented.

**Other Business**

Trustee Little, Chair of the Joint Committee on Honorary Degrees, distributed copies of the nomination process for honorary degree recipients for commencement 2007. The deadline for submitting nominations is the end of this month and the Committee will met in early October to review nominations.

At 9:50 a.m., the Chair entertained a motion to enter into executive session to consider contracts, collective bargaining negotiations, officer performance evaluation and to receive advice of counsel. The motion was seconded and approved. All in attendance
were excused from the meeting with the exception of Acting President Bramley, Provost Hughes, Vice President for Finance and Administration Michael Gower, Vice President for State and Federal Relations Karen Meyer, Vice President for Student and Campus Life Thomas Gustafson, Vice President and General Counsel Francine Bazluke, and Chief of Staff Gary Derr.

At 10:40 a.m. all members of administration present in executive session were excused for the remainder of the session.

The meeting was re-opened to the public at 10:59 a.m.

Chair Lisman presented the following resolution for approval:

**Resolution regarding Presidential Compensation and Contract**

WHEREAS, the Executive Committee subcommittee on presidential evaluation and compensation (“the subcommittee”) during the past year engaged in work consistent with its charge; and

WHEREAS, on this date, at the request and with the authorization of the Executive Committee the subcommittee has reported its findings and deliberations to this Board; and

WHEREAS, the Board has now received such report and itself deliberated;

BE IT RESOLVED, that the Board hereby authorizes the Board Chair to finalize a presidential salary award for FY07 and otherwise to effect presidential contract adjustments in a manner consistent with the deliberations of the Board.

A motion was made, seconded and it was unanimously voted to approve the resolution as presented.

**Adjournment**

There being no further business the meeting was adjourned at 11:00 a.m.

Respectfully submitted,

Thomas A. Little, Secretary
attachment a

equal employment opportunity/affirmative action

policy statement
university of vermont

march 1, 2006 – february 28, 2007

on this day, i am issuing a university of vermont equal employment opportunity/affirmative action policy statement. equal opportunity programs are designed to prevent and deter discrimination. i am strongly committed to the principles of affirmative action to continue to protect and safeguard equal opportunity. it is my expectation that all members of our community will adhere to this policy. compliance with this policy is important enough to be listed as a factor in all uvm employees’ annual performance evaluations. not only do we have economic, political, ethical and historical reasons for compliance; there are legal requirements by which we need to abide. affirmative action is a smart investment in human resources and will ensure that uvm is a diverse and distinguished working and learning environment that prepares its students to live and work in an increasingly multicultural society.

the university of vermont and state agricultural college is committed to a policy of equal employment opportunity and to a program of affirmative action in order to fulfill that policy. the university will accordingly recruit and hire into all positions the most qualified persons in light of job-related requirements, and applicants and employees shall be treated in employment matters without regard to unlawful criteria including race, color, religion, ancestry, national origin, sex, sexual orientation, disability, age, positive hiv-related blood test results, status as a disabled or vietnam-era veteran, or gender identity or expression, as these terms are defined under applicable law, or any other factor or characteristic protected by law.

in addition, the university of vermont recognizes that discriminatory harassment and sexual harassment are forms of unlawful discrimination, and it is therefore the policy of the university that discriminatory harassment and sexual harassment will not be tolerated.

further, employees and applicants will not be subjected to harassment or retaliation because they have engaged in or may engage in the following: filing a complaint; assisting or participating in an investigation, compliance evaluation, or any other activity related to the administration of the vietnam era veterans’ readjustment assistance act of 1974 (“vevraa”), section 503 of the rehabilitation act of 1973
("Rehabilitation Act"), or the Affirmative Action provisions of federal, state or local law; opposing any act or practice made unlawful by VEVRAA, requiring equal employment opportunities for individuals with disabilities, disabled veterans, or veterans of the Vietnam Era; or exercising any rights under VEVRAA or the Rehabilitation Act.

Questions regarding this policy statement or compliance with its provisions may be directed to Kathryn Friedman, Executive Director, Diversity & Equity Unit/Office of Affirmative Action and Equal Opportunity, University of Vermont, 428 Waterman Building, Burlington, VT 05405 (802-656-3368). Questions may also be directed to government agencies having oversight and enforcement authority with respect to the referenced laws. A complete listing of such agencies may be obtained from the Office of Affirmative Action and Equal Employment Opportunity.

Sources: Titles VI and VII of the Civil Rights Act of 1964; the Immigration Reform and Control Act of 1986; Title IX of the Education Amendments of 1972; the Equal Pay Act of 1963; the Age Discrimination in Employment Act of 1967; the Age Discrimination Act of 1975; Sections 503 and 504 of the Rehabilitation Act of 1973; the Americans with Disabilities Act of 1990; Section 402 of the Vietnam-Era Veterans Readjustment Assistance Act of 1974; Executive Order 11246 as amended; the Vermont Fair Employment Practices Act; and such other federal, state and local non-discrimination laws as may apply.

Note: This document is the official University of Vermont Equal Employment Opportunity/Affirmative Action Policy Statement and supersedes all prior statements regarding its subject matter. It may be modified only by written statement issued by the President as Chief Executive Officer of the University or by formal action by the University of Vermont and State Agricultural College Board of Trustees. This Policy Statement is designed to express the University's intent and commitment to comply with the requirements of federal, state and local non-discrimination laws. It shall be applied co-extensively with such laws, and shall not be interpreted as creating any rights, contractual or otherwise, that are greater than those that exist under such non-discrimination laws. Persons seeking to participate in employment opportunities offered by the University must consult position and program descriptions to determine criteria for eligibility. All such criteria shall be established in a manner consistent with the legal requirements herein referenced.

By:

____________________   ____________________________________
Date      Daniel M. Fogel
President
On this day, I am issuing a University of Vermont Equal Educational Policy Statement. Equal Opportunity programs are designed to prevent and deter discrimination. It is my expectation that all members of our community will adhere to this policy. Compliance with this policy is important enough to be listed as a factor in all UVM employees’ annual performance evaluations. Not only do we have economic, political, ethical and historical reasons for compliance; there are legal requirements by which we need to abide. Equal educational opportunity will ensure that UVM is a diverse and distinguished working and learning environment that prepares its students to live and work in an increasingly multicultural society.

The University of Vermont and State Agricultural College is committed to a policy of equal educational opportunity. The University therefore prohibits discrimination on the basis of unlawful criteria such as race, color, religion, national or ethnic origin, age, sex, sexual orientation, marital status, disability, or gender identity or expression, as those terms are defined under applicable law, in admitting students to its programs and facilities and in administering its admissions policies, educational policies, scholarship and loan programs, athletics programs, and other institutionally administered programs or activities made available to students at the University.

The University also prohibits harassment, as defined in the Vermont Statutes at Title 16, section 11(a)(26). Unlawful harassment is a form of discrimination and is therefore prohibited.

Questions regarding this policy statement or compliance with its provisions may be directed to David Nestor, Dean of Students, University of Vermont, 41-43 South Prospect Street, Burlington, VT 05405 (802-656-3380) or Kathryn Friedman, Executive Director, Diversity & Equity Unit/Office of Affirmative Action and Equal Opportunity, University of Vermont, 428 Waterman Building, Burlington, VT 05405 (802-656-2909). Questions may also be directed to government agencies having oversight and enforcement authority with respect to the referenced laws. A complete listing of those agencies may be obtained from the Office of Affirmative Action and Equal Opportunity.
Sources: Title VI of the Civil Rights Act of 1964; Title IX of the Education Amendments of 1972; the Age Discrimination Act of 1975; Section 504 of the Rehabilitation Act of 1973; the Americans with Disabilities Act of 1990; the Vermont Public Accommodations Act; and such other federal, state, and local non-discrimination laws as may apply.

Note: This Statement of Policy is the official University of Vermont Equal Educational Opportunity Policy Statement and supersedes all prior statements regarding its subject matter. It may be modified only by written statement issued by the President as Chief Executive Officer of the University or by formal action by the University of Vermont and State Agricultural College Board of Trustees. This Policy Statement is designed to express the University's intent and commitment to comply with the requirements of federal, state and local non-discrimination laws. It shall be applied co-extensively with such laws, and shall not be interpreted as creating any rights, contractual or otherwise, that are greater than those that exist under such non-discrimination laws. Persons seeking to participate in educational opportunities offered by the University must consult position and program descriptions to determine criteria for eligibility. All such criteria shall be established with the legal requirements herein referenced.

By:

____________________   ___________________________________

Date      Daniel M. Fogel        President
PROTOCOL FOR

PUBLIC 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.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

COMMITTEE ON BUDGET, FINANCE AND INVESTMENT

The Committee shall have responsibility for overseeing the development of strategic, long-range institutional financial plans and related plan objectives. It shall engage in ongoing assessment of the current and long-range financial status of the institution.

The Committee shall oversee the formation and approval of annual budgets. It shall oversee the creation, implementation, and periodic review and revision of financial, treasury, investment and debt management policies.

The Committee shall retain investment managers and financial advisors as necessary and desirable in the conduct of its work.

The Committee will exercise its charge in a manner consistent with University governance, including the Board’s reserved rights and delegations of authority.
Operational Elaboration of Charge

The subject matter of the Committee may include:

- Strategic financial planning, including short and long-range financial status assessment
- The annual capital and operating budgets, and quarterly institutional financial statements
- State appropriations and capital requests
- Gifts and grants; Wilbur Fund reports
- Fund investment decisions (such as those relating to the endowment and similar funds, agency funds, trusts and, as lawfully available, funds from bonds, loans, and other sources in excess of immediate debt payment requirements), including assets management and allocation, and policies relating to socially responsible investment
- Purchase, retention, sale, transfer, exchange, investment or reinvestment, or other disposition of securities or similar investments
- Endowment and investment manager performance, and the retention and termination of investment managers and advisors
- Debt management, including the adequacy of assets to meet external debt obligations
- Cash, central bank, and commercial paper policies
- Dissolution, merger, sale, pledge, or transfer of all or substantially all of institutional assets
- Such other matters consistent with its charge as may be referred to the Committee by the Board Chair
The Committee shall have responsibility for overseeing the development and status of strategic, long-range University programmatic and resource use plans and related plan objectives.

The Committee shall oversee matters relating to educational policies and programs, including student enrollment; the University’s strategic diversity initiatives; rates and fees associated with enrollment, and financial aid; the quality of student and campus life; accreditation, academic programs, and degrees; research and scholarship, instructional, and service activities; and faculty affairs.

The Committee shall oversee strategic planning relating to diversity and promote the achievement of diversity goals across a broad spectrum of University programs and activities.

The Committee shall oversee matters relating to the procurement, use, quality, condition, and disposition of the University’s buildings and other facilities, and its assets, infrastructure, technologies, and other institutional resources.

The Committee shall oversee the University’s development and advancement programs and campaigns.

The Committee will exercise its charge in a manner consistent with University governance, including the Board’s reserved rights and delegations of authority.
Operational Elaboration of Charge

The subject matter of the Committee may include:

- Enrollment management policies, plans and programs, including admissions; student body enrollment and composition; and retention and graduate rates
- The University’s strategic diversity and campus climate priorities and initiatives
- Tuition and room and board rates, student fees, and financial aid
- Quality of student life, including policies and programs relating to academic excellence; the health, safety, and general welfare of students; residential life; and co-curricular activities, such as athletics
- University and academic program accreditation status
- Curriculum development and revision, and the creation or elimination of academic units and programs
- Award of degrees, including honorary degrees
- Faculty affairs, including faculty recruitment, composition, and retention
- Research and scholarship (including external support), instructional, and service activities
- Annual and special fundraising campaigns, and institutional advancement initiatives, including programs to foster productive relationships with alumni and other communities of friends of the University, as well as corporate and foundation, and governmental relations
- Campus master plans
- Quality, condition, and adequacy of the physical assets of the University, including real property, grounds, campus infrastructure and technologies, and equipment, and the acquisition, use, and disposition of such resources
- Construction and capital renovation or improvement projects
- Naming of campus facilities
- Such other matters consistent with its charge as may be referred to the Committee by the Board Chair
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE  
BOARD OF TRUSTEES  

COMMITTEE OF THE WHOLE  

When so convened by the Chair of the Board of Trustees ("the Board"), or the Board upon appropriate motion, all Trustees shall sit as a Committee of the Whole to enable the Board as a Board to give detailed consideration to a matter or matters under conditions approximating those of a Committee of the Board. The Chair of the Board shall preside over meetings of the Committee of the Whole.

The Committee of the Whole shall take no action on behalf of the Board other than the referral of recommendations for action to the full Board.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

AUDIT COMMITTEE

The Audit Committee is responsible for overseeing the quality and integrity of the University’s financial statements, ensuring institutional compliance with mandatory auditing standards, and evaluating institutional systems of risk assessment and internal controls.

The Committee will review and monitor progress on annual plans for audits and related services; select and interact with independent auditors; assess management’s response to audit findings; and evaluate the quality and effectiveness of institutional accounting procedures, the internal audit function, and institutional systems of risk assessment, internal control, and reporting.

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

The Audit Committee shall be comprised of no fewer than four Trustees. Pursuant to the University Bylaws, the President shall not serve as an *ex officio* member of this Committee.
EXECUTIVE COMMITTEE

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

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

With respect to evaluation of presidential performance, the Chair shall annually appoint a Subcommittee on Presidential Evaluation. The subcommittee shall assess the performance of the President and convey its assessment and a compensation recommendation to the Executive Committee for its deliberations and referral by the Committee of a recommendation to the full Board.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

COMMITTEE ON BOARD GOVERNANCE

The Committee shall periodically review the University Bylaws and Board of Trustees’ (“Board”) standards for Trustee conduct, such as the Statement of Trustee Responsibilities and the Trustee Conflicts of Interest policy, and make appropriate related recommendations to the Board.

The Committee shall serve as the nominating committee of the Board for candidates for Board and University officer appointments.

The Committee shall periodically offer recommendations to the Board regarding new Trustees’ orientation, and training and development programs for continuing Trustees, including Board retreats. The development of these recommendations will occur in active consultation with the President and his/her designees.

The Committee shall initiate and oversee Board and Committee self-assessments to maximize Board performance effectiveness.

The Committee shall consider and make recommendations to the Board regarding such other Board policy and protocol matters as the Board Chair may refer to the Committee, following his or her consultation with the Board.
The Labor Advisory Committee shall meet periodically at the request of the Chair of the Board, the President, or their designees, to receive status reports on matters relating to University labor relations and associated collective bargaining agreements.