A meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Saturday, May 22, 2010 at 8:45 a.m. in Livak Ballroom, 417-419 Dudley H. Davis Center.

MEMBERS PRESENT: Chair Robert Cioffi, Vice Chair Harry Chen, Secretary Bill Botzow, Claire Ayer, Samuel Bain, Ian Boyce, Frank Cioffi, David Daigle, Jeff Davis, Johannah Donovan, Daniel Fogel, John Hilton, Jr., Susan Hudson-Wilson, Debbie McAneny, David Potter, Dale Rocheleau, Adam Roof, Bill Ruprecht, Brian Sozanky, Donna Sweeney, Jeanette White and Mark Young

MEMBERS ABSENT: Carolyn Branagan, Christopher Bray and James Douglas

ALSO PARTICIPATING: Senior Vice President and Interim Provost Jane Knodell, Vice President for Legal Affairs and General Counsel Francine Bazluke, Vice President for Executive Operations Gary Derr, and Vice President for Finance and Administration Richard Cate

Chair Robert Cioffi called the meeting to order at 8:55 a.m.

Approval of Previous Meeting Minutes

A motion was made, seconded and it was voted to approve the minutes from the February 6, 2010 and March 8, 2010 meetings as presented.

Public Comment

Chair Cioffi opened the public comment period by requesting that all speakers identify themselves; state their title and the group or organization that they are representing, if any; and to adhere to the three-minute time limit allotted to each speaker under the protocol.

Tyler Wilkinson-Ray, editor of the UVM Student Vision Statement and Student Action Report on the Comprehensive Fee, offered highlights of both documents which were distributed to Trustees in advance of the meeting. He reported that the Report on the Student Comprehensive Fee was a large undertaking by Student Government Association’s Student Action Committee last year, of which he was Chair. The report was written to clarify common misunderstandings and ambiguity among students about what the fee was used for.

In the spring of this year, the Student Government Association (SGA) began a campus-wide search for undergraduates interested in writing a Student Vision for the University of Vermont. The UVM Student Vision Statement was written collaboratively by the SGA and many other undergraduate students. Several drafts were sent out to the student body by the SGA President for review before the draft was considered for publication. The Student Vision is not meant to be a finalized document, but rather one that evolves as does the student opinion at the University. The creators and future curators of the Vision volunteer their time in the aspiration that it will lead students from a reactional position to a formational one.
President Fogel commended both documents and acknowledged that he has had rich discussions and engagement over the course of this semester in meetings with the students.

Annie Doran, a junior in the College of Arts and Sciences, and an SGA Senator, expressed to the Board her concerns regarding her perceived discrepancy between the physical development on campus and the enrichment of the student experience. As an example, she cited the Davis Center which she does not feel serves as the student gathering place it was intended to and for which she does not believe if asked, students would wish to pay a fee for its use. She stated she further believed that the Transciplinary Research Initiative will not enrich the student experience enough and that resources towards that initiative could be better spent on providing communal areas for student to gather and interact. She concluded by sharing her fear that campus will continue to grow physically to attract only students who want services provided to them.

Committee Reports

Educational Policy and Institutional Resources Committee (EPIR)

Chair Claire Ayer began her report by encouraging all Trustees to read the Provost’s report, which outlines the Transdisciplinary Research Initiative (TRI) goal, process, results, resource allocation and next steps. She stated that the reports included in the EPIR section of the board book were most informative and worthy of reading by all Trustees.

The Committee’s discussion of TRI centered on impact on the quality of the undergraduate student experience; the need for “aspirational” metrics and strong accountability mechanisms; and the need for all faculty and student voices to be heard as the Initiative moves forward. The Committee unanimously endorsed and recommends for Board approval the Provost’s report on the TRI and authorized the administration to take steps consistent with the direction outlined in the report, requiring reports at each EPIR meeting until otherwise directed.

A report on the status of Academic Program review was offered and the Committee discussed the principles for revising the process. A draft proposal will be presented to the full Faculty Senate in the Fall Semester of 2010. The major change is bringing external reviewers to campus.

The Committee received an update on the establishment of a University-wide General Education requirement and continued discussion on the Board’s role in the assessment process. It is anticipated that the proposal for implementation of Phase A will be brought to the Faculty Senate this fall.

In follow-up to the Committee’s inquiry an overview of opportunities available at the University including internships, service-learning, federal Work-Study and Career Development was offered. Information on those opportunities is available in attachment 3 of the Committee materials.

The Committee also received a brief overview of the proposed plan for a First-Year Experience Program to improve the student experience at UVM by increasing student success, satisfaction and retention. The program has three primary areas: coordinated leadership; academic unit initiatives; and co-curricular modules.
Other action items endorsed by the Committee, and included on the consent agenda for Board consideration, are resolutions approving the adoption of a gift policy; creation of a Bachelors of Arts in Linguistics; movement of the Department of Communication Science from the College of Arts and Sciences to the College of Nursing and Health Sciences; Department name change to Communication Sciences and Disorders; creation of a new Bachelor of Science in Communication Sciences and Disorders; the renaming of the graduate degree to the Master of Science in Communication Sciences and Disorders; and the elimination of a Minor in Studio Art.

**Budget, Finance and Investment Committee (BFI)**

Chair Debbie McAneny reported that BFI leadership has been working with the administration on the budget recommendation since February, and that the Committee met in April to review the general fund parameters. The Committee and University administration have responded to the difficult economic times that the nation is facing by departing from the strategic financial plan-proposed 6% tuition increase. The proposed tuition increase was reduced to 4.8%, and again to 4.0% with the recent one-time appropriation of $2.58 million from the State of Vermont. She further recognized that the proposed budget is underfunding many important initiatives such as deferred maintenance and technology. In view of the difficult economic times, the majority of the Committee agreed it would be acceptable to allow for this one-time budget gap. The five budget-related resolutions included on the consent agenda were approved by the Committee for recommendation to the full Board by a vote of 10-1.

Trustee Sam Bain, Chair of the Investment Subcommittee (ISC) reported that the endowment was valued at $303.5 million, up 3.7% CYTD; up 19.5% FYTD; and up 26.2% for the trailing year. He reminded the Board that the ISC has regular monthly meetings to discuss manager performance and review asset allocation targets. The Subcommittee will meet June 10th to interview firms who responded to the RFP for Independent Investment Advisory Services and that the finalist will be recommended to the Executive Committee for a new contract July 1, 2010. The ISC will meet again on July 20th to review presentations from four managers; a Hedge, a Cap Fund to Fund, a Real Estate Fund to Fund, and a Distressed Cap. Chair Bain stated that the ISC takes a long range view of endowment performance and that the portfolio is very well-positioned and highly diversified. At the recommendation of the ISC, the BFI Committee recommends reclassification of an investment of land known as the Whittlesley Property. A resolution approving that recommendation is included on the consent agenda.

Trustee Bain next reported that the Committee received an update on the work of the Socially Responsible Investing Work Group (SRIWG) from Claire Burlingham, University Controller and Leader of the Work Group. Two proposals were presented by the University community during the academic year. One proposal generated discussion from the opposing side. The SRIWG, whose membership includes representation from all University constituents, recognizes the need to develop a process around soliciting community input on proposals and will review best practices of other universities and develop a recommendation. Upon review and recommendation by the ISC, the BFI Committee recommends resolutions reaffirming divestiture from Sudan and from companies manufacturing or distributing cluster munitions and/or military items containing depleted uranium.

Chair McAneny reported that the Committee decided to table the discussion of the ten-year budget plan until October and that the President will be appointing a small group to review the strategic
capital planning process, including the prioritization tool, and that any proposals for changes will brought back to the Committee at a future meeting.

Additional action items endorsed by the Committee, and included on the consent agenda for Board consideration, are approval of the Clinical Simulation Laboratory and approval of reallocation of existing bond funds for deferred maintenance and classroom projects.

Audit Committee

Chair Bill Botzow reported that the Committee met on March 8th and May 10th. At each meeting, updates on internal audit activity were provided. The Conflict of Interest Policy and the Hiring of Temporary Employee audits are still in process with both audits expected to be issued before the end of FY 2010. Other internal activity includes the recruitment of two internal audit positions and a shared administrative assistant with the Office of Compliance Services, to be completed by late summer. An RFP for co-sourced audit resources was issued and an RFP for construction audit services is in process.

Regarding external auditing activity, the U.S. Department of Labor completed its audit of the University’s affirmative action plan and I-9 compliance, and reported positive findings. The National Science Foundation FFR Award Monitoring Review is in process. KPMG has started its work on the FY 2010 financial statement and A-133 audit. The Department of Defense (DOD) audit has been postponed until June 21 and will include NASA grants. The DOD will also conduct an exit interview, but is not expected to issue a report.

At the May 10 meeting, Chair Botzow reported, Bill Harrison, the new Chief Internal Auditor, and Anna Drummond, the new Chief Compliance Officer, were introduced to the Committee. Mr. Harrison presented the draft FY 2011 audit plan, which takes into consideration factors such as input from senior management and the Board as well as results of prior audit activity. His goals include building his office staff, delivering the audit plan and making sure internal controls such as enterprise risk management and Chief Security Officer are well coordinated. Mr. Harrison also presented the preliminary FY 2011 Office of Audit Services budget, which includes resources for two new internal staff. Ms. Drummond discussed a draft Compliance work plan noting that Erica Heffner, former Interim Chief Internal Auditor, is now a member of the Compliance Office.

At the end of the Chair’s report, the Board briefly discussed the process for the analysis of risk assessment. Vice President Cate indicated that trustees would be included in the process, which would be broad and follow best practices, possibly including the combination of an electronic survey and interviews. Regular reports will be made to the Audit Committee will an annual update to the full Board. Trustee Rocheleau suggested time be set aside at a board meeting for discussion of “risk appetite”. Board Chair Cioffi requested that the Enterprise Risk Management work plan for the next six to nine months be shared with Board members for comment.

Trustee John Hilton excused himself from the meeting at 9:50 a.m.
Board of Trustees meeting minutes – May 22, 2010

Board Governance Committee

Chair Frank Cioffi reported that the Committee met on April 26th and engaged in a brief orientation for new Committee members. He reminded Trustees that the 2010 retreat date has been rescheduled for September 10-11 at the Equinox Resort in Manchester, Vermont. The focus of the retreat will be to discuss the long-range mission and vision of the University and the Board-level strategies required to achieve it effectively. The Committee reviewed a preliminary agenda outline and provided feedback. Board Chair Cioffi and President Fogel plan to discuss possible revisions to the draft agenda and will present their outcome to the Committee at its next meeting.

The Committee reviewed and accepted the recommendations made by the Committee Structure Assessment Work Group and those recommendations are included on the consent agenda for Board approval.

Vermont Agricultural College Board

Chair Johanna Donovan reported that the Board elected officers for the year. Jeanette White was elected Chair; David Potter, Vice Chair; and Donna Sweany, Secretary.

The Board received an update on the Dairy Center for Excellence, College of Agriculture and Life Sciences activity and efforts Extension is making around the State.

Chair Donovan concluded her remarks by expressing the Vermont Agricultural College Board’s appreciation for the opportunity to meet in the new Jeffords Hall.

University of Vermont Board

Chair Susan Hudson-Wilson reported that the Board reviewed the Wilbur Trust report then met in executive session for the remainder of the meeting to discuss the evaluation and appointment of public officers.

Chair Hudson-Wilson also concluded her remarks by expressing the UVM Board’s appreciation for the opportunity to meet in the new Jeffords Hall.

Approval of Consent Agenda

Chair Cioffi presented the consent agenda and requested that resolution #7 be removed and voted on separately. He offered an opportunity for discussion on any of the action items included on the consent agenda. Susan Hudson-Wilson requested that resolution #12 be removed and voted on separately.

The remainder of the consent agenda was presented for approval:
COMMITTEE OF THE WHOLE

(1) Resolution Approving Establishment of Affiliated Foundation

WHEREAS, this Board of Trustees (“Board”) charged a trustee Work Group with responsibility for examining the desirability and feasibility of establishing a University-affiliated fundraising foundation; and

WHEREAS, following study and deliberation, the Work Group issued a report dated May 11, 2010, containing its recommendation and associated rationale;

THEREFORE, BE IT RESOLVED, that the Board accepts the recommendation of the Work Group that the University take all necessary and appropriate steps to facilitate establishment of an affiliated fundraising foundation in a manner consistent with the principles and parameters set forth in the report; and

BE IT FURTHER RESOLVED, that the Board requests and directs its Chair and the President, or their designees, to report periodically to the Board on the status of this initiative.

(2) Acceptance of Board Governance Committee Report on Assessment of Committee Structure and Operations and Authorization to Implement Recommendations

WHEREAS, after trustee surveys and study of the structure and operations of the Committees of the Board, the Board Governance Committee has issued associated recommendations,

BE IT RESOLVED, that the Board accepts the report of the Governance Committee, and

BE IT FURTHER RESOLVED, that the Board authorizes the Chair to take steps consistent with the recommendations, subject to the further approval of the Board where so required by the Bylaws or law.

(3) Approval of Optical Fiber Connection Contract

BE IT RESOLVED, that the Vice President for Finance and Administration (or his successor or designee), in consultation with the Chief Information Officer, is hereby authorized to negotiate and execute an Optical Fiber Connection contract with TelJet Longhaul, Inc., for a term of 10 years in the amount of $2 million dollars.

(4) Approval of Undergraduate Admission Inquiry Development and Priority Application Program Contract

BE IT RESOLVED, that the Vice President for Finance and Administration (or his successor or designee), in consultation with the Director of Admissions, is hereby authorized to negotiate and execute an Undergraduate Admissions Inquiry Development and Priority Application Program
contract with Royall & Company, for a term of three years and an estimated amount of $1.7 million dollars beginning June 1, 2010.

(5) **Approval of Job Order Contract**

RESOLVED, that the Vice President for Finance and Administration (or his successor or designee) is hereby authorized to execute a job order contract for small construction projects with J. A. Morrissey, Inc. This one-year contract has a guaranteed minimum annual value of $50,000 and a maximum of $970,000 beginning March 1, 2010, with the possibility of renewal on the same terms for up to two additional years.

(6) **Approval of Student Health Insurance Contract**

BE IT RESOLVED, that the Vice President for Finance and Administration (or his successor or designee), in consultation with the Director for Health and Wellbeing, and the Director of Risk Management, is hereby authorized to negotiate and execute a Student Health Insurance contract with University Health Plans (UHP), for a term of three years at an estimated amount of $3.6 million dollars for each fiscal year 2011, 2012, and 2013.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES**

(8) **Resolution Approving Gift Policy**

RESOLVED, that the Board hereby approves and adopts the Gift Policy attached hereto as Attachment A, effective May 22, 2010.

(9) **Resolution Approving Bachelor of Arts in Linguistics**

RESOLVED, that the Board of Trustees approves the creation of a Bachelor of Arts in Linguistics, as approved and advanced by the Provost on April 22, 2010, and the President on April 28, 2010.

(10) **Resolution Regarding the Department of Communication Sciences**

RESOLVED, that the Board of Trustees approves movement of the Department of Communication Sciences from the College of Arts and Sciences to the College of Nursing and Health Sciences; and

THAT, the Board of Trustees approves the Department name change to Communication Sciences and Disorders; and

THAT, the Board of Trustees approves the creation of a new Bachelor of Science in Communication Sciences and Disorders; and
BE IT FURTHER RESOLVED, that the Board of Trustees approves renaming the graduate degree to the Master of Science in Communication Sciences and Disorders, as approved and advanced by the Provost on April 22, 2010, and the President on April 28, 2010.

(11) **Resolution Approving Elimination of Minor in Studio Art**

RESOLVED, that the Board of Trustees approves the elimination of a minor in Studio Art, as approved and advanced by the Provost on April 22, 2010, and the President on April 28, 2010.

**BUDGET, FINANCE & INVESTMENT**

(13) **On-line Tuition Rate**

RESOLVED, that the Board of Trustees hereby approves the establishment of a flat tuition rate for programs that enroll non-degree or certificate students and are offered primarily on-line. On-line tuition will go into effect for the Fall 2010 semester at a rate of $508 per credit hour for the 2010-11 academic year.

(14) **Room and Meal Plan Rates, Fiscal Year 2011**

RESOLVED, that the Board of Trustees hereby approves room and meal plan rates for Fiscal Year 2011 as follows:

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<thead>
<tr>
<th>Room Type</th>
<th>per year</th>
</tr>
</thead>
<tbody>
<tr>
<td>Private Single with Bath</td>
<td>$7,736</td>
</tr>
<tr>
<td>Private Double with Bath</td>
<td>$7,556</td>
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<td>Suite Single with Shared Bath</td>
<td>$7,316</td>
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<tr>
<td>Suite Double with Shared Bath</td>
<td>$6,318</td>
</tr>
<tr>
<td>Traditional Single</td>
<td>$7,136</td>
</tr>
<tr>
<td>Traditional Double</td>
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<tr>
<td>Traditional Triple</td>
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<td>Traditional Quad</td>
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<tr>
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<td>Retail Dining – High Points</td>
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<td>$3,156</td>
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<tr>
<td>Unlimited Access (+250 Points)</td>
<td>$3,528</td>
</tr>
</tbody>
</table>

(15) **Student Fees for Fiscal Year 2011**

RESOLVED, that the Board of Trustees approves increases to student fees from $1,842 to $1,886 effective with the 2010-2011 academic year.
(16) **Fiscal Year 2011 Budget Planning Assumptions: General Fund**

RESOLVED, that the Board of Trustees hereby approves the budget planning assumptions for Fiscal Year 2011, which lead to a General Fund operating expense budget for the University of $289,652,000, and authorizes the President to proceed with detailed budget preparation in accordance with these assumptions.

*(As recommended by the ISC February 23, 2010)*

(17) **Resolution Recommending Reclassification of Investment**

WHEREAS, in December 1987, the University acquired 18.6 acres of farmland at 1220 Spear St. known as the Whittlesley Property ("the property") as an investment in the unrestricted quasi-endowment; and

WHEREAS, the property has been used to support the operations of the UVM Farm since the purchase and will continue to be used by the UVM Farm for the foreseeable future; and

WHEREAS, accounting standards now require investments in real estate to be reported at fair market value, which would require regular reappraisals of the property;

NOW, THEREFORE, BE IT RESOLVED, that the Budget, Finance and Investment Committee recommends that the property be reclassified from investment in the quasi-endowment fund to land in the University fund for fixed assets used in operations.

*(As recommended by the ISC April 21, 2010)*

(18) **Reaffirm Divestiture from Sudan**

RESOLVED, that the Board of Trustees reaffirms its Resolution for Divestment from Sudan, as adopted by the Board on May 18, 2006, and amended by the Executive Committee on June 12, 2006 (stated below).

BE IT FURTHER RESOLVED, that the Budget, Finance and Investment Committee, as successor to the Committee on Socially Responsible Investing, will review this resolution on an annual basis.

**Resolution for Divestment from Sudan (June 12, 2006)**

WHEREAS, the University’s Policy Statement on Moral, Social and Ethical Considerations in Investment and Shareholder Resolutions holds that the primary objective of investment by the University is to provide a satisfactory return on investment for the support of University operations based upon the Prudent Investor Rule; and
WHEREAS, the Policy Statement also holds, however, that the policy of fiscal prudence shall not preclude the University from considering moral, ethical, and social criteria in determining companies in which to invest; and

WHEREAS, a balanced group of the University community has been convened as the Committee on Socially Responsible Investing and has studied the issue of genocide in the Darfur region of Sudan and has made recommendations to the Investment Committee of the Board of Trustees;

THEREFORE, BE IT RESOLVED, that the University adopt and implement a policy of targeted divestment from companies doing business with or otherwise aiding the governing regime of Sudan based on the model developed by the Sudan Divestment Task Force;

BE IT FURTHER RESOLVED, that the University implement its divestment policy to the fullest extent consistent with its fiduciary responsibilities; and

BE IT FURTHER RESOLVED, that the Socially Responsible Investment Work Group will review and reaffirm this resolution on an annual basis.

(19) **Reaffirm Divestiture from Companies Manufacturing or Distributing Cluster Munitions and/or Military Items Containing Depleted Uranium**

RESOLVED, that the Board of Trustees reaffirms its Resolution for Divestment from Companies Manufacturing or Distributing Cluster Munitions and/or Military Items Containing Depleted Uranium as adopted by the Board on May 15, 2009 (stated below);

BE IT FURTHER RESOLVED, that the Budget, Finance and Investment Committee will review this resolution on an annual basis.

**Resolution Regarding Divestment from Companies Manufacturing or Distributing Cluster Munitions and/or Military Items Containing Depleted Uranium (May 15, 2009)**

WHEREAS, the board reaffirms its commitment to “Our Common Ground” and its stated values of “justice” and “responsibility”; and

WHEREAS, the University’s policy of fiscal prudence shall not preclude the consideration of moral, ethical and social criteria in determining companies in which to invest, and that the University will take an active role on request in pursuing shareholder resolutions through proxy resolutions and other means in order to further its goal of investing in firms that produce safe and useful products in accord with moral, ethical and social criteria; and

WHEREAS, reaffirming the Declaration of the Oslo Conference on Cluster Munitions, by which, inter alia, States recognized the grave consequences caused by the use of cluster munitions and committed themselves to conclude by 2008, a legally binding instrument that would prohibit the use, production, transfer, and stockpiling of cluster munitions that cause
 unacceptable harm to civilians, and would establish a framework for cooperation and assistance that ensures adequate provision of care and rehabilitation for victims, clearance of contaminated areas, risk reduction education, and destruction of stockpiles; and

WHEREAS, weapons containing depleted uranium have potentially harmful effects on human health and the environment and do so indiscriminately;

BE IT RESOLVED, that the Budget, Finance & Investment Committee recommends University divestment from companies that are materially engaged in the manufacture of:

a) Cluster munitions as defined by the Oslo Treaty of December 2008.

b) Military equipment and/or weapons containing depleted uranium.

BE IT FURTHER RESOLVED that the Socially Responsible Investment Work Group will review and reaffirm this resolution on an annual basis.

(20) Clinical Simulation Laboratory Resolution

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of $2,000,000 for the Clinical Simulation Laboratory (the “Project”) at its February 2010 meeting and found it an institutional priority, consistent with the Strategic Capital Plan and worthy of further consideration; and

WHEREAS, at the same meeting the Educational Policy and Institutional Resources Committee endorsed the Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval at a subsequent meeting; and

WHEREAS, the new design estimate for the project has been developed to reflect a new cost of $2,300,000; and

WHEREAS, the College of Medicine and College of Nursing and Health Sciences have budgeted $2,300,000 of donor and available college one-time funds for this project;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and Administration and University Treasurer, or his successor or designee, is hereby authorized to utilize the College of Medicine and College of Nursing and Health Sciences donor funds to finance the $2,300,000 Clinical Simulation Laboratory Project; 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 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.
(21) **Reallocation of Existing Capital Bond Funds Resolution**

WHEREAS, the University wishes to manage its debt in the most cost-effective way in accordance with its Board-adopted Debt Policy; and

WHEREAS, in 2005, 2007, and 2009, the Board of Trustees authorized the issuance of General Obligation Bonds for various capital projects; and

WHEREAS, the University initially authorized the expenditure of these three bond proceeds for certain projects that have been completed to a level whereby a balance of funds will not be expended; and

WHEREAS, the University now wishes to authorize the expenditure of $145,100 from 2005 bond proceeds, $965,000 from 2007 bond proceeds, and $1,689,900 from 2009 bond proceeds towards several priority deferred maintenance and classroom projects,

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and Administration and University Treasurer, or his successor or designee, is hereby authorized to reallocate $100,000 from the Wing-Davis-Wilks Renovation project, $35,000 from the Carrigan Wing project, $10,100 from the Centennial Drainage project, $150,000 from the Carbon Monoxide Monitoring project, $35,000 from the Marsh-Austin-Tupper Renovation project, $200,000 from the University Heights project, $10,000 from the 438 College Street project, $400,000 from the DeGoesbriand Fitup project, $70,000 from the Williams Hall project, $100,000 from the Rowell Rehab project, $189,900 from the Campus Life Task Force II project, and $1,500,000 from the Jeffords Hall project, to finance $2,800,000 of priority deferred maintenance and classroom projects, 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 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.

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

Chair Cioffi next presented resolution #12:

(12) **Tuition Charges for Fiscal Year 2011**

RESOLVED, that the Board of Trustees hereby approves increases in the following tuition rates effective with the 2010-2011 academic year:

- a. In-state tuition from $11,712 to $12,180 per year, or $508 per credit hour.
- b. Out-of-state tuition from $29,568 to $30,984 per year, or $1,281 per credit hour.
c. Medical student in-state tuition from $27,750 to $28,440 per year for first-year students; from $27,750 to $28,440 for second-year students; from $27,210 to $27,890 for third-year students; and from $27,210 to $27,890 for fourth-year students. Medical student out-of-state tuition from $48,570 to $49,780 per year for first-year students; from $48,570 to $49,780 for second-year students; from $47,630 to $48,820 for third-year students; and from $47,630 to $48,820 for fourth-year students.

A motion was made, seconded and it was voted to approve the resolution as presented by a vote of 20-1.

Chair Cioffi next presented resolution #7:

(7) Resolution regarding Transdisciplinary Research Initiative

WHEREAS, it is the mission of the University to create, evaluate, share, and apply knowledge and to prepare students to be accountable leaders who will bring to their work dedication to the global community, a grasp of complexity, effective problem-solving and communication skills, and an enduring commitment to learning and ethical conduct; and

WHEREAS, it is the vision of the University to be among the nation’s premier small research universities, preeminent in our comprehensive commitment to liberal education, environment, health, and public service; and

WHEREAS, the Faculty Senate and the Board approved a University Strategic Plan (“strategic plan”) for the years 2009-2013 within which the strategic plan goal as to academic quality is to increase the quality and stature of academic programs and align undergraduate and graduate education with institutional priorities; the strategic plan goal as to scholarship is to focus and strengthen research, scholarship, and the creative arts, and develop outstanding graduate programs that support the creation and sharing of knowledge; and the strategic goal as to the student experience is to provide a distinctive university experience that prepares students for success as accountable leaders in the 21st century; and

WHEREAS, in a 2009 statement entitled “The Road to Excellence,” the administration articulated steps designed to advance academic excellence at UVM, such steps being developed with reference to the directions outlined in the strategic plan and (a) informed by the recommendations submitted in December 2008 by Strategic Plan Action Idea Working Groups; (b) responsive to the New England Association of Schools and Colleges (NEASC) 2009 reaccreditation process and the associated report of the NEASC Evaluation Team; and (c) aligned with the 2009 recommendations of the Transformational Change Working Group chaired by Professor Robert Taylor; and

WHEREAS, the articulated steps resulted in the launch of a Transdisciplinary Research Initiative (TRI), the goals of which are to bring greater focus, distinction, and intentionality to the University’s
research and scholarly enterprise; to enhance opportunities for faculty to participate in quality research and graduate programs; and to energize the culture of graduate and undergraduate education at UVM by making all of the resources of the University available to advanced students and by enriching the possibilities for undergraduate research and Transdisciplinary teaching;

THEN, BE IT RESOLVED, that the Board accepts the report from the administration on the status and progress of the TRI, and authorizes the administration to proceed with next steps consistent with the report and as required by customary governance channels; and

BE IT FURTHER RESOLVED, that the Board requests and directs that the administration report periodically at each regular meeting, until otherwise directed, on progress on the TRI to the Educational Policy and Institutional Resources Committee and at meetings of the full Board.

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

At 10:10 a.m. the Chair called for a brief break.

Executive Session

At 10:15 a.m. Chair Cioffi called the meeting back to order and asked for a motion to enter into executive session for the purpose of discussing contracts and civil actions, civil actions and a personnel matter. The motion was made, seconded and approved. All in attendance were excused from the meeting with the exception of Trustees and Vice Presidents Jane Knodell, Fran Bazluke, Richard Cate, and Gary Derr.

At 11:15 a.m., all Vice Presidents in attendance were excused with the exception of Vice President Fran Bazluke.

At 11:45 a.m. the meeting was re-opened to the public.

Other Business

Chair Cioffi presented the following resolution for approval:

Resolution Regarding 2011 Commencement Speaker

WHEREAS, on this date the President has reported on the status of identifying a Commencement Speaker for 2011;

BE IT RESOLVED, that the Board authorizes the President to extend an invitation to the individual recommended by the President, in consultation with the Honorary Degree Work Group; and

BE IT FURTHER RESOLVED, that the President shall report his final actions to the Board in due course.
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 11:50 a.m.

Respectfully submitted,

Bill Botzow, Secretary
Gifts

Policy Statement

The University of Vermont offers its donors many opportunities to make gifts supporting UVM’s mission. It is important that the University has policies and guidelines in place to set forth gift acceptance protocols, honor donor intentions, and expedite the processing of gifts from acceptance to deposit and receipt, thereby maximizing the impact of gifts to the University.

The University values and is responsible for maintaining its integrity, independence, and academic freedom. No gift can be received which is overly restrictive in purpose or which sets limits on the research and scholarly work that a faculty member or student can perform. The University will not accept gifts which violate federal, state, or local laws or violate University policies, including Equal Opportunity in Educational Programs and Activities Policy.

Reason for the Policy

This policy is designed to provide guidance regarding gift acceptance and administration to the University community and the general public effectively to facilitate the gift-giving process. The purpose of this policy is to provide prospective donors with the greatest flexibility possible in formulating their gifts within governing policy and legal parameters while assuring that gifts obtained will support programs consistent with the mission of the University of Vermont. This policy is also intended to streamline the handling of gift transactions in a professional manner and to assist the donors in completing their gifts to the University of Vermont. Furthermore, it is intended to provide established gift acceptance guidelines.
Strategic Direction

This policy supports the following goals in the University’s Strategic Plan http://www.uvm.edu/~presdent/?Page=mission.html:

- Diversity: Build a diverse and globally aware university community sustained by an inclusive, supportive, and just campus climate.
- Academic Programs: Increase the quality and stature of academic programs and align undergraduate and graduate education with institutional priorities.
- Scholarship: Focus and strengthen research, scholarship, and the creative arts, and develop outstanding graduate programs that support the creation and sharing of knowledge.
- Student Experience: Provide a distinctive university experience that prepares students for success as accountable leaders in the 21st century.
- Institutional Efficacy: As an institution, model the highest standard of ethical conduct, accountability and best practice, public service, and strong commitment to lifelong learning.

Applicability of the Policy

This policy applies to all members of the University of Vermont community, including but not limited to academic units, administrative units, student services and activities, auxiliary services, Athletics, Libraries, Fleming Museum, Lane Series, Morgan Horse Farm, and Extension.

Policy Elaboration

The University seeks gifts from individuals, corporations, foundations and other organizations to fulfill its purposes of teaching, research, scholarship and public service as well as offering a distinctive student experience both in and out of the classroom. The University can only accept gifts that will advance the core mission of the institution; gifts cannot be accepted if they do not meet these criteria.

Various methods of gift-giving can provide flexibility, security, and tax savings to donors. Unrestricted resources are essential to ensure the continued quality of the institution’s academic programs and supporting services and to sustain and enhance the institution’s financial strength and flexibility. Gifts accepted by the University must not inhibit it from seeking gifts from other donors, be they similar or different, foreign or domestic.

Gifts must be designed and administered in a manner consistent with legal requirements. Donations for certain purposes are not acceptable as charitable gifts to the University. For example, gifts cannot be accepted as payment for tuition, fees, loans, room, board, or other student expenses. In general, donors cannot make restrictions or conditions that personally benefit a named individual or individuals.
The Board of Trustees accepts and acknowledges gift reports at normally scheduled meetings. The Office of Development and Alumni Relations is also responsible for compiling certain categories of gifts (as explained below) for Board approval. In accepting a gift, the University also acquires a responsibility to the donor to steward that gift. This stewardship includes administering the gift properly, directing the gift’s use as the donor intends, providing the donor with appropriate financial information about the gift, and reporting to the donor about the use of the funds. Donors may request copies of the governing documents of any fund to which they donate.

Solicitations of gifts by the University are coordinated by the Office of Development and Alumni Relations to ensure compliance with this policy and related policies. The final decision-making authority on all gifts is held by the President as well as the Board of Trustees as outlined in Board Reserved Rights and Delegations.

Gift officers in the Office of Development and Alumni Relations provide personalized assistance to donors seeking to understand and choose from the wide range of gift types. Gift officers also inform donors about the specific protocols involved in University approval and acceptance of various gifts. The Gift Acceptance Guide (below) summarizes various University policies and procedures relating to gifts.

While the University's gift officers strive to maintain a high level of familiarity with current tax laws and policies, neither they nor other University officials are able to give legal or tax advice to donors. The information that those officers provide, and the information provided in this policy, are presented for discussion purposes only and should not be considered or used as legal advice. Donors and prospective donors should always confer with their own legal counsel, tax or financial planning advisors for opinions about the tax or other legal consequences of specific situations.

A) Gift Purposes and Naming Opportunities

This policy establishes minimum gift levels and approvals required for gift purposes and naming opportunities. Depending upon the specialty, uniqueness of purpose, analysis of existing and future University support, and other factors, the University may require higher levels of gifts for certain purposes and naming opportunities in order to achieve and sustain the donor's intent. This policy does not govern naming approval where there is no gift.

1) Common Purposes and Funds — Donors may make gifts to the UVM Fund (the University’s unrestricted fund); discretionary funds designated to individual colleges, schools, departments or other units; existing current operating gift funds supporting such purposes as scholarships, departmental research or student activities; and the University’s unrestricted endowment or other existing endowments, where permitted. Donors may make gifts, not involving a naming opportunity but with new or special restrictions, for individual colleges, schools, departments or other units; the Vice President of Development and Alumni Relations reviews and approves these gifts. A department wishing to establish a new current operating gift fund must submit a request to the Office of Development and Alumni Relations, where it will be reviewed and approved by the
department’s respective Dean or Vice President and by the Vice President for Development and Alumni Relations.

2) Named Funds — Donors wishing to establish new named funds may propose the name and any restrictions to the University, which will be reviewed and approved according to the following standards:
   a) Named Deanship — Provides support to a range of discretionary uses, including but not limited to a dean's salary and related expenses, faculty research and scholarship, public service, professional conferences and other programs related to the promotion of academic excellence in the school or college. Minimum Endowment Gift: As set by the President. The factors considered shall include but are not limited to: the size of the college or school; the marketability of the deanship to prospective donors; actual costs of the dean's office; and the uniqueness of the naming opportunity. Named Deanships are reviewed and recommended by the Vice President for Development and Alumni Relations, the Provost, and the University Treasurer with the appropriate Dean or Vice President and with the Associate Vice President for Budget and Resource Management. The President approves Named Deanships.

   b) Named Chair or Professorship — Provides support to a faculty member's salary and related expenses, including but not limited to teaching, instructional programs, research, public service and professional conferences. Minimum Endowment Gift: $3.0 million for a Chair, $1.0 million for a Professorship, or $250,000 for a Green & Gold Professor. Named Chairs and Professorships are reviewed and recommended by the Vice President for Development and Alumni Relations, the Provost, and the University Treasurer with the appropriate Dean or Vice President and with the Associate Vice President for Budget and Resource Management. The President approves Named Chairs or Professorships; the Provost approves Named Green & Gold Professors.

   c) Named Faculty Teaching or Research Award — Provides support to a faculty member’s scholarly activities including teaching, research, public service, professional development and other general purposes. Minimum Endowment Gift: $100,000. Minimum Current Operating Gift: $10,000 per year. Named Faculty Teaching or Research Awards are reviewed and recommended by the Vice President for Development and Alumni Relations and the appropriate Dean. The Provost approves Named Faculty Teaching or Research Awards.

   d) Named Graduate Fellowship — Provides support in the form of financial aid, stipends or other support to graduate students for education, research and scholarly work. Minimum Endowment Gift: $250,000. Minimum Current Operating Gift: $25,000 per year. Named Graduate Fellowships are reviewed and recommended by the Vice President for Development and Alumni Relations and the Dean of the Graduate College and appropriate School or College Dean. The Provost approves Named Graduate Fellowships.

   e) Named Scholarship — Provides financial aid to students. Donors may specify additional restrictions (including undergraduate/graduate, academic unit, degree/program, residency, or merit/need). Minimum Endowment Gift: $100,000. Minimum Current Operating Gift: $10,000 per year. Named Scholarships are reviewed and recommended by the Vice President for
Enrollment Management and appropriate Dean or Vice President. The Vice President for Development and Alumni Relations approves Named Scholarships.

f) Named Departmental or Programmatic Fund — Provides support to a department, program or other unit for its general purposes, including but not limited to teaching, research, professional development, lectureships, and equipment. Minimum Endowment Gift: $100,000. Minimum Current Operating Gift: $10,000 per year. Named Departmental or Programmatic Funds are reviewed and recommended by the appropriate Dean or Vice President. The Vice President for Development and Alumni Relations approves Named Departmental or Programmatic Funds.

3) Named Facilities — The minimum gift level varies with the facility being named. Generally, the gift will be used to support construction, renovation and operating expenses of the facility or support other general purposes designated by the University. The naming of a facility is intended to last for the useful life of the facility and, at that time, the Vice President for Development and Alumni Relations shall strive to find a suitable way to honor the original name, based on options available. Donors wishing to name new, renovated or existing facilities may propose the name and any restrictions to the University, which will be reviewed and approved according to the following standards:

a) Named Buildings — Includes buildings, halls, wings, arenas, fields and other substantial indoor and outdoor physical spaces. Minimum Gift Level: As set by the President. The factors considered shall include but are not limited to: the value of the space to the University; the marketability of the space to prospective donors; actual costs to build, renovate and/or operate the space; the uniqueness of the naming opportunity; and the useful life of the space. Named Buildings are reviewed and recommended by the Vice President for Development and Alumni Relations, the Provost, and the University Treasurer with the appropriate Dean or Vice President and with the Associate Vice President for Budget and Resource Management. The President approves Named Buildings for transmission to the Board of Trustees for Resolution Specific Approval as outlined in Board Reserved Rights and Delegations.

b) Named Rooms — Includes classrooms, laboratories, offices and other minor physical spaces. Minimum Gift Level: As set by the Provost. The factors considered shall include but are not limited to: the value of the space to the University; the marketability of the space to prospective donors; actual costs to build, renovate and/or operate the space; the uniqueness of the naming opportunity; and the useful life of the space. Named Rooms are reviewed and recommended by the Vice President for Development and Alumni Relations and the University Treasurer with the appropriate Dean or Vice President and with the Associate Vice President for Budget and Resource Management. The Provost approves Named Rooms.

4) Named Academic Units — The minimum gift level varies with the academic unit being named and the factors considered shall include but are not limited to: the history, reputation, and visibility of the academic unit; the marketability of the academic unit to prospective donors; actual costs to operate the academic unit; and the uniqueness of the naming opportunity. Generally, the gift will be used to support faculty scholarly activity, student scholarships and programmatic needs, and other general purposes of the academic unit. Donors wishing to name academic units may propose the name and any restrictions to the University for review and approval. Named Academic Units
are reviewed and recommended by the Vice President for Development and Alumni Relations, the Provost, and the University Treasurer with the appropriate Dean or Vice President and with the Associate Vice President for Budget and Resource Management. The President approves Named Academic Units for transmission to the Board of Trustees for Resolution Specific Approval as outlined in Board Reserved Rights and Delegations.

5) Name Approval — The University recognizes its commitment to the public trust and will only approve naming gifts that are consistent with UVM’s mission and values. In addition, the following factors will be considered: the standing of the donor in the community or profession; the nature and duration of the relationship of the proposed honoree to the University; the honor and distinction the proposed name will bring to the University; and whether any philanthropic commitments connected with the naming can be realized.

6) Name Removal — The University reserves the right to remove any name should the donor not fulfill the related pledge or should the name come into disrepute in the University or in the general community. The Vice President of Development and Alumni Relations and the Provost are responsible for making name removal recommendations to the President based on individual gift and naming circumstances.

7) Solicitation Approval – Solicitations and gifts of $250,000 or more are typically coordinated by the Office of Development and Alumni Relations and approved by the President and/or Provost.

B) Gift Types

1) Common Gift Types — Common gift types include cash, publicly traded securities, unrestricted and restricted realized bequests, tangible personal property or gifts in kind retained by the University for its use. Common gift types are accepted by the Office of Development and Alumni Relations.

2) Special Gift Types — Special gift types include but are not limited to real estate; partnership interests; stock options; bargain sales; life income arrangements; bequest intentions; retirement plan designations; life insurance policies; charitable lead trusts; retained life estates; charitable funds managed by others; private grants with no or very limited reporting requirements; tangible personal property or gifts in kind that require undue expenditures, require special IRS documentation or involve the University in unexpected responsibilities because of their source, conditions, or purposes; or any other gift situation not clearly governed by this policy. These special gift types must be proposed to and approved by the Vice President for Development and Alumni Relations in consultation with the University Treasurer, General Counsel, Provost and President as needed. For example, counsel's advice may be sought in the execution of trusts when the University is a co-trustee, or with unusual specialized legal obligations, such as life interest in real estate. In addition, the President must approve all gifts of real estate for transmission to the Board of Trustees for Resolution Specific Approval. Donors should note that in certain cases, such as gifts of real estate or tangible personal property, the University will generally look to the donor to bear expenses incurred in receiving or maintaining gifts. These expenses may include, but are not limited to, real estate appraisal fees, environmental audit expenses incurred by the University
as part of due diligence, and on-going maintenance costs incurred for holding the asset prior to sale.

3) **Pledges** — A pledge is a formal written commitment to make gifts based on an agreed upon schedule. A pledge may not include anticipated matching gifts, nor payments from others.

   a) **Pledge with a Naming Opportunity** — A pledge with a naming opportunity may not exceed five years and the naming is contingent upon fulfillment of the pledge. A donor establishing a named endowment with a multi-year pledge may choose to make additional current operating gifts during the pledge period, supporting the same purpose of the named endowment (professorship, scholarship, etc.). These gifts should approximate the income to be generated from the fully-funded endowment and will provide immediate support during the pledge period. For example, a donor establishes a $1 million professorship with a five year pledge of $200,000 per year. To appoint the professor immediately, the donor increases the pledge to $1.2 million, where annually $200,000 is added to the endowment and $40,000 is immediately available for the professorship.

   b) **Pledge without a Naming Opportunity** — A pledge for a non-naming purpose should be five years or less. A pledge for a non-naming purpose exceeding five years must be reviewed and approved by the Vice President for Development and Alumni Relations.

**C) Donor Anonymity**

The University recognizes a donor's right to privacy as to personal matters. Donors may request anonymity, and the University will honor that to the maximum extent permitted by law, including the State Public Records Act, as a condition of a gift or potential gift. To ensure compliance with policy and applicable laws, the University will disclose the names and gifts of those donors who have been granted anonymity to the Board of Trustees in executive session and/or to the independent firm conducting annual financial audits.

**D) Gift Agreements and Authorized Signers**

Gift agreements are used to document the understanding of the donor and University regarding the gifts and pledges therein. Formal agreements are required for Named Funds, Named Facilities, Named Academic Units, Special Gift Types, pledges of $10,000 or more, or special designations or restrictions by donors of $10,000 or more.

Common Gift Types and pledges under $10,000 to Common Purposes and Funds do not require special documentation. Pre-printed response cards, solicitation devices, emails, letters, or any other communications to/from the donor are acceptable.

The President, Vice President for Development and Alumni Relations and University Treasurer are the authorized signers on behalf of the University for gift agreements involving Named Deanships, Named Chairs, Named Professorships, Named Buildings, Named Academic Units and gifts of real estate. The
Vice President for Development and Alumni Relations and University Treasurer are the authorized signers on behalf of the University for gift agreements involving all other naming opportunities and Special Gift Types (the University Treasurer's signature is not required for current operating Named Funds).

**E) Campaign Counting and Crediting**

Campaigns can vary in size and scope, ranging from multi-year comprehensive campaigns to targeted, short-term campaigns. The Vice President for Development and Alumni Relations and the Provost will make recommendations for counting and crediting gifts in any campaign. The President and the Board of Trustees approve campaign counting and crediting. The recommendations will be based upon national standards outlined in the Council for Advancement and Support of Education’s Reporting Standards and Management Guidelines, and the recommendations will be approved by the President.

**Definitions**

None

**Forms**

None

**Contacts**

Questions related to the daily operational interpretation of this policy should be directed to:

Vice President for Development and Alumni Relations  
Phone: (802) 656-8600  
Fax: (802) 656-8678

The Vice President for Development and Alumni Relations is the official responsible for the interpretation and administration of this policy. The President shall consider exceptions to this policy in consultation with the Board of Trustees.
Related Documents/Policies

Board of Trustees Resolution Regarding Delegation and Retention of Board Authority

http://www.uvm.edu/trustees/policymanual/II%204%20Resolution%20and%20Chart%20regarding%20Board%20Delegation%20and%20Retention%20of%20Authority.pdf

Gift Acceptance Guide

Consolidated Endowment Budget

Endowment Administrative Fee Policy

Underwater Endowment Guidelines

Office of Sponsored Programs Manual

http://www.uvm.edu/~ospuvm/?Page=ospman1.htm&SM=Proposal_Submission/submissionmenu.htm

Effective Date

Approved by:

_________________________  President  ______________
Daniel M. Fogel  Date