A meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Saturday, May 19, 2012 at 8:30 a.m. in the Livak Ballroom at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Robert Cioffi, Vice Chair Harry Chen, Secretary Donna Sweaney, Samuel Bain, Bill Botzow, Interim President John Bramley, Christopher Bray, Robert Brennan, Frank Cioffi, David Daigle, Kyle De Vivo, Richard Gamelli, Joan Lenes, Dennis Mahoney, David Potter, Kesha Ram, Dale Rocheleau, Lisa Ventriss, Jeanette White and Mark Young

MEMBERS ABSENT: Carolyn Branagan, Jeff Davis, Debbie McAneny, Bill Ruprecht and Governor Peter Shumlin

ALSO PARTICIPATING: Vice President for Legal Affairs and Assistant Secretary to the Board Francine Bazluke, Provost Jane Knodell, Vice President for Executive Operations Gary Derr, Vice President for Finance and Administration Richard Cate, Vice President for University Relations and Campus Life Thomas Gustafson and UVM Foundation President and CEO Richard Bundy.

Chair Robert Cioffi called the meeting to order at 8:40 a.m.

Approval of Previous Meeting Minutes

A motion was made, seconded and it was voted to approve the minutes from the March 12, 2012 meeting as presented.

Public Comment

Chair Cioffi opened the public comment period noting that one request had been submitted. He invited David Shiman, faculty member and President of United Academics, to address the Board. Professor Shiman expressed his appreciation to President Bramley for his leadership, especially the respect and civility he brought to campus during this time of transition. He noted that this is a time for celebration on campus and for looking forward. He reported that the current collective bargaining agreement is a strong one and that United Academics looks forward to working with President-elect Sullivan on the challenges that lie ahead. He concluded by emphasizing the need to continue to foster and sustain collaborative relationships with the administration and trustees.

Committee Reports

*Educational Policy and Institutional Resources Committee* (EPIR)

Chair Donna Sweaney supplemented her report offered at yesterday afternoon’s Committee of the Whole meeting by encouraging all Trustees to read attachment 4 in the Committee meeting materials, which offers an overview of outreach efforts by the University to make UVM
accessible to Vermonters, including the array of financial aid offered to Vermont students. She noted that the University has a strong commitment to working with Vermont residents and high schools to publicize opportunities for students at UVM and that those efforts are outlined in the attachment. She reported that the Committee discussed the need to continue to elevate the awareness of Vermonters’ accessibility to UVM within the local communities and across the state. Trustee Gamelli suggested there may be value in sharing this information at the school board level.

Chairman Cioffi called to Trustees’ attention appendix B to attachment 2 in the Budget, Finance & Investment Committee section of the meeting materials, which illustrates the net cost of tuition and fees for full-time Vermont undergraduates. He emphasized the importance of realizing the difference between UVM’s sticker price and the true cost of attendance. Due to the significant institutional dollars that UVM devotes to gift aid, the average cost for Vermont students is 50% of the sticker price. Additionally, approximately 27% of Vermont students pay no tuition at all to come to UVM due to the University’s commitment to financial aid.

Trustee Botzow inquired about pending changes to student loans at the federal level. President Bramley responded that outcomes at the Congressional level remain uncertain and invited Wendy Koenig, Director of Federal Relations, to elaborate. Ms. Koenig reported that there is bi-partisan support in Congress for working on these issues and that she anticipates that Congress will resolve the current student loan interest rate hike and mitigate the anticipated Pell 2014 funding cliff.

The Committee endorsed the following action items for Board approval:

- The creation of an on-line post-baccalaureate academic certificate of study for speech-language pathology assistants;
- The creation of a new certificate of graduate study in public health;
- The creation of a new Astronomy Minor;
- The Vermont State 4-H Foundation, Inc. being granted status as an affiliated organization of the University in support of 4-H programs administered by UVM Extension Services.

The Committee also conducted its annual review for compliance purposes of the Equal Opportunity/Affirmative Action Policy and Equal Opportunity in Educational Programs and Activities and Non-Harassment Policy Statements and reaffirmed both with minor amendments to the former as a result of refinements in federal laws protecting Veterans.

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

Vice Chair Sam Bain reviewed the budget proposals recommended for Board approval as previewed in his report to the Committee of the Whole yesterday afternoon, noting resolutions for each of the following are included on today’s consent agenda:

- a 3.5% tuition rate increase for Vermont and out-of-state students and a 2.9% rate increase for in-state and out-of-state medical students
• room and meal rates, with the predominate traditional double room rate proposed to increase 3.5% and the proposed average meal plan rate proposed to increase 4.0%

• a 2.3% increase in student fees

• a General Fund budget of $299,575,000

Additionally, the Committee recommends a proposal to issue up to $82.3M of bonds to refund all or a portion of the University’s series 1998, 2002 and 2005 bonds. It was noted that the administration will work with a small work group of trustees comprised of himself, Committee Chair Debbie McAneny and Trustees David Daigle and Robert Brennan, and that all decisions will be subject to Board approval.

The Committee also endorsed the Investment Subcommittee and Socially Responsible Investing Work Group’s recommendation to reaffirm divestiture from Sudan.

Lastly, the Committee recommends for Board approval the following contracts:

• Apple, Inc. for Computer Depot Equipment Resale Purchase
• Presidio Networked Solutions for Cisco systems network equipment
• Sodexo, Inc. for dining services
• Staples, Inc. for general office supplies
• Phillips Medical Capital for the Lease of MRI Equipment
• Agreement with TIAA-CREF for a Volunteer Employee Benefits Association plan management

Audit Committee

Chair Mark Young reported on the April 30, 2012 Committee meeting. He reminded Trustees that, at each meeting, reports are given by the Chief Internal Auditor and Chief Compliance Officer. In April, Chief Internal Auditor Bill Harrison reported on internal audit activity, noting that 12 reports had been issued this fiscal year. Chief Internal Auditor Harrison reviewed the status of the Information Technology Control Self-Assessment questionnaire project and the results of the Subrecipient Monitoring Report for grants and contracts. Mr. Harrison also presented the FY 2013 draft Internal Audit Plan and Budget and reviewed the status of in-process and carry-forward audits from the FY 2012 Internal Audit Plan and planned audits included in the FY 2013 plan.

Deputy Compliance Officer Erica Heffner attended the April Audit meeting and provided updates on the Compliance FY 2012 Work Plan, including the U.S. Department of Education’s Program Integrity Rules and the U.S. Department of Health and Human Services’ new conflict of interest rule. Her report also included information regarding the Office’s year-long effort surrounding compliance training, which entailed creating a comprehensive inventory of available training, gap analysis, and the formulation of recommended enhancements. It was noted that Interim President Bramley is tasking a group of senior officials to develop training implementation plans in response to this effort. The Committee was also updated on data security incidents, compliance and privacy consultation, and reports made to the Ethics and Compliance Reporting Help Line.
Dean Williams, Information Security Officer, provided a summary of his office’s work in the areas of payment card industry data security standards, information security education, and ongoing work including support for investigations while also addressing the protection of University information in a variety of academic, research, clinical, and administrative endeavors.

Vice President Richard Cate, who also serves as the responsible official for Laboratory Safety, reported that he is working to unite the academic and administrative components of laboratory safety. Work in this area includes ongoing reviews, training, and facility issues. It was noted that a heating, ventilation, and air condition mechanic solely devoted to laboratory safety will begin work this summer.

The Committee received a brief summary of progress made on Enterprise Risk Management (ERM) since the last meeting from Senior Strategist for Enterprise Risk and Planning, Al Turgeon. He reported that the first Preliminary Risk Inventory was complete and is currently under review by senior management.

In response to a question from Trustee Sam Bain regarding the types of categories of risk, Vice President Cate responded that facilitated responsible official risk assessment workshops will occur in early summer; that the ERM Advisory Committee (ERMAC) will meet late summer to develop recommended risk register and portfolio for review by members of the President’s Advisory Committee on ERM (PACERM). In the fall, the risk portfolio will be shared with the President. The Audit Committee will receive quarterly reports and the Board will be updated annually.

The Committee was also updated on modifications to the University purchasing card program. Controller Claire Burlingham reported that monthly spending limits on most cards has been reduced from $25,000 to $10,000 and that approximately 260 cards with no activity over the past 12 months have been closed. Additionally, the card merchant’s new software allows for the selection of specific merchant codes to individual cards. It was noted that an external firm will be on campus this summer to conduct a review of the University’s purchasing card program.

Chair Young concluded his report by previewing the agenda for the Committee’s next meeting in July. Topics include review and education about the Ethics and Compliance Help Line, follow-up to the subrecipient monitoring process and a discussion with David Todd, Chief Information Officer, regarding the myriad of information the University is responsible for protecting. In follow-up to the latter topic, Vice President Cate shared that he is looking into a contract with a vendor to run Wi-Fi outside of the University’s firewall (on a separate system).

**Committee on Board Governance**

Chair Frank Cioffi thanked Committee Liaison Francine Bazluke for presenting the recommendations coming out of the Committee’s February 27, 2012 meeting on his behalf at yesterday’s Committee of the Whole meeting. As a result of the Committee of the Whole’s endorsement, the following resolutions are included on today’s consent agenda:

- a resolution dissolving the current Honorary Degree Work Group; endorsing the President’s adoption of the University Operating Procedures applicable to Honorary
Degrees and Commencement Speaker; and the proposed amendments to the Resolution regarding Board Delegation and Retention of Authority

- a resolution approving amendments to the Educational Policy and Institutional Resources Committee charge

Chair Cioffi concluded by thanking UVM Foundation President and CEO Rich Bundy for the Foundation presentation he made at yesterday’s meeting.

Vermont Agricultural College Board

Chair Jeanette White reported that the Board elected officers for the year. David Potter was elected Chair; Kesha Ram was elected Vice Chair; and Joan Lenes was elected Secretary.

Cynthia Belliveau, Dean of Continuing Education, provided an overview of the Food Systems Summit to be held on June 24-29, 2012. The event is the second annual convening of delegates from the New England states to strengthen collaboration for regional food system sustainability. It was developed to build upon ongoing efforts and to clarify regional priorities and action items that can be undertaken effectively together.

Additionally, Vice President for Executive Operations Gary Derr updated the Board on plans to introduce President-elect Sullivan around Vermont upon his arrival mid-July, which include an intense calendar of events.

University of Vermont Board

Chair David Daigle reported that the Board reviewed the Wilbur Trust and elected officers for the year. David Daigle was re-elected Chair; Bill Ruprecht, Vice Chair; and Sam Bain was Secretary.

The Board also discussed the desired skills set for three new recruits for seats that will open up on the Board in 2014 when Trustees Sam Bain, Robert Cioffi and Bill Ruprecht complete their terms of service.

Approval of Consent Agenda

Chair Cioffi presented the consent agenda for approval.

COMMITTEE OF THE WHOLE

(As recommended by the Executive Committee on 4/16/12)

Resolution Accepting Statement on Executive Compensation

WHEREAS, in October 2011 the President was charged with preparing an assessment of issues associated with executive compensation;
WHEREAS, the President presented the results of that assessment (*Statement on Executive Compensation*) to the Executive Committee on April 16, 2012 and the Committee recommended remittance to the Full Board for acceptance;

BE IT RESOLVED, that the Board hereby accepts the President’s *Statement on Executive Compensation* appearing as appendix A to this document; and

BE IT FURTHER RESOLVED, that the Board instructs the administration to proceed with steps consistent with the report’s recommendations.

(As recommended by the Board Governance Committee on 2/27/12)

**Resolution Dissolving the Current Honorary Degree Work Group; Endorsing the President’s Adoption of a University Operating Procedures Applicable to Honorary Degrees and Commencement Speaker; and Adopting Revisions to Delegation and Retention of Board Authority**

RESOLVED, that the Board hereby dissolves the current Honorary Degree Work Group and endorses the President’s proposed University Operating Procedures Applicable to Honorary Degrees and Commencement Speaker appearing as appendix B to this document;

BE IT FURTHER RESOLVED, that the Board adopts the revisions to its *Resolution Regarding Delegation and Retention of Board Authority* appearing as appendix C to this document.

**Resolution Approving Amendments to Educational Policy & Institutional Resources Committee Charge**

RESOLVED, that the Board hereby approves amendments to the Educational Policy & Institutional Resources Committee charge appearing as appendix D to the document.

**Resolution Regarding Honorary Degrees**

BE IT RESOLVED, that the Board delegates authority to the Executive Committee to authorize the President to offer and confer honorary degrees at the 2013 Commencement pursuant to the status report provided today.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES**

**Resolution Approving On-line Post-Baccalaureate Academic Certificate of Study for Speech-Language Pathology Assistants**

RESOLVED, that the Board of Trustees approves the creation of an on-line Post-Baccalaureate Academic Certificate of Study for Speech-Language Pathology Assistants as approved and advanced by the Provost on April 18, 2012 and the President on April 20, 2012.
Resolution Approving the Vermont State 4-H Foundation, Inc. as an Affiliated Organization

RESOLVED, that the Board of Trustees hereby approves the Vermont State 4-H Foundation, Inc. as an affiliated organization of the University of Vermont in support of 4-H programs administered by UVM Extension Services, subject to the execution of a Memorandum of Understanding pursuant to the University’s Affiliated Organization’s Policy.

BE IT FURTHER RESOLVED, that the President is authorized to enter into such a Memorandum of Understanding for a term of three years.

Resolution Reaffirming Equal Opportunity Statements

RESOLVED, that the Board reaffirms the Equal Employment Opportunity/Affirmative Action Policy Statement as amended and attached hereto as Appendix E, and the Equal Opportunity in Educational Programs and Activities and Non-Harassment Policy Statement, attached hereto as Appendix F, both effective as of (May 19, 2012).

BUDGET, FINANCE & INVESTMENT

Ted Winfield Appreciation Resolution

WHEREAS, Ted Winfield is retiring after serving in a distinguished manner in budgetary and financial management positions spanning 30 years at the University Health Center and at the University of Vermont; and

WHEREAS, Ted has earned the trust, confidence, and respect of the Board of Trustees, the Administration, and the University community, with whom he worked selflessly, creatively, professionally and with good humor to facilitate our mission as a public research university; and

WHEREAS, Ted has undertaken very difficult tasks with a calm and reassuring demeanor that has served him well in his relationships with people across the campus as well as those throughout the Green Mountain State; and

WHEREAS, through his efforts we have made great strides in managing and planning the university budget and building a solid basis for the future during a time of great change;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the University of Vermont and State Agricultural College expresses its deep appreciation, genuine affection, and heartfelt best wishes to Ted Winfield on the occasion of his retirement from the University.
**Tuition Charges for Fiscal Year 2013**

RESOLVED, that the Board of Trustees hereby approves increases in the following tuition rates effective with the 2012-2013 academic year:

a. In-state tuition from $12,888 to $13,344 per year, or $556 per credit hour.

b. Out-of-state tuition from $32,528 to $33,672 per year, or $1,403 per credit hour.

c. Medical student in-state tuition from $29,220 to $30,070 per year. Medical student out-of-state tuition from $51,150 to $52,630 per year.

**Online Tuition Rate**

RESOLVED, that the Board of Trustees hereby approves the continuation of variable tuition rates for programs that are offered exclusively online. Consistent with the Board resolution in 2011, online tuition rates for the fall 2012 semester are set at a minimum rate of $556 and a maximum rate of $1,403 per credit hour for the 2012-13 academic year. The rate will be determined by the Provost, based on demand for the program and assessment of the national market place for similar online programs.

**Room and Meal Plan Rates, Fiscal Year 2013**

RESOLVED, that the Board of Trustees hereby approves room and meal plan rates for Fiscal Year 2013 as follows:

<table>
<thead>
<tr>
<th>Plan Type</th>
<th>Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>Private Single with Bath</td>
<td>$8,302</td>
</tr>
<tr>
<td>Private Double with Bath</td>
<td>$8,110</td>
</tr>
<tr>
<td>Suite Single with Shared Bath</td>
<td>$7,850</td>
</tr>
<tr>
<td>Suite Double with Shared Bath</td>
<td>$6,780</td>
</tr>
<tr>
<td>Traditional Single</td>
<td>$7,660</td>
</tr>
<tr>
<td>Traditional Double</td>
<td>$6,650</td>
</tr>
<tr>
<td>Traditional Triple</td>
<td>$5,304</td>
</tr>
<tr>
<td>Retail Dining – Lite Points</td>
<td>$2,682</td>
</tr>
<tr>
<td>Retail Dining – High Points</td>
<td>$3,414</td>
</tr>
<tr>
<td>Unlimited Access (+100 Points)</td>
<td>$3,414</td>
</tr>
<tr>
<td>Unlimited Access (+250 Points)</td>
<td>$3,816</td>
</tr>
</tbody>
</table>

**Student Fees for Fiscal Year 2013**

RESOLVED, that the Board of Trustees approves increases to student fees from $1,896 to $1,940 effective with the 2012-2013 academic year.

**Graduate Student Senate Fee for Fiscal Year 2013**

RESOLVED, that the Board of Trustees approves the Graduate Student Senate fee in the amount of $20 for the academic year.
Graduate Continuous Registration Fee for Fiscal Year 2013

RESOLVED, that the Board of Trustees approves increases to the Graduate Continuous Registration fee from the same amount of $100 per semester regardless of effort level to varying the fee at less than half-time $100 per semester, half to full-time $200 per semester and, full-time $300 per semester effective with the 2012-2013 academic year.

Fiscal Year 2013 Budget Planning Assumptions: General Fund

RESOLVED, that the Board of Trustees hereby approves the budget planning assumptions for Fiscal Year 2013, which lead to a General Fund operating expense budget for the University of $299,575,000, and hereby authorizes the President to proceed with detailed budget preparation in accordance with these assumptions.

Resolution Approving Issuance of Up to $82.3 Million of Bonds to Refund All or a Portion of the Series 1998, 2002 and 2005 Bonds

WHEREAS, based on current market conditions there is a favorable refunding opportunity commencing in June, 2012 for refunding all or a portion of the University’s Series 1998, 2002 and/or 2005 Bonds through the issuance of not to exceed $82.3 million principal amount of refunding bonds; and

WHEREAS, at its April 16, 2012 meeting, the Budget, Finance and Investment Committee instructed the Administration to work with Prager & Company to analyze the considerations relating to undertaking a refunding; and

WHEREAS, the Chair of the Budget Finance and Investment Committee has appointed a small working group of Trustees to review and advise the Administration on the final elements of the refunding;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration, or their successors or designees, are hereby authorized to proceed with such refunding in consultation with the working group and, subject to final approval by the Executive Committee, to execute any and all contracts and documents necessary to undertake the refunding through the issuance of not to exceed $82,300,000 of refunding bonds, with anticipated net present value savings of not less than 3% of the par amount of the refunded bonds and costs of issuance not to exceed 1.25% of the par amount of the refunding bonds; and

BE IT FURTHER RESOLVED, that the President and Vice President shall develop the details of the refunding proposal, to be subsequently submitted for approval by the Board. These refunding recommendations will be brought to the Executive Committee for action if they are fully developed before the fall 2012 Board meeting, and the Executive Committee is hereby authorized to approve the issuance of refunding bonds and the refunding of the outstanding
bonds consistent with the terms of this resolution in order that the refunding may expeditiously proceed to take advantage of appropriate market conditions.

(As recommended by the ISC April 25, 2012)

Reaffirm Divestiture from Sudan

WHEREAS, the Board of Trustees approved a resolution for Divestment from Sudan on May 20, 2006;

WHEREAS, the resolution was amended by the Executive Committee on June 12, 2006, to include annual review and reaffirmation;

WHEREAS, the Committee on Socially Responsible Investing was dissolved as part of a new committee structure approved by the Board in September 2006 and implemented in November 2006; and

WHEREAS, the Board established a Socially Responsible Investing (SRI) Work Group in September 2008;

NOW, THEREFORE BE IT 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 (as stated below);

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

Resolution for Divestment from Sudan

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 Committee on Socially Responsible Investing will review and reaffirm this resolution on an annual basis.

**Contract Approvals:**

**Resolution Approving Contract with Apple, Inc. for Computer Depot Equipment Resale Purchase**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Apple, Inc. for Computer Depot equipment resale purchase for a period of three years, in an amount not to exceed $2,500,000 per year. Contract dates are July 1, 2012, through June 30, 2015.

**Resolution Approving Contract with Presidio Networked Solutions**

BE IT RESOLVED, that the Vice President for Finance and Administration, in consultation with the Chief Information Officer, is authorized to enter into a contract with Presidio Networked Solutions for Cisco systems network equipment through December 31, 2013 in an amount not to exceed $2,500,000.

**Resolution Approving Contract with Sodexo Inc.**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is authorized to exercise the three-year renewal option of the Sodexo contract from 2002, including the related collection and transmission of fees and charges associated with the operation of the meal plan for students and any related services defined under the contract. As renewed on July 1, 2012, the contract will run until June 30, 2015, in an amount not to exceed $55,000,000, all of which will be funded by student fees.

**Resolution Approving Contract with Staples, Inc.**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Staples, Inc. for general office supplies for the period of two years, starting July 1, 2012, through June 30, 2014, at a not-to-exceed amount of $2 million.
**Resolution Approving Contract with Philips Medical Capital**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is authorized to enter into a two-year renewal lease option with Philips Medical Capital, for the lease of a Magnetic Resonance Imaging magnet beginning August 1, 2012, through July 31, 2014, for an amount not to exceed $862,536.

**Resolution Approving Agreement with TIAA-CREF**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is authorized to enter into a three-year agreement with TIAA-CREF for the management of a Voluntary Employee Beneficiary Association (VEBA) plan beginning July 1, 2012, for a fee not to exceed $75,000 and contributions on behalf of employees in the amount stipulated in the relevant employment contracts and agreements, which is estimated to be approximately $2,500,000 over the contract period.

An opportunity for discussion was offered. There being none, a motion was made, seconded and it was unanimously voted to approve the consent agenda as presented.

**Executive Session**

At 9:25 a.m., Chair Cioffi entertained a motion to enter into executive session to consider contracts and a civil action. The motion was made, seconded and approved. All in attendance were excused from the meeting with the exception of Vice Presidents Jane Knodell, Francine Bazluke, Richard Cate, Thomas Gustafson, and Gary Derr. UVM Foundation President and CEO was invited to remain for the first three topics.

At 11:41 a.m., the meeting was re-opened to the public.

**Other Business**

The Chair entertained a motion to authorize the administration to conclude contract negotiations with the finalist for the deanship of the College of Arts and Sciences pursuant to the report provided today. The motion was seconded and approved.

**Adjournment**

There being no further business the meeting was adjourned at 11:42 a.m.

Respectfully submitted,

Donna Sweaney, Secretary
Statement on Executive Compensation

A. John Bramley, Interim President

Executive Summary

On October 10, 2011, the Chair of the Board of Trustees charged the President with preparing an assessment of issues associated with executive compensation exclusive of specifics associated with presidential compensation, which the Board would be addressing separately. The charge specifically requested the President to address the following:

1. Are UVM compensation policies and the policy infrastructure sound and adequate in terms of legal compliance considerations and best/common practices? Are there internal policy conflicts or policy "gaps"?

2. What is the extent of actual compliance with existing policies? What procedures and criteria exist for authorized exceptions to policies, and are they adequate?

3. Are the policies optimally streamlined and organized? Is there a set of overarching compensation principles shared by all categories of employees?

4. What data do we collect relative to which we set, monitor and assess salaries? To whom are the data made available?

Based on a review of policies and procedures as well as employment documents and reports along with a review of actual practices, the following summarizes the findings on each issue:

1. Are UVM compensation policies and the policy infrastructure sound and adequate in terms of legal compliance considerations and best/common practices? Are there internal policy conflicts or policy "gaps"?

**Conclusion:** UVM compensation policies and the related infrastructures are sound and adequate and are legally compliant and in-line with best and common practices both in higher education and in the general labor industry. There are recommendations below that would provide increased clarity and definition current policies.

2. What is the extent of actual compliance with existing policies? What procedures and criteria exist for authorized exceptions to policies, and are they adequate?
**Conclusion:** There is widespread compliance with existing policies and procedures with appropriate review mechanisms that include higher level of approval for certain actions and for all exceptions.

3. Are the policies optimally streamlined and organized? Is there a set of overarching compensation principles shared by all categories of employees?

**Conclusion:** The policies are streamlined and organized and made available through posting on various University websites. The University has several overarching compensation principles and philosophies that are consistently reflected in University policies and procedures. It is recommended that particular practices detailed below be formalized in a university operating procedure. These principles and philosophies apply to all categories of employees, however, better expression in the documents is needed.

4. What data do we collect relative to which we set, monitor and assess salaries? To whom are the data made available?

**Conclusion:** Data are collected on levels of staff employees based on appropriate job markets (i.e. regional vs. national). This is used to set salary ranges for classified positions as well as determine salaries for positions where ranges are not predetermined. It is recommended that an annual summary report be prepared and made available broadly to the University community.

The following provides background as well as supporting policies and procedures along with recommended changes to address findings and the conclusions cited above. (Note: This Statement focuses primarily on issues applicable to executives other than the president, but is some instances the president is included.)

### Background

In February 2000, the University of Vermont Board of Trustees adopted the Report of the Ad Hoc Committee on Compensation ([Attachment 1](#)), which contains the following statement on Philosophy of Compensation:

“UVM’s philosophy of compensation supports the institution’s mission, goals, and values and the University’s commitment to provide an exceptional educational experience to our students at a reasonable cost, as well as continuing to fulfill our important research and outreach mission. All that we do, including compensating our employees, must serve these purposes.

Recruiting and retaining high quality faculty and staff, and assessing and rewarding their performance, are essential elements of our ability to succeed as a quality university. UVM is committed to compensating employees competitively, equitably, and based on performance.”
Further the Report defined three principles upon which UVM's compensation philosophy is based:

1. “Compensation must directly relate to the larger goals of fulfilling our mission as a university and improving the educational quality and competitiveness of UVM

2. Compensation should be determine based on the following factors:
   a. Performance
   b. Contribution to University Goals
   c. Market competitiveness
   d. Equity

3. Compensation should be viewed as salary plus benefits.”

In January 2007, Former President Daniel Fogel issued the statement entitled Parameters for Compensation at UVM (Attachment 2). This statement reflected advances from earlier documents in that for the first time it specifically identified “attention to the basic needs of lower-paid employees as an element of equity” and addressed the role of the collective bargaining process. It further affirmed that compensation should be guided by these parameters:

- Performance, including advancement of University and unit vision, mission and goals
- Market competitiveness
- Equity, including attention to basic needs
- Recognition of the role of collective bargaining for unionized employees

These statements and others have formed and inform the basis of the University’s compensation philosophy and to further advance the University’s compensation program various policies and procedures are in place, including:

- Compensation Policy/Practices (Attachment 3)
- Policy on Off-Cycle Base Salary Adjustments for Non-Represented Staff (Attachment 4)
- Bonus Program for Non-Represented Classified Staff (Attachment 5)
- Statement on Compensation contained in the UVM Staff Handbook (Attachment 6)
- Statement regarding Total Compensation: The Surprising Value of UVM Benefits (Attachment 7)
- University Policy on Relocation (Attachment 8)
• Annual guidelines regarding wage and salary increases for non-represented staff (Attachment 9)

**Officers of Administration**

The staff at the University are grouped based primarily on exempt and non-exempt (excluding groupings by represented and non-represented) in compliance with the United States Department of Labor Fair Standards Act (FSLA). Within each group there is further delineation based on a job classification system of specific duties and responsibilities. A group of senior leaders not covered by the classification system and designated officers of administration (officers). This group largely consists of vice presidents, deans, associate vice presidents, associate deans (not all) and other senior level officials (total count: 45 positions). For the purpose of this Statement, officers are considered executives. Policies related to officers are contained in the University Manual which is approved by the Board of Trustees, specifically “Part 400: University Officers; Vice Presidents and Other Officers of the University” (Attachment 10 Part 400, page 42 as well as a list of officers of administration). This section addresses many issues related to officers including recruitment, performance review, resignation, severance, grievance process, and by reference a link to benefits specific to Officers.

While many of the statements, policies, and procedures described above are addressed and applicable to all employees, in particular all exempt and non-exempt as well as represented and non-represented employees, there appears to be an absence of specific references to inclusion or exclusion of executive level employees—officers. It is reasonable to assume that these policies do apply to officers, but that is not expressly stated. The recruitment process is controlled by University policies and procedures, in particular those maintained by the offices of Financial Analysis and Budgeting, Human Resource Services, and Affirmative Action.

This document does not specifically address issues related to presidential compensation. On January 27, 2012, the Chair of the Board of Trustees issued on behalf of the Board of Trustees a summary of information gathered by the Annual Review Subcommittee on Presidential Compensation (Attachment 11).

Most of the UVM Officer positions are included in the 2010 CUPA-HR Administrative Compensation Survey (with the exception of two: director of compliance and associate vice president for development) and therefore the survey can provide benchmark salary for setting purposes, specifically national market medians. The salary data are as of December 1, 2011. In benchmarking against CUPA-HR data, the category of public research extensive universities was used as the comparative group. The most recent data highlights include the following:

- Officers’ salaries average 101% (i.e. 1% above median) of the market median.

- In the group of officers that report directly to the Board of Trustees, president or provost and are not deans the range 82% to 138% of market median with an average of 1% above median.
• For vice presidents reporting to either the president or provost the range is 92% to 117% of market median with an average of 4% above median.

• In the group of officers that report to the provost and are deans the range is 74% to 124% of market median with an average of 4% below median.

• The remainder of the officers range from 66% to 155% of market median with an average of 5% above median.

• The officers’ salaries range from $105,000 to $468,924.

Further, the president is required as part of the annual review process (Attachment 12) to provide a report on the “status of his or her direct reports, including their proposed compensation for the upcoming year (emphasis added).

Previously there was a practice of awarding officers non-base compensation including signing bonuses, performance bonuses, and deferred compensation agreements, however that practice ceased in 2009. Currently, there are a limited number of non-base compensation or benefits provided to officers:

• Vehicle allowance (1) – President.

• Burlington Country Club Membership (3) – Dean of the School of Business, Dean of the College of Education and Social Services, Vice President for Student and Campus Life (note that there is no cost associated with the membership as it is part of our agreement with Burlington Country Club and individuals are subject to income tax for personal use).

The non-base compensation/benefits for the president are covered under Board of Trustee policies and procedures (Attachment 13). There are no policies or procedures that expressly define an approval process for setting officers’ salaries or any non-base compensation/benefits beyond those above.

**Recommendation:** The following practices be included in the recommended university operating procedure to address officers’ benefits and non-base compensation/benefits:

• Hiring officials (defined as the position that the recruited position reports to) can offer base salary at 110% of the CUPA HR median average of quartile 2 and 3 for public research extensive universities. Requests to exceed 110% must be approved by the hiring officials’ immediate supervisor and when the president is the hiring official the request is submitted to the Executive Committee of the Board of Trustees.

• Any off-cycle increase falls under the existing policy for off-cycle base salary adjustments (Attachment 4). Adjustments up to 110% can be made by the officer’s supervisor. Requests to exceed 110% must be approved by the supervisors’ immediate supervisor and when the president is the supervising official the request is submitted to the Executive Committee of the Board of Trustees. Off-cycle increases are limited to addressing
“market and equity issues relative to recruitment, retention and organizational change during a fiscal year.” (Attachment 4)

- All non-base compensation or benefits for officers must be approved by the Executive Committee of the Board of Trustees.

**Faculty Appointment for Officers**

A related issue for officers (such as deans or provost) is the need to create an underlying secondary, non-tenured or tenured faculty appointment with a base salary for people recruited from outside the University. Faculty appointed to officer positions who are currently faculty members at the University have an existing base faculty salary. The Office of Institutional Research has utilized a protocol to recommend a faculty base salary which considers benchmark data both within the department/unit, external benchmarks, and years of service (Attachment 14 See below).

**Recommendation:** That the protocol currently used by the Office of Institutional Research be included in the recommended university operating procedure related to determining an appropriate faculty base salary (Attachment 14 see below) and that the faculty salary be set at the time of appointment to the secondary position.

The *University Manual* addresses the issue of adjustments by the supervising senior officer to the faculty salary for officers assuming or resuming their faculty appointment as follows: “the faculty salary may include appropriate consideration of administrative experience gained as well as factors including salary range of faculty of the same rank in the academic unit, academic experience and expertise, standing in the academic discipline and duties to be performed.” This adjustment is done by the supervising senior official in consultation with the Dean of the College or School in consultation with the department chair or equivalent. Further, the faculty base salary for positions covered by collective bargaining agreements is adjusted according to the appropriate collective bargaining agreement. It is the discretion of the supervising senior officer to determine any merit increases added to the faculty base salary. For faculty appointments in the college of medicine the salary is incremented using the average of increases in the person’s academic department.

**Recommendation:** The *University Manual* be amended to include both practices related to adjustments to faculty base salaries.

**Administrative Leave of Absence for Deans and other Officers**

The *University Manual* addresses the issue of one semester leave of absence for deans who are non-reappointed and have an existing tenure or contract right to resume a faculty appointment (Section 301.5.4). Similarly, the *University Manual* addresses the issue of one semester leave of absence for officers of administration who are non-reappointed who have an existing tenure or contract right to resume a faculty appointment (section 404.2.2). The *University Manual* does not address the issue of administrative leaves of absence for deans or officers of administration who voluntarily resign their administrative appointment and have an existing tenure or contract right to resume a faculty appointment. In many cases appointment letters address this issue with
some inconsistencies, specifically the length of service required to be afforded an administrative leave as well as the length of the administrative leave (i.e. six months versus one year). Further, there are inconsistencies about the rate of compensation during the administrative leave (faculty bases salary versus administrative salary.) There is also no provision for leaves of absence for officers of administration who do not have an existing tenure or contract right to resume a faculty appointment. Further, there are inconsistencies about the amount of professional development funds provided to officers during the administrative leave.

**Recommendation:** The *University Manual* be amended to address the following issues related to administrative leaves for officers (also in section 301 related to deans) and/or included in the recommended university operating procedure:

- Specify appropriate terms for leaves of absence (not to exceed six months) for administrators who voluntarily resign their administrative appointment prior to assuming an existing tenure or contract right to resume a faculty appointment.
- Specify the length of service (three years) as an officer prior to eligibility for administrative leave.
- Clarify that administrative leaves are at faculty salary, not officer salary.
- Change wording to “sabbatical leave” from administrative leave.
- Specify that there are no provisions for leaves of absence for officers of administration who do not have an existing tenure or contract right to resume a faculty appointment.
- Specify that the amount of professional funds provided to officers during an administrative leave period is determined by the number of years of service as an officer times the amount of professional development funds provided for in the faculty collective bargaining agreement, up to a maximum of three years. These funds are only available during the administrative leave period and do not carry forward.

**Comprehensive Review**

Senior Leaders undergo a comprehensive review no more often than at three, and at no less than five year intervals (*Attachment 15 – Review and Evaluation of Senior Leaders*). Deans are required to undergo a third year review and a periodic comprehensive review at intervals of no longer than five years (*Attachment 10 - University Manual* Section, 301.4, page 30). This process is coordinated by the Vice President for Executive Operations. At the conclusion of the review process, in particular the five-year comprehensive review, there is no provision allowing the supervisor (president or provost) the ability to adjust base compensation based on a successful review. While not specifically analogous, the process is similar to the faculty promotion. The collective bargaining agreement addresses promotion increases.

**Recommendation:** The appropriate amendments to *University Manual* or inclusion in the university operating procedure to allow the supervisor to award a base increase of up to 10% of base for a successful comprehensive review. Supervisors can increase base salary to 110% of the CUPA HR Administrative Compensation Survey for public research extensive universities. Requests to exceed 110% must be approved by the president for deans and vice presidents reporting to the provost by the Executive Committee of the Board of Trustees for senior officials reporting to the president.
**Recommendation:** The Policy on the Review and Evaluation of Senior Leaders be modified to more clearly define “senior leader”. It is recommended that the policy be revised to limited applicability to vice presidents.

**Summary of Staff Labor Market Data**

The University of Vermont’s salary and compensation program is managed by the Office of Human Resource Services under the direction of the Associate Vice President for Human Resource Services reporting to the Vice President for Finance and Administration. A major area of responsibility includes compliance with all federal and state regulations related to the classification and compensation of employees, in particular the United States Department of Labor Fair Labor Standards Act (FSLA). In 2003, the University completed a comprehensive review and analysis of the classification and compensation system for all non-faculty employees both represented and non-represented. This resulted in standardized position descriptions for all classified positions and includes salary ranges based on market analysis (note: these ranges are regularly reviewed and adjusted based on a similar analysis and inflation). This group of non-faculty employees (staff) are separated into three distinct groups for wage and salary analysis based on the differences in the local, regional, and national market used for recruitment and retention purposes, specifically:

- Eighteen non-exempt positions for which the University recruits locally and benchmarks using data in Gallagher & Flynn’s New England Salary Survey.

- Ninety-three mid-level professional positions for which the University recruits both regionally and nationally and benchmarks using the College and University Professional Association for Human Resources (CUPA-HR) Mid-level Administrative and Professional Salary Survey.

- Forty-eight high-level professional positions where the University recruits nationally and benchmarks using the CUPA-HR Administrative Compensation Survey.

In benchmarking against survey data, the University matches only those positions that are similar enough to UVM positions to ensure data integrity. Based on those matches, the University compares individual and averages salaries against survey average and or median survey data. For the CUPA-HR Administrative Compensation Survey, the University benchmarks against doctoral granting institutions and uses average data from two budget quartiles ($310.2M - $571M and $571M - $1,096.1M). For the CUPA-HR Mid-level Administrative and Professional Salary Survey, the University benchmarks against doctoral granting institutions and uses average data from two budget quartiles ($308.5M - $562.6M and $562.6M - $1,096.1M).

The April 2011 analysis of compensation which examined calendar year 2010 found the following results:

- Our highest level professional salaries average 4% above the national market median.
• Mid-level professional salaries average 4% above the national market median

• Non-exempt wages/salaries average the local market median, of those:
  o 3% below market for represented positions (note: one percent of salary is for union dues.
  o 3% above market for non-represented positions

In addition, when considering these average wages relative to benchmarks, it is important to observe that UVM compensation rates vary considerably relative to market averages:

• Top level professional classifications range from 63% to 156% of market median with an average of 104% (i.e. 4% above median)

• Mid-level professional classifications range from 59% to 139% of market median with an average of 105%

• Non-exempt classifications range from 91% to 114% of market with a median of 102%

• (Note: Athletic Department coaches follow practices for university/college coaches and there non-base compensation and bonuses are not addressed in this Statement.)

**Conclusion**

In summary, compensation practices for officers of administration have reflected and been consistent with University policies and statements related to compensation. However, certain elements have not been as clearly expressed or detailed in existing policies and procedures to create a clear appearance of transparency. The result of this has been frustration and anger amongst some members of the community. The recommendations contained here are meant to address this concern and provide a greater degree of transparency and prescribed lines of approval. It is reasonable, that policies and practices related to benchmarking, in particular in relation to national data, apply to officers as well. These are positions where the university often recruits nationally and data exists that can be used to set salary and other benefits. Further, people in these positions, whether recruited from within the University or outside, can reasonably be expected to be compensated based on national averages for their position.
## ATTACHMENT 10
### (SUPPLEMENT – LIST OF OFFICERS)

### Officers of Administration (as of December 1, 2011)

<table>
<thead>
<tr>
<th>Position</th>
</tr>
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<tbody>
<tr>
<td>Associate Dean, College of Medicine</td>
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<td>Associate Dean, College of Medicine</td>
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<tr>
<td>Associate Provost Curricular Affairs</td>
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<tr>
<td>Associate Provost Faculty Affairs and Internationalization</td>
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<tr>
<td>Associate Vice President for Budget and Resource Management</td>
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<tr>
<td>Associate Vice President for Development</td>
</tr>
<tr>
<td>Associate Vice President for Human Resource Services</td>
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<tr>
<td>Associate Vice President for Research Administration</td>
</tr>
<tr>
<td>Associate Vice President for Student and Campus Life</td>
</tr>
<tr>
<td>Associate Vice President for Student and Campus Life and Dean of Students</td>
</tr>
<tr>
<td>Chief Compliance Officer</td>
</tr>
<tr>
<td>Chief Diversity Officer</td>
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<tr>
<td>Chief Information Offices</td>
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<tr>
<td>Chief Internal Auditor</td>
</tr>
<tr>
<td>Dean of Extension</td>
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<tr>
<td>Dean, College of Agriculture and Life Sciences</td>
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<tr>
<td>Dean, College of Arts &amp; Sciences</td>
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<tr>
<td>Dean, College of Education and Social Services</td>
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<tr>
<td>Dean, College of Engineering and Mathematical Sciences</td>
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<tr>
<td>Dean, College of Medicine</td>
</tr>
<tr>
<td>Dean, College of Nursing and Health Sciences</td>
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<tr>
<td>Dean, Continuing Education</td>
</tr>
<tr>
<td>Dean, Honors College</td>
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<tr>
<td>Dean, Libraries and Learning Resources</td>
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<tr>
<td>Dean, Rubenstein School</td>
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<tr>
<td>Dean, School of Business</td>
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<tr>
<td>Director of Admissions</td>
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<tr>
<td>Position</td>
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<tr>
<td>----------------------------------------------</td>
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<tr>
<td>Director of Athletics</td>
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<tr>
<td>Director of Institutional Research</td>
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<tr>
<td>Director of Physical Plant</td>
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<tr>
<td>Director of Residential Life</td>
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<tr>
<td>Director of University Communications</td>
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<tr>
<td>Director Student Financial Services</td>
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<tr>
<td>President</td>
</tr>
<tr>
<td>Provost and Senior Vice President</td>
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<tr>
<td>University Controller</td>
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<tr>
<td>University Registrar</td>
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<tr>
<td>Vice President for Development</td>
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<tr>
<td>Vice President for Enrollment Management</td>
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<tr>
<td>Vice President for Executive Operations and Chief of Staff</td>
</tr>
<tr>
<td>Vice President for Federal State and Community Relations</td>
</tr>
<tr>
<td>Vice President for Finance and Administration</td>
</tr>
<tr>
<td>Vice President for Legal Affairs and General Council</td>
</tr>
<tr>
<td>Vice President for Research and Dean of the Graduate College</td>
</tr>
<tr>
<td>Vice President for Student and Campus Life</td>
</tr>
</tbody>
</table>
ATTACHMENT 14

DRAFT

Steps in Establishing a Faculty Salary for Individuals Initially Hired Into an Administrative Position

Establishing an Initial Faculty Salary

- Obtain a copy of the individual’s curriculum vitae to determine their (a) academic discipline and (b) the year of their highest degree.

- Obtain a copy of the most recent edition *Oklahoma State University Faculty Salary Survey by Discipline*. The OSU salary survey is conducted annually. It provides average, high, and low salaries by academic rank for each discipline at the participant institutions. Data are also provided for “All Ranks.” The institutions invited to participate are major public universities that award doctorates in a least five (5) different discipline areas.

- The OSU participant institutions come from the following current Carnegie Classifications which were established in 2005: Research Universities – Very High Research Activity; Research Universities – High Research Activity; and Doctoral/Research Universities. UVM is classified as a Research Universities – High Research Activity. [Note: *The Carnegie Classifications are updated and revised approximately every five to seven years. From 2000(?) to 2005, the Carnegie Classifications in the OSU survey were: Doctoral/Research Universities – Extensive and Doctoral/Research Universities – Intensive. UVM was classified as a Doctoral/Research I University in the 2000 Classification.*] UVM is currently classified as a Research Universities – High Research Activity. However, some consideration may be given to a candidate who is coming from a Research Universities – Very High Research Activity where salaries tend to run higher than UVM’s classification.

- It may be necessary to adjust the relevant OSU salary data to bring them current to the base year for which a UVM faculty salary is to be determined. For example, if asked in November 2011 (i.e., the 2011-12 academic year) to provide a faculty salary for a new senior administrative candidate, the most recent OSU data are for the 2010-11 academic year. Therefore, the OSU salary data would need to be increased in order to estimate 2011-12 salary data. Data on faculty salary increase trends from the American Association of University Professors (AAUP) annual faculty salary report can be used for this calculation. [Note: *In some instances, it is necessary to calculate a faculty salary where there will be a two year difference between the year the candidate will begin their UVM appointment and the most current OSU data. Example: One might be asked to calculate an 2012-13 faculty salary early in 2011-12 when the most current OSU and AAUP data are for the 2010-11. This will require one additional calculation to estimate a 2012-13 “OSU” salary. In this example, a 2011-12 UVM salary would be incremented by the salary increase percent in the full-time bargaining unit collective bargaining agreement.*]
Once a faculty salary has been estimated using the data and methodology described above, some salary supplements may be given for the candidate’s (a) up to ten percent for one’s previous scholarly activity and (b) up to ten percent for one’s previous administrative experience. [Note: These salary supplements were proposed in a May 2001 document prepared by Professor Robert Low at the request of UVM’s incumbent Provost.]

If UVM salary are available, one should plot the candidate’s estimated salary with the current salaries of faculty at the same rank in (a) the appropriate UVM department and (b) the appropriate UVM college or school. These salaries should be plotted against “years since highest degree” a proxy measure of years of experience.

The above information with appropriate analyses should be forwarded to the appropriate UVM administrator for a final decision.

**Setting a Faculty Salary When Actually Moving to a Primary Faculty Appointment**

With an initial faculty salary having been previously determined, this process is relatively simple. The protocol has been established to apply the salary increase pools in the appropriate full-time bargaining unit collective bargaining agreements. It is recommended that the individual components of the salary increase pools be used instead of the total salary increase pool. That is, use the separate salary increases for (a) across-the-board; (b) market/compression; and (c) performance should be used in making current the individual’s faculty salary. Using the individual salary increase components not only provides more useful information, it also allows one determine if the calculations for market/compression adjustments exceed the dollar increase caps in the collective bargaining unit. I recommend showing as much detail as possible.

Once these calculations have been prepared, the impacts of adding up to an additional ten percent each for (a) one’s UVM scholarly activity and (b) one’s UVM administrative experience.

These data and analysis is then forwarded to the appropriate UVM senior administrator for review and decision.

*Final Note: It must be remembered that there is an element in negotiation, especially in the determination of the initial faculty salary.*

*Accepted by the Board of Trustees:*
University Operating Procedure

HONORARY DEGREES; COMMENCEMENT SPEAKER

Overview

The University annually considers nominations for Honorary Degree recipients and a Commencement Speaker. This University Operating Procedure sets forth the process and criteria applicable to the selection process.

Procedures

The University President shall annually appoint an advisory committee comprised of the presidents of the Faculty Senate, Graduate Student Senate, Student Government Association, and Staff Council; two faculty members selected by the Faculty Senate Executive Council; The University of Vermont and State Agricultural College Foundation, Inc., chief executive officer or his/her designee; the Alumni Council President or his/her designee; and two administrators or staff member selected by the President. The President will also appoint a chair.

The President shall initiate the nominations process in September of each year, which shall proceed on a timetable that will allow for the timely selection of honorary degree recipients and a Commencement Speaker who will appear at the Commencement ceremony taking place in May of the year following the academic year in progress. The advisory committee will be asked to review diligently the nominations submitted and to recommend to the President 3-5 Honorary Degree candidates.

The President will consult with the advisory committee on the selection of Commencement Speaker whom may also be eligible to receive an honorary degree. The final decision of the Commencement Speaker is the President’s.

The advisory committee will also be asked to review nominations for honorary degrees that may be awarded at ceremonies or special events other than Commencement.
Criteria

To be eligible for consideration for the award of an Honorary Degree, a nominee must be recognized as accomplished in at least one of three areas:

1. Outstanding achievement or service at or for the benefit of the University of Vermont.
2. Outstanding achievement or service in or for the benefit of the State of Vermont.
3. Outstanding achievement or service in the nation or the world.

Of particular importance is to identify Honorary Degree candidates and a Commencement Speaker who reflect University values or have achieved distinction in endeavors aligned with institutional goals and strategic priorities.

Also to be considered is the following in evaluating nominees:

- Sustained and dedicated commitment to public life and service
- Significant contributions to the advancement of knowledge
- Significant contribution to the University’s ability to achieve its mission

Forms

Commencement Speaker and Honorary Degree Nominations Form:

Timeline for Honorary Degree Process:
http://www.uvm.edu/president/?Page=honorarydegrees/nom_for_hon_degree.html

Contacts

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

University Vice President for Executive Operations

Effective Date

Approved by:

______________________________ Date:
A. John Bramley, Interim President

Endorsed by the Board of Trustee: ___________________
Resolution Regarding Delegation and Retention of Board Authority  
(see appended chart)

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

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

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

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

(1) statements of institutional mission, principles and values;

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

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

(4) the appointment of University Trustees to the boards of other corporate entities or public bodies in their capacity as University Trustees;
(5) The appointment and employment of the President, election of the other officers of the Board and the University in accordance with the University Bylaws, and authorization of severance payments in excess of the standard amount University policy specifies for officials who report to the President;

(6) The creation or elimination of an academic unit, curriculum, research or service endeavor as defined in Faculty Senate protocols; and approval of faculty medical or other clinical practice plans;

(7) The award of honorary degrees;

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

(9) The naming of buildings and academic programs;

(10) Through its Investment Subcommittee of the Budget, Finance and Investment Committee (“Investment Subcommittee”), the selection, retention and termination of investment advisors and managers for the Long-Term Investment Pool; provided that: the Board must itself approve policies for the Long-Term Investment Pool and the Limited Term Asset Pool, the endowment spending rate, the endowment management fee, declaration of financial exigency, and the dissolution, merger or the sale or pledge or transfer of all or substantially all of the University’s assets;

(11) The institutional annual budget and acceptance of the annual audited financial statements;

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

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

(14) Payments in lieu of taxes;

(15) The issuance of bonds and approval of the institutional debt policy;
the procurement of loans, lines or credit, or other financing, and performance as surety, in amounts or at a value that equals or exceeds $1,000,000;

contracts for facilities construction or renovation and the purchase or sale of goods, equipment or services at an aggregate cost of > $1,000,000, including increases in project costs for previously approved projects whose value in aggregate equals or exceeds $1,000,000; provided that (and subject to the provisions of (18) below), the Board shall approve all contracts for consulting services whose aggregate value equals or exceeds $250,000, and the Board shall also authorize, through its Investment Subcommittee, the selection and retention of all investment advisors regardless of contract cost;

the selection and retention of independent audit firm to conduct the annual audit of financial statements and/or compliance audits, regardless of contract cost; contracts at an aggregate cost of $10,000 or more for non-audit consulting services with the audit firm that is conducting the annual audit of financial statements;

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

the settlement of claims and/or lawsuits at a cost that equals or exceeds $250,000, regardless of insurance coverage; and authorization to file and/or settle lawsuits in which the Board or a University officer is a named party or a Board-approved policy is in dispute;

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

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

AND BE IT FURTHER RESOLVED, that notwithstanding such delegations, through the President or his designees, the administration shall report periodically on matters of institutional management and operations as the Board may direct and/or as may be appropriate and desirable, including without limitation periodic reporting on gifts and grants; and
BE IT FINALLY RESOLVED, that this resolution shall supersede all preexisting delegations prospectively.

*Adopted by the Board of Trustees:* September 11, 2004
*Approved as revised by the Executive Committee:* March 14, 2005
*Approved as revised by the Board of Trustees:* May 19, 2007
*Approved as revised by the Board of Trustees:* May 17, 2008
*Approved as revised by the Board of Trustees:* September 5, 2008
*Approved as revised by the Board of Trustees:* February 7, 2009
*Approved as revised by the Board of Trustees:* February 6, 2010
*Approved as revised by the Board of Trustees:* March 8, 2010
*Approved as revised by the Board of Trustees:* February 5, 2011
*Approved as revised by the Board of Trustees:* March 14, 2011
## Board Reserved Rights and Delegations

NOTE: Numbers in brackets [ ] correspond to paragraphs in Resolution Regarding Delegation and Retention of Board Authority, as rev. 3/14/11.

<table>
<thead>
<tr>
<th><strong>Real Estate</strong></th>
<th><strong>Financial</strong></th>
<th><strong>Fiduciary</strong></th>
<th><strong>Personnel</strong></th>
<th><strong>Academic</strong></th>
</tr>
</thead>
<tbody>
<tr>
<td>Land purchase/sale, or transfer of real property or interests therein, at value ≥ $500K; eminent domain proceedings compensation</td>
<td>Issuance of bonds and approval of institutional debt policy [15]</td>
<td>Selection and retention of independent audit firms for the annual financial audit and/or compliance audits (regardless of cost); also consulting contracts at an aggregate cost of ≥ $10K for non-audit consulting services with the audit firm conducting the annual financial audit [18]</td>
<td>Appointment and employment of President (contract, evaluation, termination) [5]</td>
<td>Creation or elimination of academic units, curriculum, research or service endeavors, as defined in Faculty Senate protocols [6]</td>
</tr>
<tr>
<td>Leases/subleases with annual or aggregate rental value of ≥ $500K; renewals thereof [13]</td>
<td>Contracts for facilities construction or renovation projects ≥ $1 million; including increases in projects costs for previously approved projects whose aggregate value is ≥ $1 million [17]</td>
<td>Creation or dissolution of a UVM-affiliated corporation or Foundation [3]</td>
<td>Election of Board officers [5]</td>
<td>Adoption of strategic plan and goals, and related strategic financial plans and goals, and all material revisions thereto [2]</td>
</tr>
</tbody>
</table>

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In addition to the rights expressly reserved to the Board in the numbered paragraphs of its resolution, the Board in a general statement of resolution reserves to itself the power to act on its own initiative as necessary to the fulfillment of its own fiduciary and legal duties.

See “Fiduciary” for special rules regarding audit firms [18].
<table>
<thead>
<tr>
<th>Real Estate</th>
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<tbody>
<tr>
<td>Naming of buildings [9]</td>
<td>Selection and retention of the independent audit firm for the annual financial statements audit and selection and retention of an independent audit firm for compliance audits (regardless of contract cost); and consulting contracts at an aggregate cost of ≥$10K for non-audit consulting services with the audit firm conducting the annual financial statements audit; all non-audit consulting services contracts whose aggregate value equals or exceeds $250K [18]</td>
<td>Statements of institutional mission, principles or values (e.g., Our Common Ground) [11]</td>
<td>Appointment of UVM trustees to external boards or other public bodies in their capacity as UVM trustees [4]</td>
<td>Matters appealable to the Board under Senate Constitution and Bylaws [8]</td>
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<tr>
<td>Tuition, room &amp; board rates; student fees, and in-state status regulations for purposes of determining tuition [12]</td>
<td>Matters required by law, Bylaws, or contract; Board self-governance actions reserved to the Board, including the election of Board officers [21]</td>
<td>Authorization of severance payments to officers of administration who report to the President in excess of the severance amount specified in the University Manual [5]</td>
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<td>Contracts for facilities construction or renovation projects ≥ $1 million, including increases in projects costs for previously approved projects whose value is ≥ $1 million [17]</td>
<td>Approval of annual budget [11]</td>
<td>Adoption of strategic plan and goals, and related strategic financial plans and goals, and all material revisions thereto [2]</td>
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<td>Material terms of collective bargaining agreements and, within the context of annual budget preparation and approval, the annual salary pool for non-union-represented employees [19]</td>
<td>Acceptance of the annual audited financial statements [11]</td>
<td></td>
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<tr>
<td><strong>Real Estate</strong></td>
<td><strong>Financial</strong></td>
<td><strong>Fiduciary</strong></td>
<td><strong>Personnel</strong></td>
<td><strong>Academic</strong></td>
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<td>Filing or settlement of claims or lawsuits at a cost ( \geq $250K ), regardless of insurance coverage [20]</td>
<td>Via BFI Investment Subcommittee, selection, retention and termination of investment advisors and managers for the Long-Term Investment Pool; provided that, the Board must itself approve policies for the LTIP and the Limited Asset Pool, the endowment spending rate, endowment management fee, declaration of financial exigency, and dissolution, merger, or the sale or pledge or transfer of all or substantially all of the University's assets [10]</td>
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<tr>
<td>Payment in lieu of taxes [14]</td>
<td>Initiation or settlement of claims or lawsuits at a cost ( \geq $250,000 ), regardless of insurance coverage, and/or authorization to file or settle lawsuits in which the Board or a University officer is a named party or in which a Board-approved policy is in dispute [20]</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Acceptance of annual audited financial statements [11]</td>
<td>Via BFI Investment Subcommittee, selection, retention and termination of investment advisors and managers for the Long-Term Investment Pool; provided that, the Board must itself approve policies for the LTIP and the Limited Asset Pool, the endowment spending rate, endowment management fee, declaration of financial exigency, and dissolution, merger, or the sale or pledge or transfer of all or substantially all of the University's assets [10]</td>
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<tr>
<td>Acceptance of gifts and grants reports [be it further resolved final paragraph.]</td>
<td></td>
<td>Via BFI Investment Subcommittee, selection, retention and termination of investment advisors and managers for the Long-Term Investment Pool; provided that, the Board must itself approve policies for the LTIP and the Limited Asset Pool, the endowment spending rate, endowment management fee, declaration of financial exigency, and dissolution, merger, or the sale or pledge or transfer of all or substantially all of the University's assets [10]</td>
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</tbody>
</table>

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\[3\] This includes workers’ compensation claims and lawsuits.
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; 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.

Approved by the Board of Trustees: September 9, 2006

Amended by the Board of Trustees:
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
- Awarding of 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
Equal Employment Opportunity/Affirmative Action Policy Statement

Policy Statement

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, place of birth, sex, sexual orientation, disability, age, positive HIV-related blood test results, status as a disabled or Vietnam Era Veteran, genetic information, or gender identity or expression, or status as a disabled veteran, recently separated veteran, other protected veteran or Armed Forces service medal veteran, 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. The University also prohibits unlawful harassment on the basis of other characteristics protected by law.

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 or assisting or participating in an investigation regarding alleged discrimination or harassment as prohibited in the policy statement above; filing a complaint or 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, recently separated veterans, other protected veterans, or Armed Forces service medal veterans; or exercising any rights under VEVRAA or the Rehabilitation Act.

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 Genetic Information Nondiscrimination Act of 2008; and the Vermont Fair Employment Practices Act, all as amended; 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 policy 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 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 in a manner consistent with the legal requirements herein referenced.

Contacts

Questions regarding this policy statement or compliance with its provisions may be directed to:

Chief Diversity Officer and
Special Assistant to the President for Multicultural Initiatives
University of Vermont
346 Waterman Building
Burlington, VT 05405
(802) 656-8426

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.

The President is the University official responsible for the interpretation and administration of this policy.
Related Documents/Policies

Equal Opportunity in Educational Programs and Activities Policy Statement
http://www.uvm.edu/~uvmppg/ppg/student/equaledu.pdf

Sexual Harassment Policy – Employees
http://www.uvm.edu/~uvmppg/ppg/hr/sexharasemp.pdf

Procedures for Investigating and Resolving Discrimination Complaints

Effective Date

Approved by:

____________________         President  ________________
Daniel M. Fogel  A. John Bramley

____________________    Chair, Board of Trustees  _______________
Robert Cioffi                Date
Equal Opportunity in Educational Programs and Activities and Non-Harassment

Policy Statement

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, athletic 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. 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 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 in a manner consistent with the legal requirements herein referenced.
Contacts

Questions regarding this policy statement or compliance with its provisions may be directed to:

Dean of Students
University of Vermont
41-43 South Prospect Street
Burlington, VT 05405
(802) 656-3380

or to:

Chief Diversity Officer and
Special Assistant to the President for Multicultural Initiatives
University of Vermont
346 Waterman Building
Burlington, VT 05405
(802) 656-8426

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.

The President is the University official responsible for the interpretation and administration of this policy.

Related Documents/Policies

Equal Employment Opportunity/Affirmative Action Policy Statement
http://www.uvm.edu/~uvmppg/ppg/general_html/affirm.pdf

Harassment – Students
http://www.uvm.edu/~uvmppg/ppg/student/studentharas.pdf

Procedures for Investigating and Resolving Discrimination Complaints

Sexual Harassment Policy – Students
http://www.uvm.edu/~uvmppg/ppg/student/sexharasstudent.pdf
Effective Date

Approved by:

______________________  President  ____________________  Date
A. John Bramley Daniel M. Fogel

______________________  Chair Board of Trustees  ____________________  Date
Robert Cioffi