A meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Saturday, October 26, 2013 at 8:30 a.m. in the Livak Ballroom, 417-419 Dudley H. Davis Center.

MEMBERS PRESENT: Chair Robert Cioffi, Vice Chair Deborah McAneny, Secretary Joan Lenes, Samuel Bain, Bill Botzow, Carolyn Branagan, Christopher Bray, Robert Brennan*, Sarah Buxton, Frank Cioffi, David Daigle, Carolyn Dwyer, Dennis Mahoney, Anne O’Brien, David Potter, Kesha Ram, Dale Rocheleau, Bill Ruprecht, President Thomas Sullivan, Raj Thakrar, Lisa Ventriss, Jeff Wilson and Mark Young

MEMBERS ABSENT: Governor Peter Shumlin and Richard Gamelli
*via conference phone

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 June, 2013 meeting as presented.

Public Comment

Chair Cioffi opened the public comment period and invited Brian Thompson to address the Board. Mr. Thompson introduced himself as a sophomore at UVM speaking on behalf of the Student Climate Culture (SCC) regarding the University’s investment in fossil fuel companies such as Shell, Exxon, Gazprom, and others. He reported that these companies have proven reserves containing more than five times as much carbon as is necessary to push the planet beyond two degrees Celsius of warming within the next 50 years. He noted that two degrees was the amount agreed upon at the Copenhagen conference as the most we can reasonably hope to tolerate as a planet. He opined that the University is invested in companies whose business is an existential threat to the well-being of every person in the world.

Mr. Thompson urged Trustees not to hide behind their fiduciary responsibilities, noting what he described as a year of inaction since the issue of divestment was first raised. He asked that Board make a commitment to eliminate this destructive industry over the next five years and suggested that UVM has a chance to lead the nation and that divestment is the biggest step to be taken to get there.

Mr. Thompson concluded by recognizing that the Student Climate Culture is working through the bureaucratic processes in place and will continue to respect that process as long as that process recognizes the importance and urgency of this issue.
Chairman Cioffi next invited Professor Denise Youngblood to offer remarks. Professor Youngblood introduced herself as the new President of United Academics and a Professor of Russian for the past twenty-five years. On behalf of United Academics, UVM Stand Up and Vermont Fair Food Campaign, she presented a petition to President Sullivan in support of the food service workers at Sodexo. She expressed her dismay when she learned of Sodexo’s plan to change the definition of a full-time employee that would affect health care coverage as well as the policy on absences that utilizes a point system implemented by Sodexo last year. She stated that she remains cautiously optimistic in light of President Sullivan’s announcement to the campus community yesterday that changes proposed by Sodexo will not be implemented immediately as originally announced by Sodexo. She called upon the administration to negotiate future contracts for food services at the University with transparency and that ensure that workers be treated fairly and humanely, and receive adequate pay and benefits.

Committee Reports

*Educational Policy and Institutional Resources Committee* (EPIR)

Chair Bill Botzow noted that the Committee received its first report from Provost Rosowsky, which outlined the four initiative sets on which he will focus of the course of the next 24 months. These include the *Budget Initiative Set*; the *Academic Excellence Initiative Set*; the *Student Experience Set*; and the *STEM Initiative Set*. An explanation of each initiative is outlined in his written report included as attachment 2 in the Committee meeting materials. Additionally, questions and comments were invited from Committee members in follow up to routine and annual reports offered on the topics of Enrollment, Research, Graduate Education, the UVM Foundation, Diversity and Multicultural Affairs and a progress report on Capital Projects was offered.

The Chair of the Faculty Senate Curricular Affairs Committee reported that no new proposals have been received by the Faculty Senate since the May meeting. However, the Committee is working on a number of initiatives including developing a university-wide policy on academic internships; developing a set of standards for undergraduate certificate programs at UVM; participating in the development of the Cultures, Diversity, and Global Perspectives General Education outcomes; and collaborating with the Provost’s Office to implement the revised Academic Program Review.

The Committee reviewed and endorsed three capital projects for referral to the Budget, Finance & Investment Committee for financial review and approval including resolutions approving residential life FY 2015 deferred maintenance; phase one renovations of the Miller Complex Project; and the creation of a team-based learning classroom in the College of Medicine.

The Committee received an update on progress related to the University’s work with Study Group and the development of the Global Gateway Program (GGP) for international students. The University is finalizing preparations for the launch of the GGP in January 2014. The GGP students and program administration will be housed in the Marsh-Austin-Tupper (MAT) dormitory complex and the GGP’s curriculum has been finalized in consultation with Dean’s Offices and the Registrar’s Office. As of September 26, three students have applied and been
admitted. Most applications for the January GGP will arrive closer to the deadline of November 1, 2013.

The fourth cohort of US-Sino Pathway Program (USPP) students arrived on campus in June. Twenty-three students enrolled in the summer bridge program administered by Continuing Education, and all 23 progressed to degree status this fall. This year, the Consortium of North American Universities will inaugurate a new pathway program of similar design in Nigeria. UVM’s goal is to enroll 15 – 25 USPP students and 15 – 25 Nigerian Pathway Program students for fall 2014. Associate Provost for Faculty Affairs and Internationalization Gayle Nunley will be making a site visit to Nigeria in December and will provide a report at the next Committee meeting.

Trustee Frank Cioffi gave a brief report on the Board of Trustees Career Services Workgroup, which met in September. At the meeting, members had an in-depth discussion on benchmark measures, discussed a proposed Career Success Advisory Board, and received specific updates regarding the Career Success Action Plan. Vice Provost for Student Life Annie Stevens and Director of Career Services Pamela Gardner offered highlights since their last report at the May meeting, including:

- The new Career + Experience Hub opened on September 9th in the Davis Center.
- Three new staff members have been hired to lead strategic initiatives.
- The name of Career Services has been officially changed to the Career Center.
- A clear and comprehensive four-year plan for students to follow now forms the basis for advising them on career preparation.

The Committee looks forward to receiving regular updates at future meetings.

The Committee received an update on an interim five-year report that the University is now engaged in preparing in follow-up to the accreditation process required of all institutions by the New England Association of Schools and Colleges (NEASC). The report will address major items that came out of the ten-year report. The self-reflection part of the report will help the University be better prepared for the next ten-year accreditation process.

Vice President for Human Resources, Diversity and Multicultural Affairs Wanda Heading-Grant provided an update on the efforts and progress made in the past year emphasizing a need to focus on access and equity. Vice President Heading-Grant and her team are working on a number of issues including a Gender and Race Equity Study, Exit Interview process, and President’s Senior Leadership Professional Development programs.

Vice Provost for Curricular Affairs Brian Reed and John Ryan, Director of Institutional Research, offered a brief update on the results collected to date from the Critical Thinking Assessment Test (CTAT) and Collegiate Learning Assessment (CLA). Results of the CLA can be determined quickly since it is administered online whereas the CTAT has to be scored by trained faculty and the results sent away for analysis which have not yet been received. UVM looks good compared to peers; however, there is room for improvement.
Lastly, the Committee reviewed its work plan and will be looking at ways to better focus its time at meetings. Provost Rosowsky will focus his future reports around eight goals for achieving academic excellence established to animate the President’s Strategic Action Plan.

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

Chair McAneny began her report by encouraging all Trustees to review attachment 2 in the Committee meeting materials, which provides a fiscal analysis of deferred maintenance based on data provided by Sightlines. While progress has been made in the first half of the last decade, there is much more to do. The Chair requested that the administration develop a plan for the Committee to consider to better fund deferred maintenance.

The Committee unanimously approved a resolution for recommendation to the full Board to reallocate positive 2007 and 2009 bond balances from closed projects for use in addressing priority deferred maintenance issues. The 2007 bond balance is $55,500 and the 2009 bond balance is $59,412.

The Committee also endorsed the proposed 2014 summer session tuition rates at $400 per credit hour for in-state students and $1,010 per credit hour for out-of-state students. These rates reflect a 30% discount of the spring semester tuition. This will better align the University’s pricing with peer institutions. Additionally, the Committee recommends the Kaplan Bridge Program all-inclusive fee for Summer 2014 (including tuition, room and board and student fees) of $15,945. This program (formerly the US-Sino Pathways Program) has been expanded to include both students from China and from Nigeria.

Trustee Sarah Buxton inquired about marketing efforts around these programs. Provost Rosowsky responded that the University is broadening areas of recruitment; more staff have been hired; and the University is modeling scenarios with consultants. He noted that efforts to garner national recognition are paying off.

The Committee also approved a resolution on program fees for international students recruited by Study Group who will enter a two-semester program and be charged on a total cost of attendance basis fee of $50,553 for the Spring 2014 term and $51,685 for the Summer 2014 term. The two-semester program beginning in Summer 2014 reflects inflation increases.

Chair McAneny reported that, due to current interest rates, the Bond Refunding/Issuance Work Group does not advise of any refunding at this time; however, it will continue to monitor the market and act promptly if future bonding opportunities arise, bringing any recommendations to either the Executive Committee or the full Board.

Provost Rosowsky updated the Committee on the process and planning that is under way to build the FY 2015 budget and outlined the steps that will lead up to a more detailed discussion of major elements of the budget at the February, April and May 2014 meetings. A transparent engagement process will be tied to the strategic action plan. Strategies and tradeoffs being considered include generating new revenue, making moderate adjustments to benefits packages, implementing modest budget reductions, requesting a reasonable tuition increase and formulating a competitive financial aid strategy.
Sam Bain, Vice Chair of the Investment Subcommittee (ISC) thanked fellow Subcommittee members Robert Brennan and David Daigle, Cambridge Associate consultants and the University administration for all their good work. He also acknowledged that Chairman Cioffi is a regular attendee at Subcommittee meetings and that his participation is appreciated and valued. He noted that, as a result of everyone’s excellent work, the University’s endowment is in a robust condition at a healthy $400 million.

The Subcommittee is carefully considering the Socially Responsible Investing Advisory Council’s (SRIAC) recommendations on fossil fuel divestment and will continue discussions at its next meeting. He acknowledged that members are committed to devoting extra time to research and analysis of the information provided to them on the topic.

The Committee endorsed the Subcommittee’s recommendation for annual reaffirmation of the Endowment Budget Policy and the Endowment Administration Fee.

Claire Burlingham offered an update on activities of the SRIAC since the last meeting. The fall Town Hall Meeting was held on October 22 and was well-attended. Fourteen individuals, all of whom were students, addressed the Council. The Council will now review what was presented and make a decision on what issues it will research further. Their intent is to present recommendations on the identified issues, if any, to Vice President Cate by the end of January/early February 2014 so that he can in turn review them with the ISC in spring 2014.

Chair McAneny concluded the report by noting the Committee unanimously approved the following projects for recommendation to the full Board: Residential Life FY 2015 deferred maintenance ($1.25 million), Phase 1 of the Miller Research Complex ($1.8 million) and Larner Classroom ($1.25 million) renovations in the College of Medicine.

Audit Committee

Committee Chair Mark Young reported on Committee meetings held on July 8 and September 9, 2013 and offered highlights of the written report distributed in today’s meeting materials. In July, the Chief Internal Auditor reviewed the status of the FY 2013 audit plan and proposed plan for FY 2014 and provided a status report on internal audit recommendations. In September, the Committee received an update on completed reports and was introduced to the newest member of the Office of Audit Services Team, Kim Dessormeau. Ms. Dessormeau previously worked at TD Banknorth.

As reported at the Budget, Finance & Investment Committee meeting yesterday, Chair Young was pleased to share that the KPMG FY 2013 final management letter will reflect no material weaknesses, significant deficiencies or management comments in the University’s external audit. This is the third consecutive year in which no findings were made.

The Committee received reports from the Chief Compliance Officer at each meeting, including details of the FY 2014 Compliance Risk Assessment that formed the basis for the FY 2014 Work Plan. The plan which includes the Health Insurance Portability and Accountability Act (HIPAA) Omnibus rules, Export Controls, the Violence Against
Women Act (VAWA), OMB Circular A-81 governing sponsored research at universities, the Patient Protection and Affordable Care Act (PPACA) and the USCIS Form I-9.

Chief Risk Officer Al Turgeon presented the summary matrix of management response plans and reviewed the detailed individual one-page management response plans. He also conveyed his plans for introducing the ERM annual report at yesterday’s Board meeting. Additionally, the Committee discussed its oversight of the ERM process. At both meetings, Mr. Turgeon provided updates on the draft risk appetite and risk tolerance statements and noted the positive changes he has noticed in the risk awareness culture at the University. Chair Young encouraged all Trustees to review attachment 8 in the Committee of the Whole meeting materials, specifically the individual management response plans included as appendix C.

Information Security Officer (ISO) Dean Williams provided the Committee with updates on the security assessment and penetration test of a non-production instance in the PeopleSoft system. He also provided updates in the areas of Payment Card Industry Data Security Standards (PCI DSS), Privacy, Information Security, and Data Retention as well as consultations and support work performed by his team. Chair Young shared that he had an opportunity to tour the IT site on the Trinity campus and at Technology Park and stressed the necessity for supporting IT system upgrades and maintenance.

Vermont Agricultural College Board

Chair David Potter reported that the Board discussed various initiatives that may come up in the next legislative session that may impact UVM including healthcare and potential taxation of tax-exempt properties. The Board continued discussions regarding the statutory requirement that restricts tuition for all in-state students to 40% of out-of-state tuition and allowing the University to establish tuition for on-line and graduate level courses. The Board entertained and endorsed a motion in support of the pursuit of thus amending the 40% rule.

The Board also received an update from Dean of Extension Doug Lantagne on the activities of Extension, including the new realities of limited federal funding, and a trend in their mission to providing more business planning assistance to farmers. Extension’s mission includes providing quality research-based educational programs and practical information to Vermonters. Examples of those opportunities include over 1,100 significant education events a year and the show ‘Across the Fence’.

University of Vermont Board

Chair David Daigle reported that the Board reviewed a summary of the Wilbur Trust Fund financial report from July 2012 through June 2013. He reminded Trustees that the Fund is set up to provide scholarships for Vermont students and has just under $20M, all of which is invested in the endowment. The Fund also includes a stand-alone trust that cannot be liquidated of just under $200,000.
The Board met in executive session for the remainder of the meeting to discuss trustee candidates. Chair Daigle noted that three members will be completing their terms of service at the end of February and that the Board currently has two candidates lined up to fill those vacancies.

**Approval of Consent Agenda**

Chair Cioffi offered an opportunity for discussion on any of the action items coming before the Board. There being none, the following revised consent agenda was presented for approval with new resolutions highlighted and one resolution deferred.

**COMMITTEE OF THE WHOLE**

1. **Resolution Recommending Adoption of the 2013 University Strategic Action Plan**

WHEREAS, the administration now presents to this Committee for review and approval the 2013 University Strategic Action Plan, appearing as Appendix A to this document; and

WHEREAS, the plan outlines four main goals and proposed actions designed to position the University strategically for the future;

NOW, THEREFORE BE IT RESOLVED, that the Committee hereby recommends Board approval and adoption of the Strategic Action Plan; and

BE IT FURTHER RESOLVED, that the Committee recommends that the Board request the President to report periodically on institutional progress toward the goals the Strategic Action Plan establishes; and

BE IT FINALLY RESOLVED, that the Committee recommends that the Board request the President to seek Board approval of modifications to the Strategic Action Plan as necessary or desirable in light of developments and experience gained.

2. **Resolution Approving Appointments to the ad hoc Labor Advisory Group**

BE IT RESOLVED, that the Committee recommends for Board approval the appointment of Trustee Robert Cioffi as Leader, and Trustees David Daigle, Carolyn Dwyer, Debbie McAneny and David Potter to serve as members of the ad hoc Labor Advisory Group, effective immediately.

3. **Resolution Approving Contract with Mac-Gray Services, Inc.**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is authorized to enter into contracts with Mac-Gray Services, Inc., for washer and dryer rentals in residential halls from December 13, 2013, through December 12,
2018, with the option of a five-year renewal, for an amount not to exceed $1.1 million over ten years.

**Resolution Authorizing License Agreement with Stowe Electric Department**

BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to negotiate a ten-year license agreement with Stowe Electric Department for the right to install and maintain electric and fiber optic cables along University-owned land at Mt. Mansfield in Stowe, Vermont. The aggregate license fee paid to the University shall be approximately $15,450 (plus annual Consumer Price Index increases).

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

(As recommended by the Audit Committee – September 9, 2013)

4. **Resolution Approving Audit Committee Charge Revisions**

WHEREAS, the Audit Committee has decided to ensure that its Charge is consistent with the Committee’s principal responsibilities;

BE IT RESOLVED, that the Board hereby approves the revisions to the Audit Committee Charge, appearing as Appendix B to this document.

5. **Resolution in Memoriam for Rayburn V. Lavigne**

The University of Vermont Board of Trustees wishes to include in its official records a very special recognition in memory of Rayburn “Ray” Lavigne, beloved friend and colleague of many and devoted member of the University community for thirty-five years and who made a lasting and profound impact on the University of Vermont. The Board desires to convey to Mrs. Violet Lavigne and family its sincere and heartfelt condolences on the passing of a most dedicated member of the UVM community.

BE IT THEREFORE RESOLVED, that this expression of sympathy and recognition with respect to the late Rayburn V. Lavigne be entered into the minutes of the Board of Trustees of The University of Vermont.

6. **Resolution in Memoriam for Hubert W. Vogelmann**

The University of Vermont Board of Trustees wishes to include in its official records a very special recognition in memory of Professor Hubert “Hub” Vogelmann, conservationist and educator, whose leadership, scholarship, good humor, and care for others and Vermont has made
a lasting and profound impact on The University of Vermont. The Board desires to convey to Thomas Vogelmann and family its sincere and heartfelt condolences on the passing of a most distinguished member of the UVM community.

BE IT THEREFORE RESOLVED, that this expression of sympathy and recognition with respect to the late Dr. Hubert W. Vogelmann be entered into the minutes of the Board of Trustees of The University of Vermont.

7. **Authorizing Resolution – Real Property**

RESOLVED, that the Board of Trustees hereby authorizes the Vice President for Finance and Treasurer to seek to acquire a property on the terms he reported on this date.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE**

8. **Resolution Approving Residential Life FY 2015 Deferred Maintenance**

WHEREAS, the Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of $4,000,000 for the proposed Slade Hall, Harris/Millis and Trinity renovations (the “Project”) and finds the Project an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the Project and remits it to the Budget, Finance, and Investment Committee for financial review and approval.

9. **Resolution Approving Miller Research Complex Phase I Project**

WHEREAS, the Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of $1,800,000 for the proposed Miller Research Complex Phase I project and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval.

10. **Resolution Approving Larner Classroom**

WHEREAS, the Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of $1,250,000 for the proposed Larner Classroom project and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;
THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval.

BUDGET, FINANCE & INVESTMENT COMMITTEE


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

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

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

WHEREAS, the University now wishes to authorize the expenditure of $55,500 from the 2007 bond proceeds and $59,412 from the 2009 bond proceeds toward priority deferred maintenance projects;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to reallocate $950 from the Gutterson Parking Garage, $12,888 from the Carbon Monoxide Detection, $5,469 from the DeGoesbriand Fit-up Phase I, $3,137 from the 438 College St. Renovation, $5,234 from the Cook Commons Renovation, $21,899 from the Research Lab Renovations, $5,923 from the Athletic Assessment Report, $1,092 from the Waterman SFS/GCA Renovations, $49,598 from the Terrill Hall Renovation, $198 from the Colchester Research Facility, and $8,524 from the Athletic/Wellness Study to finance $114,912 of priority deferred maintenance projects; and

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

12. Resolution Approving Summer Tuition and Kaplan Bridge Program Fee

RESOLVED, that the Board of Trustees hereby approves the tuition rate for the Summer Session of $400 per credit hour for in-state students and $1,010 per credit hour for out-of-state students. The changes will become effective for the 2014 Summer Session.
BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves an all-inclusive fee for the Kaplan Bridge Program for Summer 2014 of $15,945, pending re-approval of that academic initiative via the Board of Trustees Executive Committee.

13. **Resolution Approving Global Gateways International Student Tuition**

WHEREAS, the University, after a request-for-proposal-process, entered into an agreement with Study Group, an international private-sector provider of education and training for international students, to provide services to UVM in support of the University’s recruitment of academically qualified and diverse international students and its development of an international pathways program; and

WHEREAS, this program will prepare undergraduate international students to successfully matriculate to degree status, persist, and graduate, and to support the University’s larger internationalization efforts; and

WHEREAS, the first cohort of international students through this program is expected to begin their course of study at the University beginning in January 2014 and the second cohort in May 2014; and

WHEREAS, the students need to be charged on a total cost-of-attendance basis that includes tuition, room and board, and all other fees and costs associated with enrollment at the University in a manner in accordance with the terms and conditions set forth in the agreement between the University of Vermont and Study Group;

THEREFORE, BE IT RESOLVED, that the following rates are established:

Global Gateway Program 2 Term beginning Spring 2014: up to $50,553
Global Gateway Program 2 Term beginning Summer 2014: up to $51,685

*(AS RECOMMENDED BY INVESTMENT SUBCOMMITTEE, September 25, 2013)*

14. **Resolution Reaffirming the Endowment Budget Policy**

RESOLVED, that the *Endowment Budget Policy* is reaffirmed as reads below:

BE IT RESOLVED, that the annual budget for spending from Endowment be set at 4.5 percent of the average market value for the previous thirteen quarters ending December 31 of the prior calendar year; and

BE IT FINALLY RESOLVED, that the Investment Subcommittee will review and make recommendation to the Budget, Finance and Investment Committee regarding the reaffirmation or revision of the *Endowment Budget Policy* each year no later than December 31.
15. **Resolution Reaffirming Endowment Administration Fee Policy**

RESOLVED, that the *Endowment Administration Fee Policy* is reaffirmed as reads below:

BE IT RESOLVED, that the Board of Trustees hereby approves a 0.25 percent fee applied to the University endowment for FY 2013-2014 to cover reasonable costs associated with endowment administration, management and operation; and

BE IT FURTHER RESOLVED, that on a fiscal year basis, the fee will be reviewed and assessed annually as 0.25 percent of the average market value of the University endowment for the previous thirteen quarters ending December 31 of the prior calendar year; and

BE IT FINALLY RESOLVED, that the Investment Subcommittee will review and make a recommendation to the Budget, Finance and Investment Committee regarding the reaffirmation or revision of the *Endowment Administration Fee Policy* each year no later than December 31.

Adopted by: Board of Trustees - May 13, 1995
Reaffirmed: Board of Trustees - September 8, 2007
Board of Trustees - September 5, 2008
Board of Trustees - October 24, 2009
Board of Trustees – October 30, 2010
Board of Trustees – October 22, 2011
Board of Trustees – November 8, 2012

Board of Trustees – October 26, 2013

16. **Residential Life FY 2015 Deferred Maintenance Resolution**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of $4,000,000 for the Slade Hall, Harris/Millis and Trinity renovations (the “Project”) and found the Project an institutional priority, consistent with the *Strategic Capital Plan* and worthy of further consideration; and,
WHEREAS, the Educational Policy and Institutional Resources Committee also endorsed the Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and,

WHEREAS, the Division of Student Affairs has budgeted $4,000,000 of its unrestricted plant funds for this project;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to utilize the Division of Student Affairs unrestricted plant funds to finance the $4,000,000 Slade Hall, Harris/Millis and Trinity renovations; and,

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

17. **Miller Research Complex Phase I Resolution**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of $1,800,000 for the Miller Research Complex Phase I project (the “Project”) and found it an institutional priority, consistent with the *Strategic Capital Plan* and worthy of further consideration; and,

WHEREAS, the Educational Policy and Institutional Resources Committee also endorsed the Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and,

WHEREAS, the College of Agriculture and Life Sciences has budgeted $1,800,000 of its one-time research endowment and gift funds for this project;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to utilize the College of Agriculture and Life Sciences one-time research endowment and gift funds to finance the $1,800,000 Miller Research Complex Phase I project; and,

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

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of $1,250,000 for the Larner Classroom project (the “Project”) and found it an institutional priority, consistent with the *Strategic Capital Plan* and worthy of further consideration; and,

WHEREAS, the Educational Policy and Institutional Resources Committee also endorsed the Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and,

WHEREAS, the College of Medicine has budgeted $1,250,000 of its gift funds for this project;

NOW, THEREFORE, BE IT RESOLVED, that the Vice President for Finance and University Treasurer, or his successor or designee, is hereby authorized to utilize the College of Medicine gift funds to finance the $1,250,000 Larner Classroom project; and,

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

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 personnel matters. He noted that no action was anticipated following the session. The motion was made, seconded and approved. All in attendance were excused from the meeting with the exception of Trustees, Special Assistant to the President Clarence Davis and Vice Presidents Rosowsky, Cate, Gustafson, Bazluke and Derr.

At 10:15 a.m., all non-trustees were excused from the meeting.

At 10:25 a.m., the meeting was re-opened to the public.

**Adjournment**

There being no further business the meeting was adjourned.

Respectfully submitted,

Joan Lenes, Secretary
I. “Access to Success”: Promoting Affordability, Financial Access, and Academic Support

A. Focus on the “relationship” between tuition and scholarships and financial aid: What is the right balance to maximize prospects for student enrollment and retention and minimize student debt?

1. Moderate tuition growth and optimize financial support to achieve a tuition level that is financially sustainable for both students and the institution
2. Prioritize scholarships and financial aid in the upcoming Comprehensive Campaign

B. Ensure optimal academic support to achieve academic and career success

II. Promoting a culture of advancing academic excellence and cultivating talent

A. Create and nurture an atmosphere of raising expectations and aspirations focused on quality and excellence

B. Student focused

1. Implement a new Enrollment Management Plan that
   a. Reduces incrementally undergraduate enrollment to approximately 9,800 students
   b. Recruits and supports transfer students
   c. Increases international student undergraduate enrollment to approximately 5% to 7% (from the present 1%) by creating a new recruitment and “student preparation pathway” plan
   d. Continues to annually value and promote domestic student diversity
e. Designs and offers graduate education programs in a way that ensures an optimal size, scale, and scope of the Graduate College consistent with and supportive of the “vision statement” of the University
f. Broadens student recruitment efforts outside the present, targeted geographic market to offset the effects of regional demographic trends
g. Increases the number of applications, selectivity, and yield for a well-prepared, diverse entering class
h. Rebalances the student-faculty ratio in order to enhance instruction and advising

2. To improve the whole student campus life experience, (academic, cultural, developmental wellbeing and social), review the curriculum and advising to enhance:
   a. Retention of students from first to second year (from present 85% to 90%)
   b. Four-year graduation rates (from present 65% to 70%)
   c. Career advising and placement success at graduation
   d. The optimal use of web-based education to supplement the curriculum and student experience
   e. Educational standards, quality and vigor for an enriched student experience

C. Faculty focused

1. Promote increased research and creative scholarship of the faculty that has high impact and recognition
2. Increase the number of tenure-tenure track faculty in high quality programs that are aligned with UVM’s strategic priorities where there has been a substantial enrollment increase over targets in order to advance excellence in teaching and learning

D. Staff focused

1. Promote high quality professional development programs

III. Identifying necessary investments to ensure a bright future

A. New investments, along with cost efficiencies, are essential to enhance the quality, impact, and reputation of the University

1. Investments in facilities, infrastructure, and information technologies are necessary to advance the educational and research responsibilities and opportunities of the University, particularly in engineering, sciences, and libraries
2. Priorities should include
   a. Completion of Billings Library restoration
   b. Laboratory restoration or new laboratories for Engineering, Chemistry, Physics
c. Completion of the Alumni House restoration
d. Design and construct a multi-purpose event center to house cultural, social, academic, wellness, and athletic events as well as additional fitness and recreation space primarily for student use
e. Completion of the Housing Master Plan

IV. Instilling an institutional commitment to efficiency and effectiveness that optimizes the use of facilities, technology, assets, and shared services that

A. Develop a new budget model and framework that includes at its core an incentive-based approach to budgeting (IBB)

B. Considers a three-semester curriculum that increases choices for students and faculty and supports timely degree completion

C. Examines a winter “J” term that broadens students opportunities for international experience, internships, co-op opportunities, and special curriculum offerings

D. Reduces administrative costs, redundancies and barriers that do not add value and/or effectiveness by implementing an administrative unit and budget review process similar to academic program review

E. Encourages joint initiatives with academic institutions that have different comparative advances and qualitative strengths

F. Uses benchmarks, metrics, timelines, relative comparisons and best practices to measure progress toward goals and aspirations

G. Engages in continuous strategic planning and implements well-devised actions designed to sustain, promote, and measure academic creativity, research breakthroughs, and impact

H. Plans and initiates a bold, creative Comprehensive Campaign to increase private support, grants, and endowments in order to support scholarships, faculty support, academic programs, and the restoration and construction of key facilities

I. Focuses and aligns resources, reallocations, and revenue with academic priorities by undertaking and completing the Strategic Value / Financial Strength Plan regarding academic programs

J. Encourages state officials to support and invest in direct, “special appropriations” that are closely aligned with state priorities and University goals in order to advance the public good within Vermont and the vibrancy of UVM

K. Provides transparent communications and open dialogue throughout the University in order to achieve outcomes collaboratively
L. Achieving the right balance in decision making among the following goals:

1. Promoting student affordability
2. Advancing institutional quality and value
3. Maintaining financial sustainability for the institution
   a. Focus on a reasonable, predictable cost of a high quality education experience for students
   b. Hire, retain, and reward top talent among faculty and staff to ensure a culture of excellence and progress.
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

AUDIT COMMITTEE

The Audit Committee is responsible for overseeing the quality and integrity of the University’s financial statements including the selection of, and effective interaction with, the independent auditor; ensuring institutional compliance with mandatory auditing standards, and evaluating institutional systems of risk assessment and internal controls and promoting the development and monitoring the effectiveness of institutional systems of risk management, internal controls, accounting procedures, and compliance with laws and regulations.

The Audit Committee has full authority over the internal audit function including the appointment, evaluation, and termination of the chief internal auditor.

The Committee will review and monitor progress on annual plans for audits and related services ensuring that the plans encompass significant and material aspects of University operations; select and interact with independent auditors; assess the quality and timeliness of management’s response to audit findings and investigations; and evaluate the quality and effectiveness of institutional accounting procedures, the internal audit function, and institutional systems of risk assessment, internal control, and reporting review and make recommendations to the Board regarding institutional policies relevant to the Committee’s charge, such as conflict of interest, fraudulent conduct, whistleblower protection, and documents retention.

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

The Audit Committee shall be comprised of no fewer than four Trustees. The Board of Trustees shall annually appoint at least 7 of its members to the Audit Committee. Its members shall be independent of management and the University including its component units and affiliated organizations. Pursuant to the University Bylaws, the President shall not serve as an ex officio member of this Committee.

Approved by the Board of Trustees: September 9, 2006
Revised by the Board of Trustees: October 26, 2013