2020 Resolutions

January 6, 2020

- 1) Resolution approving contract with Consolidated Communications
- 2) Resolution approving contract extension with Cammack Retirement Group
- 3) Resolution approving contract with ProQuest, LLC
- 4) Resolution approving contact renewal with Schilling Consulting, LLC

January 31, 2020

- 1) Acceptance of fiscal year 2019 audited financial statements
- 2) Resolution authorizing negotiation of collective bargaining agreements with United Academics and United Electrical
- 3) Resolution approving the termination of the Master of Education in Reading and Language Arts in the College of Education and Social Services in conjunction with the Graduate College
- 4) Resolution approving the termination of the Bachelor of Arts in Engineering in the College of Engineering and Mathematical Sciences
- 5) Resolution approving the creation of a minor in Bioinformatics in the College of Agriculture and Life Sciences
- 6) Resolution approving the creation of a minor in Biosecurity in the College of Agriculture and Life Sciences
- 7) Resolution approving the termination of the Bachelor of Music degree in the College of Arts and Sciences
- 8) Resolution approving the creation of a post-professional Doctorate of Occupational Therapy in the College of Nursing and Health Sciences in conjunction with the Graduate College
- 9) Resolution Reaffirming Equal Opportunity policies
- 10) Resolution authorizing expenditures for the development and construction of the Firestone Medical Research Building project
- Resolution authorizing expenditures for the Recital Hall expansion and renovation project
- 12) Resolution reaffirming the Debt policy
- 13) Resolution reaffirming the Endowment Budget policy
- 14) Resolution reaffirming the Endowment Administration Fee policy
- 15) Resolution setting the comprehensive fee, student government association, graduate student and inter residence association fees for fiscal year 2021
- 16) Resolution approving room and meal plan rates for fiscal year 2021
- 17) Resolution approving appointment of Investment Subcommittee advisors
- 18) Resolution approving amendments to the *Guidelines for Selection of University Trustees*
- 19) Retiring Trustee Resolution: David A. Daigle (2010-2020)
- 20) Retiring Trustee Resolution: Sidney JB Hilker (2018-2020)

March 2, 2020

- 1) Resolution approving appointment of board chair
- 2) Resolution authorizing appointments to a Sustainability Work Group

- 3) Resolution disbanding the Renaming Advisory Committee
- 4) Resolution disbanding the Work Group on Medical, Nursing and Health Sciences Education and Research
- 5) Resolution approving committee and chair appointments
- 6) Resolution authorizing license agreement with Green Mountain Club, Incorporated
- 7) Resolution authorizing license and stormwater drainage agreement with the City of South Burlington, Vermont
- 8) Resolution approving contract renewal with Apple Inc.
- 9) Resolution approving contract renewal with Progress Software Corporation
- 10) Resolution in memoriam for Robert B. Vaughan

April 6, 2020

- 1) Resolution authorizing retention of external audit firm for the fiscal year (FY) 2020 mandatory annual audits
- 2) Resolution approving budgetary actions in response to uncertainties resulting from the COVID-19 Pandemic

April 13, 2020

- 1) Resolution authorizing lease agreement with Bullrock Solar, LLC
- 2) Resolution approving contract with Kyocera Document Solutions
- 3) Resolution approving contract extension with Hickock and Boardman
- 4) Resolution approving contract extension with Kaufman Hall
- 5) Resolution approving contract with Remedy Analytics, Incorporated

May 15, 2020

- 1) Resolution recommending adoption of the 2020 University Strategic Imperatives Statement
- 2) Resolution approving Audit Committee assignments
- 3) Resolution in memoriam for Bernard C. Juskiewicz
- 4) Resolution authorizing amendments to the Services Agreement and Memorandum of Understanding with the University of Vermont Foundation
- 5) Resolution approving the creation of a PhD in Sustainable Policy Development, Economics and Governance in the College of Agriculture and Life Sciences in conjunction with the Graduate College
- 6) Resolution approving the creation of an Undergraduate Certificate in Place-Based Education in the College of Education and Social Services and the Rubenstein School of Environment and Natural Resources
- Resolution approving the Catamount Core Curriculum expanded General Education requirements
- 8) Resolution approving tuition for fiscal year 2021
- 9) Resolution approving continuous registration fee for graduate students for fiscal year 2021
- 10) Resolution reaffirming the Investment of Endowment Cash policy
- 11) Resolution approving revisions to the Cash Management and Liquidity policy
- 12) Resolution to reaffirm the Statement of Investment Policies and Objectives
- 13) Resolution approving contract extension with Cambridge Associates
- 14) Resolution affirming the Endowment Administration Fee policy

June 15, 2020

- 1) Resolution authorizing lease with New Cingular Wireless PCS, LLC
- 2) Resolution approving contracts for charter bus services
- 3) Resolution approving contract renewal with Bloomberg Industry Group
- 4) Resolution approving contract extension with Suez, Incorporated
- 5) Resolution approving contract with Presidio-Intrada
- 6) Resolution approving contract extension with Thermo Fisher Scientific
- 7) Resolution approving contract extension with Milliman Incorporated
- 8) Amended resolution approving contract extension with Cambridge Associates
- 9) Resolution endorsing the UVMStrong Fall 2020 framework to return to in-person instruction and operations

June 29, 2020

- 1) Resolution adopting University and University Officers' Manual amendment
- 2) Resolution adopting College of Medicine Handbook amendment

July 14, 2020

- 1) Resolution approving contract for construction of a research vessel
- 2) Resolution adopting the recommendations of the Sustainability Work Group regarding divestment from fossil fuels

August 10, 2020

- 1) Resolution approving contract with Vault Medical Services, P.A.
- 2) Resolution approving contract with Clinical Research Sequencing Platform, LLC
- 3) Resolution approving contract with Ellucian, Incorporated
- 4) Resolution approving contract renewal with Integration Partners Corporation
- 5) Resolution approving contract for employee medical benefits and pharmacy services
- 6) Resolution approving extension of deadlines in the UVM/Burlington Ten Year Capital Plan Agreement

September 25, 2020

- 1) Resolution authorizing agreement with the City of Burlington to provide COVID educational circuits
- 2) Resolution approving Audit Committee Charter revisions
- 3) Resolution authorizing new residency policy for medical school students
- 4) Resolution approving the creation of a Micro-Certificate of Graduate Study in the Graduate College
- 5) Resolution approving Fiscal Year 2021 budget planning assumptions: general fund
- 6) Resolution approving summer session tuition
- 7) Resolution reaffirming the Endowment Budget Policy
- 8) Resolution approving revisions to the Endowment Administration Fee policy
- 9) Resolution authorizing lease agreement extension with Champlain Community Sailing Center

November 16, 2020

- 1) Resolution approving Technical Services Partnership contract renewal with Brattleboro Memorial Hospital
- 2) Resolution approving contract renewal with Blackboard Incorporated
- 3) Resolution approving contract renewals with Salesforce.org
- 4) Resolution approving contract renewal with Ruffalo Noel Levitz, LLC
- 5) Resolution approving contract renewals with Infosilem, Incorporated
- 6) Resolution approving consent and amendment agreement with Vermont ETV
- 7) Resolution approving contract with Color Genomics, Inc.
- 8) Resolution authorizing the negotiation and execution of a contract with Lewis-Burke Associates, LLC

December 14, 2020

- 1) Resolution approving contract renewal with Elsevier, Incorporated
- 2) Resolution approving contract amendment with Clinical Research Sequencing Platform, LLC

December 16, 2020

1) Resolution to establish a Quasi-Endowment Fund to support the Green and Gold Professorship for Early Career Professors

EXECUTIVE COMMITTEE

January 6, 2020

Resolution approving contract with Consolidated Communications

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a continuous contract with Consolidated Communications for a campus-wide Enhanced 9-1-1 service until the service is obsolete, with an estimated cost of \$6,000 annually.

Resolution approving contract extension with Cammack Retirement Group

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract extension with Cammack Retirement Group for investment advisory services from March 1, 2017 through February 28, 2022, for an amount not to exceed \$365,000 in aggregate.

Resolution approving contract with ProQuest, LLC

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a five-year contract with ProQuest, LLC for electronic data resources for the libraries beginning January 1, 2020 through December 31, 2024, for an amount not to exceed \$2,000,000.

Resolution approving contract renewal with Schilling Consulting, LLC

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract renewal with Schilling Consulting, LLC for student scheduling and evaluation software beginning January 3, 2020 through January 2, 2025, for an amount not to exceed \$146,000.

CONSENT AGENDA

January 31, 2020

COMMITTEE OF THE WHOLE

1. Acceptance of fiscal year 2019 audited financial statements

WHEREAS, the financial statements of the University of Vermont and State Agricultural College for the fiscal year ended June 30, 2019, have been audited by KPMG LLP, Certified Public Accountants, in accordance with 16 V.S.A. Section 2281(a);

BE IT RESOLVED, that the Board of Trustees hereby accepts the FY 2019 audited financial statements as recommended by the Audit Committee and presented today, and acknowledges receipt of the FY 2019 financial report.

2. <u>Resolution authorizing negotiation of collective bargaining agreements with United Academics and United Electrical</u>

BE IT RESOLVED, that the Board of Trustees authorizes the administration to negotiate collective bargaining agreements with United Academics and United Electrical on the material terms reported on this date.

EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE

3. <u>Resolution approving the termination of the Master of Education in Reading and Language Arts in the College of Education and Social Services in conjunction with the Graduate College</u>

BE IT RESOLVED, that the Board of Trustees approves the termination of the Master of Education in Reading and Language Arts in the College of Education and Social Services in conjunction with the Graduate College, as approved and advanced by the Provost on December 16, 2019 and President on December 19, 2019.

4. <u>Resolution approving the termination of the Bachelor of Arts in Engineering in the</u> College of Engineering and Mathematical Sciences

BE IT RESOLVED, that the Board of Trustees approves the termination of the Bachelor of Arts in Engineering in the College of Engineering and Mathematical Sciences, as approved and advanced by the Provost and President on December 19, 2019.

5. <u>Resolution approving the creation of a minor in Bioinformatics in the College of Agriculture and Life Sciences</u>

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Bioinformatics in the College of Agriculture and Life Sciences, as approved and advanced by the Provost on December 16, 2019 and the President on December 19, 2019.

6. <u>Resolution approving the creation of a minor in Biosecurity in the College of Agriculture</u> and Life Sciences

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Biosecurity in the College of Agriculture and Life Sciences, as approved and advanced by the Provost and President on December 19, 2019.

7. <u>Resolution approving the termination of the Bachelor of Music degree in the College of Arts and Sciences</u>

BE IT RESOLVED, that the Board of Trustees approves the termination of the Bachelor of Music degree in the College of Arts and Sciences, as approved and advanced by the Provost and President on January 28, 2020.

8. Resolution approving the creation of a post-professional Doctorate of Occupational Therapy in the College of Nursing and Health Sciences in conjunction with the Graduate College

BE IT RESOLVED, that the Board of Trustees approves the creation of a post-professional Doctorate of Occupational Therapy in the College of Nursing and Health Sciences in conjunction with the Graduate College, as approved and advanced by the Provost and Provost on January 28, 2020.

9. Resolution Reaffirming Equal Opportunity policies

BE IT RESOLVED, that the Board of Trustees reaffirms the Equal Employment Opportunity/Affirmative Action Policy, attached here as Appendix A; and

BE IT FURTHER RESOLVED, that the Board of Trustees reaffirms the Equal Opportunity in Educational Programs and Activities and Non-Harassment Policy, attached here as Appendix B.

BUDGET, FINANCE & INVESTMENT COMMITTEE

10. <u>Resolution authorizing expenditures for the development and construction of the</u> Firestone Medical Research Building project

WHEREAS, on June 11, 2018, the Executive Committee approved the University's recognition of Steven N. Firestone, M.D. '69 as naming gift donor for a project heretofore called the Firestone Medical Research Building; and

WHEREAS, on October 26, 2018, the Board of Trustees authorized the expenditure of \$6 million to undertake the expenditures necessary to complete the project design, including construction drawings for the project; and

WHEREAS, on May 18, 2019, the Educational Policy & Institutional Resources Committee approved the project scope for the project and referred it to the Budget, Finance & Investment Committee for future financial review; and

WHEREAS, the administration has presented a plan for funding the project without debt;

THEREFORE, BE IT RESOLVED, that the Board of Trustees authorizes the administration to undertake the expenditures necessary to complete the design and construction of the project at a cost consistent with its report of this date, with the understanding that bids for the construction cost have not yet been received and the administration will seek further authorization from the Board, prior to commencing construction, should the project cost exceed \$49 million; and

BE IT FURTHER RESOLVED, that the \$49 million in funds for total expenditures for the project be drawn from gift funds, dean's reserves, university general fund reserves, and reserves of the University Medical Education Associates.

11. Resolution authorizing expenditures for the Recital Hall expansion and renovation project

WHEREAS, on July 3, 2018, the Executive Committee approved the Recital Hall expansion and renovation project at a cost not to exceed \$3,300,000;

WHEREAS, the administration today reported on a revised expenditure and funding plan that would increase the project cost by an additional \$1,004,000; and

WHEREAS, the University has received a written pledge commitment that would fund \$247,000 of the increase from additional gift funds, and the UVM Foundation and the University will provide the remaining \$757,000 from available reserves;

BE IT RESOLVED, that the Board of Trustees authorizes an additional \$1,004,000 for the Recital Hall expansion and renovation project for a total expenditure of \$4,304,000, to be expended in a manner consistent with the report made on this date.

This resolution supplements the resolution approved by the Executive Committee on July 3, 2018.

12. Resolution reaffirming the Debt policy

WHEREAS, in September 2004, the Board of Trustees adopted a Debt policy to guide the portfolio management of debt, to be reviewed annually; and

WHEREAS, since its creation in 2006, the Budget, Finance, and Investment Committee has been charged with the annual review of the Debt policy, which it most recently revised in February 2019;

BE IT RESOLVED, that the Board of Trustees hereby reaffirms the policy, appearing as Appendix C to this document.

13. Resolution reaffirming the Endowment Budget policy

WHEREAS, on October 30, 2019, the Investment Subcommittee met, reviewed, and discussed the Endowment Budget policy;

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

BE IT FURTHER RESOLVED, that the annual budget for spending from the 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.

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 Board of Trustees - October 18, 2014

Board of Trustees - October 3, 2015 Board of Trustees - October 22, 2016

Board of Trustees - October 20, 2017

Board of Trustees - October 27, 2018

Board of Trustees - January 31, 2020

14. Resolution reaffirming the Endowment Administration Fee policy

WHEREAS, on November 19, 2019, the Investment Subcommittee met, reviewed and discussed the Endowment Administration Fee policy;

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

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves a 0.25 percent fee applied to the University endowment for Fiscal Year 2020 to cover reasonable costs associated with endowment administration, management and operation; and

BE IT FURTHER RESOLVED, that calculation of the 0.25 percent fee will be based on 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 - September 13, 2003

Reaffirmed: Board of Trustees - September 8, 2007

Board of Trustees - September 5, 2008

Amended: Board of Trustees - October 24, 2009 Reaffirmed: Board of Trustees - October 30, 2010

> Board of Trustees - October 22, 2011 Board of Trustees - November 8, 2012 Board of Trustees - October 26, 2013 Board of Trustees - October 18, 2014 Board of Trustees - October 3, 2015 Board of Trustees - October 22, 2016 Board of Trustees - October 21, 2017 Board of Trustees - January 31, 2020

15. <u>Resolution setting the comprehensive fee, student government association, graduate student and inter residence association fees for fiscal year 2021</u>

BE IT RESOLVED, that the Board of Trustees hereby sets the following fee rates:

Student Government Association (SGA) Fee	\$222
Inter Residence Association (IRA) Fee	\$30
Comprehensive Fee	\$2,448
Graduate Student Fee	\$10

16. Resolution approving room and meal plan rates for fiscal year 2021

BE IT RESOLVED, that the Board of Trustees hereby approves room and meal plan rates for fiscal year 2021 as follows:

Room Rates Per Year	
Private Single with Bath	\$10,942
Private Double with Bath	\$9,720
Private Triple with Bath	\$8058
Suite Single with Shared Bath	\$10,500
Suite Double with Shared Bath	\$9,168
Suite Triple with Bath	\$7,664
Traditional Single	\$10,094
Traditional Double	\$8,756
Traditional Triple	\$6,934
Traditional Quad	\$5,870
Meal Plan Rates	
Retail Dining	\$4,568
Residential Unlimited Access (+150 Points per Semester)	\$4,568
Flex Plan (160 meals with\$900 Points per Semester)	\$5,104

17. Resolution approving appointment of Investment Subcommittee advisors

BE IT RESOLVED, that the Board of Trustees approves the appointments of H. Whitney Wagner and David A. Daigle as advisors to the Investment Subcommittee, for a one-year period commencing March 1, 2020, subject to the terms and conditions reported on this date.

FULL BOARD

18. Resolution approving amendments to the Guidelines for Selection of University Trustees

BE IT RESOLVED, that the Board of Trustees hereby approves the amendments to the *Guidelines for Selection of University Trustees* appearing as Appendix D to this document.

19-20. Retiring Trustee Resolutions

David A. Daigle (2010-2020)

WHEREAS, David A. Daigle is nearing the completion of his second consecutive term as Trustee of the University of Vermont and State Agricultural College; and

WHEREAS, David Daigle has served the University of Vermont as a thoughtful, energetic, and dedicated member of the Board of Trustees for ten years including four years of resolute,

insightful and outstanding leadership as Board Chair, , always discharging his responsibilities with focus, fortitude and extraordinary dedication to his alma mater ;

WHEREAS, David Daigle enriched the board through his services as chair of the ad hoc Presidential Comprehensive Review Committee, chair of the Annual Review Subcommittee, vice chair and chair of the Budget, Finance & Investment Committee, vice chair and chair of the Executive Committee, vice chair of the Investment Subcommittee, chair of the Presidential Housing Work Group, co-chair of the Presidential Search Committee, and chair of the University of Vermont Board, with additional service as a member of the Board Governance Work Group, the Honorary Degree Work Group, the Internationalization Work Group, the ad hoc Labor Advisory Group, the Work Group on Medical, Nursing and Health Sciences Education and Research, and leader of the Bond Work Group;

WHEREAS, David Daigle has further assisted the University generously as a member of the UVM Foundation Board of Directors, the UVM Foundation Leadership Council, the UVM National Campaign Steering Committee, the UVM National Campaign Council, the UVM Class Gift Committee, and as co-chair of the former Business School Board of Advisors;

WHEREAS, David Daigle has further enriched the university through his family's generous philanthropy designed to enhance the university's ability to attract and retain high quality faculty; to attract deserving, high-achieving students from throughout Vermont; and to support the on-campus multipurpose center project, designated to enhance student health and wellness on campus, as well as programs that encourage all UVM students to lead healthier lives;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of the University of Vermont and State Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee David A. Daigle.

Sidney JB Hilker (2018–2020)

WHEREAS, Sidney JB Hilker is nearing the completion of her term as Trustee of the University of Vermont and State Agricultural College; and

WHEREAS, Sidney Hilker has served as an insightful, dedicated, and thoughtful member of the board, providing constructive participation, articulate perspectives, sound advice, and positivity during her membership on board committees, including the Audit Committee; Budget, Finance and Investment Committee; Committee on Board Governance; and the Educational Policy and Institutional Resources Committee; and through her service on the Annual Review Subcommittee, Presidential Search Committee, and the Renaming Advisory Committee, all while pursuing her medical degree;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of the University of Vermont and State Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Sidney JB Hilker.





OFFICE OF AUDIT AND COMPLIANCE SERVICES UVM.EDU/POLICIES



Title: 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 President of the University fully supports the University's equal employment opportunity policy and the University's affirmative action program.

The University will accordingly recruit, hire, train, and promote persons in all positions and ensure that all other personnel actions are administered 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, genetic information, gender identity or expression, or status as a disabled veteran, recently separated veteran, active duty wartime or campaign badge veteran, or Armed Forces service medal veteran (collectively "protected veterans"), or crime victim status, as these terms are defined under applicable law, or any other factor or characteristic protected by law, and ensure that all employment decisions are based only on valid job requirements.

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, intimidation, threats, coercion, 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, hearing, 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 any other federal, state or local law; opposing any act or practice made unlawful by VEVRAA or any other federal, state, or local law requiring equal employment opportunities for individuals with disabilities or protected veterans; or exercising any other rights protected by VEVRAA or the Rehabilitation Act. Additionally, the University will not discharge or in any other manner discriminate against employees or applicants because they have inquired about, discussed, or disclosed their own pay or the pay of another employee or applicant.

The University of Vermont maintains an audit and reporting system that: measures the effectiveness of the University's affirmative action program; indicates any need for remedial action; determines the degree to

which the University's objectives have been attained; measures the University's compliance with its affirmative action obligations; and determines whether individuals with disabilities and veterans have had the opportunity to participate in all University sponsored educational, training, recreational and social activities.

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; 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 to extensively with those non-discrimination laws and shall not be interpreted as creating any rights, contractual or otherwise, that are greater than exist under those laws.

Contacts

	retation of this policy should be directed to the following				
(in accordance with the policy elaboration and pro	· · ·				
Title(s)/Department(s):	Contact Information:				
Director, Office of Affirmative Action and Equal	428 Waterman Building				
Opportunity	(802) 656-3368				
Questions about policies related to Title IX, i	ncluding sex discrimination, sexual harassment, and all				
forms of sexual violence					
Title IX Coordinator	Nick Stanton				
Office of Affirmative Action and Equal	(802) 656-3368				
Opportunity					
Questions about disability related issues					
ADA/Section 504 Coordinator	Amber Fulcher				
Office of Affirmative Action and Equal	(802) 656-0945				
Opportunity					
Questions may also be directed to government	t 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 University has developed an Affirmative A	ction Plan. The portions of the plan required for disclosure				
are available for inspection during normal business hours; contact the University's Public Records Officer					
at (802) 656-8937.					

Related Documents/Policies

- <u>Discrimination and Harassment Policy</u>
- Equal Opportunity in Educational Programs and Activities and Non-Harassment
- Procedures for Investigating and Resolving Discrimination Complaints
- Sexual Harassment & Misconduct

Page 2 of 3

Regulatory References/Citations

- Titles VI and VII of the Civil Rights Act of 1964
- Immigration Reform and Control Act of 1986
- Title IX of the Education Amendments of 1972
- Equal Pay Act of 1963
- Age Discrimination in Employment Act of 1967
- Age Discrimination Act of 1975
- Sections 503 and 504 of the Rehabilitation Act of 1973
- Americans with Disabilities Act of 1990
- Section 402 of the Vietnam-Era Veterans Readjustment Assistance Act of 1974
- Executive Order 11246
- Genetic Information Nondiscrimination Act of 2008
- Vermont Fair Employment Practices Act

About This Policy

Responsible Official:	Vice President for Human Resources, Diversity and Multicultural Affairs	Approval Authority:	President and the Chair of the Board of Trustees
Policy Number:	V. 7.3.11	Effective Date:	February 4, 2017
Revision History:	V. 7.0.1.1 effective April 7, 2006 V. 7.0.1.2 effective September 5, 200 V. 7.0.1.3 effective April 13, 2009 V. 7.0.1.4 effective March 8, 2010 V. 7.0.1.5 effective May 22, 2011 V. 7.0.1.6 effective May 19, 2012 V. 7.3.7/V. 7.0.1.7 effective February 9, 2014 V. 7.3.8 effective February 8, 2014 V. 7.3.9 effective February 7, 2015 V. 7.3.10 effective February 6, 2016 V. 7.3.11 Reaffirmed as revised by the February 3, 2018, March 6, 2019, January 10, 2019), 2013 President and the	Chair of the Board of Trustees:





OFFICE OF AUDIT AND COMPLIANCE SERVICES UVM.EDU/POLICIES



Title: 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 those non-discrimination laws and shall not be interpreted as creating any rights, contractual or otherwise, that are greater than exist under those laws.

Contacts

Questions concerning the daily operational interpretion accordance with the policy elaboration and process.	etation of this policy should be directed to the following edures):				
Title(s)/Department(s):	Contact Information:				
Questions regarding this policy statement or compliance with its provisions may be directed to:					
Dean of Students	41-43 South Prospect Street				
	Burlington, VT 05405				
	(802) 656-3380				
	Or				
Director, Office of Affirmative Action and Equal	428 Waterman Building				
Opportunity	Burlington VT, 0405				
	(802) 656-3368				
Affirmative Action and Equal Opportunity. Questions about policies related to Title IX, in forms of sexual violence	cluding sex discrimination, sexual harassment, and all				
Title IX Coordinator	Nick Stanton				
Office of Affirmative Action and Equal	(802) 656-3368				
Opportunity					
Questions about disability related issues					
Student Accessibility Services					
Student Accessionity Services	Sharon Mone				
Stodent Accessionity Services	Sharon Mone (802) 656-4075				
ADA/Section 504 Coordinator					
,					

Related Documents/Policies

- Discrimination and Harassment Policy
- Equal Employment Opportunity/Affirmative Action Policy Statement
- Procedural Guidelines for Handling and Resolving Discrimination Complaints
- Sexual Harassment & Misconduct

Regulatory References/Citations

- Age Discrimination Act of 1975
- Americans with Disabilities Act of 1990
- Section 504 of the Rehabilitation Act of 1973
- Title VI of the Civil Rights Act of 1964
- Title IX of the Education Amendments of 1972
- Vermont Public Accommodations Act
- Vermont Statutes at Title 16, section 11(a)(26)

About This Policy

Responsible Official:	Vice President for Human Resources, Diversity and Multicultural Affairs	Approval Authority:	President and the Chair of the Board of Trustees			
Policy Number:	V. 7.4.11	Effective Date:	February 4, 2017			
Revision History:	 V. 7.0.5.1 effective April 7, 2006 V. 7.0.5.2 effective September 5, 2008 V. 7.0.5.3 effective April 13, 2009 V. 7.0.5.4 effective March 8, 2010 V. 7.0.5.5 effective May 22, 2011 V. 7.0.5.6 effective May 19, 2012 V. 7.4.7/V. 7.0.5.7 effective February 9, 2013 V. 7.4.8 effective February 8, 2014 V. 7.4.9 effective February 7, 2015 V. 7.4.10 effective February 6, 2016 V. 7.4.11 Reaffirmed as revised by the President and the Chair of the Board of Trustees: 					



University of Vermont Debt Policy

As Adopted by the Board of Trustees September 2004, revised November 2005,

Revised, November 2006,

Revised, December 2007,

Reaffirmed, December 2008,

Revised, October 2009

Revised, October 2010

Reaffirmed, October 2011

Revised, May 2013

Revised, February 2014

Revised, February 2015

Reaffirmed, February 2016

Revised, February 2017

Reaffirmed, February 2018

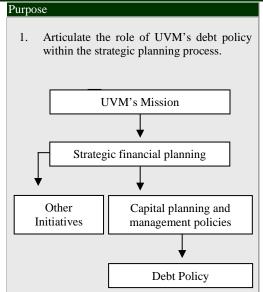
Revised, February 2019

Reaffirmed, January 2020

TABLE OF CONTENTS

Overview	1
Introduction and Objectives	2
Oversight	
Policy Ratios	
Types of Financings	
Portfolio Management of Debt	

OVERVIEW



The University of Vermont's strategic planning is a long-term process that establishes University-wide priorities as well as University and divisional programmatic objectives. The University's strategic plan identifies specific goals and initiatives, including capital plans that identify necessary and desired University facility investments. To fund its plan, the University will continue to utilize a mix of financing sources including State and Federal sources, philanthropy, internal reserves, and external University-supported debt.

This policy, in conjunction with the strategic and capital planning, will aid management in ensuring that an appropriate mix and types of funding sources are utilized and that the University's debt capacity is allocated strategically. A UVM-specific debt policy is appropriate to ensure adequate financial strength to service existing and proposed debt, maintain leverage within an acceptable risk tolerance while investing in priority capital projects, maintain a strong financial profile to ensure a competitive position relative to its peers, and maintain the budgetary capacity to invest in other initiatives.

Management and the Board of Trustees, acting through the appropriate Board of Trustee committee, will assess this policy on an ongoing basis to ensure that it remains responsive to UVM's evolving academic, research and strategic priorities and financial position.

The University believes that financial discipline is a critical component of long-term debt management and that the Board and management, operating through the appropriate Board of Trustee committee should establish a limited number of financial ratios and limits in order to manage debt within acceptable ranges consistent with UVM's objectives. These measures will be monitored and reported on in light of UVM's evolving strategic initiatives and capital needs.



INTRODUCTION AND OBJECTIVES

Purpose

- Articulate UVM's philosophy regarding debt.
- 2. Establish objectives for debt policy.
- Provide for regular review and potential update of policy to reflect evolving needs.

Just as investments represent an integral component of assets, debt is viewed to be a long-term component of liabilities that therefore should be managed on a long-term portfolio-basis consistent with the institution's policy objectives, with an overarching objective of managing the balance sheet. The objectives of the policy are to:

- (i) Maintain the University's access to capital. Management will utilize
 and issue debt in order to provide timely access to capital to fund
 project priorities that have been approved by the Board;
- (ii) Manage the University's credit to meet its long-term strategic objectives while maintaining creditworthiness consistent with the most favorable relative cost of capital and borrowing terms.
- (iii) Limit risk of the University's debt portfolio. Debt will be managed on a portfolio, rather than a transactional or project-specific, basis. Management's continuing objective of incurring the lowest achievable long-term risk-adjusted cost of capital will be balanced with the goal of appropriately limiting exposure to market shifts within acceptable budgetary parameters. Various types of debt structures and financial instruments will be considered, monitored, and managed within the framework established in this policy and according to internal management procedures; and
- (iv) Permit the optimization of the investment of the University's working capital and cash balances. Management will explore various options and alternatives to internal cash holdings regarding the optimal funding mechanism for short-term equipment needs, bridge financing and cash requirements. Management recognizes that working capital requirements, debt management, and the investment of cash/net assets should be viewed comprehensively in order to optimize overall funding and investment return strategies.

In addition to establishing a framework relating to the administration of debt, the policy provides for periodic updates pertaining to UVM's debt capacity and financial management to both internal and external parties.



OVERSIGHT

Purpose

- Provide mechanism for oversight and review on periodic basis.
- Provide management flexibility to make ongoing financing decisions within the framework of the policy.

By adopting this policy and regularly reviewing it with the appropriate Board of Trustee committee, management will follow and report on guidelines and requirements regarding debt utilization. With appropriate authorizations consistent with the policy, management will have flexibility to implement specific financial transactions and utilize approved financing vehicles in accordance with stated procedures.

The Office of the Vice President for Finance and University Treasurer will manage all funding sources, including debt, for capital projects authorized by the Board. The structure of any individual transaction (e.g., maturity, interest rate mode, use of derivative products, other financing structures) will be based upon overall University needs to ensure that (i) long-term costs to the University and its operating units are minimized consistent within the context of other strategic objectives and (ii) overall risk does not exceed acceptable levels as defined in this policy.

Because this debt policy is a living document, the appropriate Board of Trustee committee will review this policy on an annual basis and report any recommended changes or revisions to the Board of Trustees. This review process is necessary to ensure that the policy remains consistent with the University's objectives and responsive to evolving practices, competitive pressures in the external environment, and financial indicators.

POLICY RATIOS

Purpose

- 1. Identify core ratios.
 - a. Operating Statement—Debt Burden Ratio.
 - b. Balance Sheet Leverage—Leverage
 Ratio.
- Clearly communicate with key parties such as rating agencies the University's philosophy regarding debt and management's ongoing assessment of debt capacity and affordability.

This policy establishes limits to measure the total amount of outstanding debt compared to University balance-sheet resources and the annual operating budget. These ratios can be derived from the financial statements and other information and are subject to review periodically. The ratios are to be calculated using annual audited financial statements of the University and should not include "Discretely Presented Component Units" of the University such as the University's associated fundraising foundation.

The policy identifies ratios that (i) are based on current GAAP requirements and (ii) are consistent with ratios utilized in the higher education industry to permit benchmarking.

In addition to the two primary policy ratios below, the University may consider tracking other ratios in addition to the policy ratios. Listed below are the policy ratios and limits that will be followed.

Ratio 1 – Debt Burden Ratio

This ratio measures the University's ability to repay debt service associated with all outstanding debt and the impact on the overall budget and includes all activities of the University. The defined limit for this ratio is intended to maintain the University's long-term operating flexibility to fund existing requirements and new initiatives, although the University may target a desired ratio below this limit.

ANNUAL DEBT SERVICE TOTAL EXPENSES <5.75%

The measure is based on aggregate operating expenses as opposed to operating revenues because expenses typically are more stable (e.g., no one-



time operating gifts, investment return, variability of State funding) and better reflect the operating base of the University. Management recognizes that a growing expense base would make this ratio appear more attractive. The limit for this ratio is not to be greater than 5.75% until June 30, 2023 and will revert to 5% thereafter. This ratio will be adjusted to include the impact of non-amortizing or non-traditional debt structures that could result in significant single year fluctuations, as well as an assumption of an appropriate variable rate.

Ratio 2 - Leverage Ratio (calculated as Spendable Cash and Investments to Debt)

This ratio indicates one of the most basic determinants of financial health by measuring the availability of liquid and expendable assets compared to aggregate debt. The ratio measures the medium to long-term health of the University's balance sheet and debt capacity and is a critical component of universities with the highest credit quality.

Many factors influence the leverage ratio, affecting both the assets (e.g., investment performance, philanthropy) and liabilities (e.g., timing of bond issues), and therefore the ratio is best examined in the context of changing market conditions so that it accurately reflects relative financial strength. For example, a leverage ratio that is acceptable and entirely appropriate in one market condition may be relatively stronger or weaker in other market environments.

This policy establishes a debt policy limit (floor) for this ratio of 1.0 to ensure that sufficient balance sheet strength is maintained at all times.

CASH & INVESTMENTS – PERMANENTLY RESTRICTED NET ASSETS + $\frac{\text{PLEDGES CLASSIFIED AS PERMANENTLY RESTRICTED NET ASSETS}}{\text{AGGREGATE DEBT}} > 1.0x$

This ratio will include any financings that impact the University credit, including guarantees of third-party debt.

The 1.0x limit is recognized as a limit, and not a long-term objective. Over time, to remain competitive and retain the flexibility to invest in future strategic initiatives, UVM will want to target and maintain a ratio above 1.0x

Annually, based on the results of the audited financial statements, the Vice President for Finance will report to the appropriate Board of Trustee committee on the actual ratio results and any existing conditions that put the University out of compliance with this policy. In the event that the University is out of compliance with the policy, the appropriate Board of Trustee committee will take up the matter for consideration and make recommendations it deems appropriate to the Board of Trustees.

To further evaluate the leverage of the University, the Vice President of Finance will report the University's Expendable Financial Assets to Debt ratio. This ratio will be reviewed relative to prior years, peers and rating agency medians and will be calculated with and without the Governmental Accounting Standards for Other Post Retirement Benefits. The Vice President for Finance will report to the appropriate Board of Trustee



Background Information

committee on any existing conditions that cause notable year-over-year changes in this ratio, particularly relative to peers and rating medians.

UNRESTRICTED NET ASSETS + TEMPORARILY RESTRICTED $\frac{\text{NET ASSETS} - \text{EQUITY IN PLANT}}{\text{AGGREGATE DEBT}}$

Ratios as a Credit Factor

The University has established its ratios and associated ratio limits based on internally-established guidelines. The ratios and limits are not intended to provide a long-term target or track a specific rating, but rather will enable the maintenance of the University's competitive financial profile and complement the capital planning process.

The debt policy will be shared with external credit analysts and other third parties in order to provide them with the context regarding UVM's assessment of self-determined debt capacity and affordability, which is subject to ongoing review.

Types of Financings

Purpose

- Review of all potential funding sources for projects.
- Maximize tax-exempt University-issued debt.
- 3. Commercial Paper program.
 - a. Provide bridge funding.
 - b. Provide continual access to capital.
 - c. Issuance on a taxable or tax-exempt basis.
- Manage derivative products, including swaps.
- 5. Consider other financing sources.
 - Management will explore securitizations, joint ventures and other financial structures to provide for the optimal funding for any project.

The University recognizes that there are numerous types of financing structures and funding sources available, each with specific benefits, risks, and costs. All potential funding sources will be reviewed by management within the context of the debt policy and the overall portfolio to ensure that any financial product or structure is consistent with UVM's objectives. Regardless of what financing structure(s) is(are) utilized, a full understanding of the transaction, including (i) quantification of potential risks and benefits, and (ii) analysis of the impact on University creditworthiness and debt capacity, will be required. Any financial transaction which, in management's opinion utilizes the University's credit, will be subject to the limits set forth in this policy regardless of source.

Tax-Exempt Debt

The University recognizes that debt will remain a long-term component of the University's capitalization over the foreseeable future due in part to its continued need for capital and the substantial economic benefits associated with tax-exempt debt. Therefore, financial transactions will be managed on a portfolio basis with a long-term perspective. (In all circumstances, however, individual projects must continue to be identified and tracked to ensure compliance with all tax and reimbursement requirements).

Debt will be structured to meet the University's comprehensive long-term objectives, and each project being financed will be required to provide a sound business plan, including the source of repayment for the debt and appropriate and realistic repayment terms. Among other things, the repayment terms will require that the loan term is no greater than the expected componentized useful life of the asset financed. Additionally, the financed project will be required to budget and fund principal payments on a fully amortized basis.

Taxable Debt

While all of the University's capital projects may not qualify for tax-exempt debt, taxable debt should only be used in appropriate cases as it generally



represents a more expensive source of capital relative to tax-exempt issuance.

Commercial Paper

The CP program can provide substantial financial flexibility to the University including the ability to manage and optimize cash balances, and provide an alternative to lease transactions, and other purposes. CP can offer the University interim financing for capital projects in anticipation of the receipt of funding either in the form of future philanthropy or the issuance of long-term debt for permanent financing, as well as offer greater flexibility regarding the timing and structuring of individual bond transactions.

Derivative Products

Management recognizes that derivative products may enable more opportunistic and flexible management of the debt portfolio. Derivative products, including interest rate swaps, may be employed primarily to manage or hedge the University's interest rate exposure for a specific period of time. The University will utilize a framework to evaluate potential derivative instruments through consideration of (i) its variable rate allocation, (ii) market and interest rate conditions, (iii) impact on future financing flexibility, and (iv) the compensation for assuming risks, or the costs for eliminating certain risks and exposure. In addition, the University will analyze and quantify the cost/benefit of any derivative instrument relative to achieving desirable long-term capital structure objectives. Under no circumstances will a derivative transaction be utilized that is not understood fully by management or that imposes inappropriate risk on the University. Risks include but are not limited to tax risk, interest rate risk, liquidity risk, counterparty credit risk, basis risk, and any other potential risks either imposed or removed through the execution of any transaction. In addition, management will consider and disclose the potential impact of any derivative product on the University's financial statements and the appropriate treatment in calculating the debt policy ratios. The University will regularly report on the status and performance of its derivative products, if any, to the appropriate Board of Trustee committee. Given the risks and complexity associated with derivative products, they will be considered more seriously only when: (i) conventional financing sources are relatively more expensive (e.g. exceed the portfolio blended interest rate, and (ii) can achieve desired financial objectives more efficiently or at a significantly lower risk-adjusted cost than traditional structures. Management is required to present any recommended derivative product to the appropriate Board of Trustee committee and must receive Board approval prior to execution.

Other Financing Sources

The University recognizes that a variety of transactions, not limited to debt insured directly by UVM, may impact the University's credit while the University's limited debt capacity and substantial capital needs require the consideration of various financing alternatives, including possible opportunities for alternative and non-traditional transaction structures. The University recognizes these types of transactions may also impact the University's credit and also often can be more expensive than traditional University debt structures.



Therefore all non-traditional financing structures including guarantees and third party debt can only be considered once the economic benefit and the likely impact on the University's debt capacity and credit has been determined. Specifically, for any third-party or developer based financing, management will ensure the full credit impact of the structure is evaluated and quantified to the extent possible prior to execution and the analysis must be presented to the appropriate Board of Trustee committees and must receive Board approval prior to execution.

PORTFOLIO MANAGEMENT OF DEBT

Purpose

- Permit decisions regarding debt issuance and structure to be made on a portfolio basis, rather than on a per-project basis.
- 2. Manage variable rate exposure of the debt portfolio.
 - a. Limit variable rate exposure.
 - b. Manage the overall liquidity requirements associated with outstanding debt.
 - c. Target overall variable rate debt exposure.
- Evaluate exposure to other financing vehicles and third parties on a portfolio-wide basis

The University considers its debt portfolio holistically; that is, it optimizes the portfolio of debt for the entire University rather than on a project-by-project basis, and takes into account the University's cash and investments.

Variable Rate Debt

It is recognized that a degree of exposure to variable interest rates within the University's debt portfolio may be desirable in order to:

- (i) take advantage of repayment/restructuring flexibility;
- (ii) benefit from historically lower average interest costs; and
- (iii) diversify the debt portfolio; and,
- (iv) provide a hedge to short-term working capital balances

Management will monitor overall interest rate exposure, analyze and quantify potential risks, and coordinate appropriate fixed/variable allocation strategies. The portfolio allocation to variable rate debt may be managed or adjusted through (i) the issuance of debt (potentially new issues and refunding), (ii) and the use of interest rate swaps and other derivative products. While the utilization of commercial paper impacts the University's variable rate exposure, outstanding CP will not be included in the ratio, given the expected interim financing purpose.

Recognizing the desire to manage interest rate risk, the amount of variable rate debt outstanding shall not exceed 35% of the University's outstanding debt. This limit is based on the University's desire to (i) limit annual variances in its debt portfolio, (ii) provide sufficient structuring flexibility to management, (iii) keep the University's variable rate allocation within acceptable external parameters, (iv) utilize variable rate debt (and/or swaps) to optimize debt portfolio allocation and minimize costs, and (v) take into account liquidity needs and exposures for the portfolio, including consideration of the commercial paper program.

VARIABLE RATE AND LIQUIDITY EXPOSURE TOTAL LONG-TERM DEBT OUTSTANDING

<35%



The University will exclude from this calculation project-related commercial paper used in advance of expected long-term financing since this commercial paper is used for interim purposes and should not be included in the University's desired long-term variable rate allocation calculation. The numerator, *Variable Rate and Liquidity Exposure*, is defined as including all variable rate debt, not adjusted for any floating to fixed swaps, if any, and plus any fixed to floating swaps, if any. Thus, any variable rate debt that is affected by floating-to-fixed interest rate swaps will be considered variable rate debt for the purposes of this calculation since it impacts the University's liquidity requirements and exposes the institution to counterparty credit exposure. Note that this ratio measures interest rate exposure and liquidity exposure/requirements directly.

GLOSSARY

Annual Debt Service – refers to the planned principal and interest paid on long-term debt in a fiscal year.

Bridge Financing – refers to any type of financing used to "bridge" a period of time. For universities, it generally refers to financings that provide funding in advance of a long-term bond issue or the receipt of gift funding.

Capital Project – refers to physical facilities or equipment or software that may be capitalized.

Commercial Paper – an alternative to bank line for stronger rated borrowers, commercial paper is short-term promissory notes issued on the open market as an obligation of the borrower. The maturity of commercial paper is less than 270 days, and for most universities, the average maturity of all paper is between 30-50 days. Registration and disclosure for commercial paper is significantly less than traditional university bonds.

Derivative Products – generally referred to transactions which are an exchange of specified cash flows for a period of time. The most common types of derivatives are floating-rate-to-fixed-rate or fixed-rate-to-floating-rate swaps.

GAAP – refers to Generally Accepted Accounting Principles.

Leverage – long-term debt as a component of the total assets of the University. "High leverage" indicates an institution that has a considerable portion of its assets that are debt financed.



UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

Guidelines for Selection of University Trustees

With full deference to the discretion of the bodies and officials who appoint trustees to the University of Vermont and Agricultural College Board, the Board offers the guidelines set forth below for trustee selection. These criteria acknowledge desired competencies and the value of having trustees who reflect the diversity from which the University draws its students and faculty. A trustee's qualifications should encompass:

- Endorsement of the *vision and mission* of the institution
- Capacity to understand a large, complex organization
- High integrity and sensitivity to conflicts of interest
- Proven leadership and strong decision-making skills
- Commitment to the best interests of the University as a whole as well as the larger communities within which it operates
- Full acceptance of trustee responsibilities (as set forth in the <u>Statement of Trustee Responsibilities</u>), including preparation for and regular attendance at Committee and Board meetings and prompt completion of all work required of a trustee and participation in the life of the University through attendance at ceremonial and social events, as feasible
- Support of the principles articulated in *Our Common Ground*

In addition, the Board strives to include in its composition trustees who have the following skills and/or experience, recognizing that the University and the Board are best served by having a Board comprised of members with complementary skills and experience, and who reflect diversity in its many forms, including but not limited to gender, race, and ethnicity. The Board should include members who have:

- Financial acumen
- Knowledge of nonprofit organizations or other relevant sectors
- Experience in higher education or with issues facing educational institutions
- Appreciation of the diverse constituencies of which the University is comprised
- Familiarity with the regulatory and political processes
- Fundraising experience
- Familiarity with the needs of the community, the state, and the geographical areas and populations specially served by the University

Board and Committee Leadership, the University President and a student trustee selected by the Board Chair, will meet at least once annually as vacancies arise to discuss the Board's compositional needs.

Approved by the Executive Committee: January 8, 2007
Amendments endorsed by the Committee on Board Governance: September 24, 2010
Approved as amended by the Board of Trustees: October 30, 2010

Amendments endorsed by the Committee on Board Governance: December 10, 2012 Approved as amended by the Executive Committee: December 10, 2012 Amendments endorsed by the Committee on Board Governance: January 30, 2020 Approved as amended by the Board of Trustees: January 31, 2020

Board of Trustees

March 2, 2020

Resolution approving appointment of board chair

BE IT RESOLVED, that the Board of Trustees hereby accepts the recommendation of the Nominating Committee and approves the appointment of Ron E. Lumbra as chair, effective immediately.

Resolution authorizing appointments to a Sustainability Work Group

BE IT RESOLVED, that the Board of Trustees approves the following appointments to a trustee work group established to advise the board within the coming year regarding fast moving trends around sustainable investment and provide perspective to the board on fossil fuel divestment: Carolyn Dwyer (leader), Briar Alpert, Robert Brennan, Suresh Garimella, Jodi Goldstein, David Gringeri, Carol Ode, Ed Pagano, and Shapleigh Smith.

Resolution disbanding the Renaming Advisory Committee

WHEREAS, in March 2018, the Board of Trustees established the Renaming Advisory Committee to evaluate proposals to remove a name from a building, academic unit or academic program, utilizing the principles and criteria developed and adopted by Yale University and unanimously endorsed by a University of Vermont work group;

WHEREAS, the advisory committee considered and made a recommendation to the board regarding renaming the Bailey/Howe Library to the Howe Library;

WHEREAS, the advisory committee has completed its work;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby disbands the Renaming Advisory Committee, with thanks to its members for their service.

Resolution disbanding the Work Group on Medical, Nursing and Health Sciences Education and Research

WHEREAS, in February 2013, the UVM/Fletcher Allen Health Care Affiliation Agreement Work Group was reconstituted as the Work Group on Medical, Nursing and Health Sciences Education and Research;

WHEREAS, the work group has completed its work;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby disbands the Work Group on Medical, Nursing and Health Sciences Education and Research, with thanks to its members for their service.

Resolution approving committee and chair appointments

BE IT RESOLVED, that the Board of Trustees approves the committee and chair appointments for 2020 as presented today and appearing as appendices A and B to this document.

Resolution authorizing license agreement with Green Mountain Club, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a five-year license agreement with four five-year renewal options with the Green Mountain Club, Incorporated for continued use of a portion of university land on Mt. Mansfield in Stowe, Vermont for a foot path, commonly known as the Long Trail, and a shelter, commonly known as Butler Lodge, subject to material terms and conditions reported on this date. This license agreement will begin April 1, 2020 and end June 30, 2044, if all renewal options are exercised.

Resolution authorizing license and stormwater drainage agreement with the City of South Burlington, Vermont

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a five-year license and stormwater drainage agreement with four five-year renewal options with the City of South Burlington for continued use of a portion of university land for stormwater drainage, located at the Horticulture Research Complex, 65 Mountainview Drive, South Burlington, Vermont, subject to material terms and conditions reported on this date. This license and stormwater drainage agreement will begin January 1, 2020 and end December 31, 2045, if all renewal options are exercised.

Resolution approving contract renewal with Apple Inc.

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate renewal contracts with Apple Inc. for the purchase of computers and related equipment for resale beginning May 1, 2020 through April 30, 2025, in an amount not to exceed \$12,500,000 in aggregate.

Resolution approving contract renewal with Progress Software Corporation

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a renewal contract with Progress Software Corporation for the Larner College of Medicine to purchase software to maintain its public website beginning April 23, 2020 through April 22, 2021, with four optional one-year renewals for an amount not to exceed \$25,000 in aggregate.

Resolution in memoriam for Robert B. Vaughan

The University of Vermont Board of Trustees wishes to include in its official records a special recognition in memory of Robert "Bob" Vaughan, beloved friend and colleague of many and devoted member of the university community for nearly 20 years and who made a lasting and

profound impact on the University of Vermont. Bob and his team helped to physically transform the UVM campus by designing and constructing a number of new buildings and rejuvenating many historic structures. The board desires to convey to Mrs. Denise Vaughan 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 Robert B. Vaughan be entered into the minutes of the Board of Trustees of the University of Vermont.

The University of Vermont and State Agriculture College Board of Trustees Standing Committees

2020 Assignments – approved 3/2/2020

	Audit	Board	Budget,	Educational	Executive	University of	Vermont
	(7)	Governance	Finance &	Policies &	(8)	Vermont	Agricultural
	(7)	(8)	Investment	Institutional	(0)	Board*	College
		(6)	(11)	Resources		(9)	Board*
			(11)	(13)		(9)	(9)
President, ex-officio		X	X	X	X		(2)
Alpert-22		VC	VC	Λ	Λ	S	
Aronoff-22	X	V C	X			C	
	Λ		Λ	X	VC	X	
Barnhart-26 (VC) Bartholomew-23				X	VC	Λ	S
	V					V	S
Berkes-24	X	***	37	X		X	
Brennan-24		X	X			X	**
Christie-25			X				X
Cioffi-23		C		X	X		
Dineen-26			X			X	
Donovan-23		X		X			X
Dwyer-25		X		C	X		
Goldstein-24		X		VC		VC	
Gringeri-21		X	X				
Juskiewicz-21	C		X		X		X
Lumbra-22 (C)					С	X	
McCormack-21 (S)	X			X	X		X
McCree-26			С		X	X	
Ode-25				X			X
Pagano-21	X		X				
Scott, ex officio							
Smith-23	VC			X			VC
Tinaz-22	X			X			
Toleno-21			X				С
Young-25				X			X

C = chair; VC = vice chair; S = secretary

*annual election of officers in May

The University of Vermont and State Agriculture College Board of Trustees Other Committees & Work Groups 2020 Assignments – approved 3/2/2020

	Ad Hoc Labor Advisory Group (8)	Annual Review Sub-Cmte (4)	Investment Sub-Cmte (4)	UVM/UVMMC Joint Strategic Planning Group (2)	Bond Work Group (4)	Presidential Housing Work Group (4)	Board Governance Work Group (7)	Sustainability Work Group (9)
President	X							X
Alpert-22			X	X	X			X
Aronoff-22	Leader		X				X	
Barnhart-26 (VC)	X							
Bartholomew-23	X							
Berkes-24								
Brennan-24			С		Leader			X
Christie-25	X							
Cioffi-23		X				X	Leader	
Dineen-26								
Donovan-23						X		
Dwyer-25	X						X	Leader
Goldstein-24		VC						X
Gringeri-21								X
Juskiewicz-21					X		X	
Lumbra-22 (C)		C				Leader	Ex-officio	
McCormack-21 (S)								
McCree-26			VC		X			
Ode-25								X X
Pagano-21		X						X
Scott, ex officio								
Smith-23	X			X			X	X
Tinaz-22								
Toleno-21	X						X	
Young-25	1					X		

C = chair; VC = vice chair; S = secretary

AUDIT COMMITTEE

April 6, 2020

Resolution authorizing retention of external audit firm for the fiscal year (FY) 2020 mandatory annual audits

WHEREAS, at its February 2, 2017 meeting the Audit Committee authorized and recommended to the Board of Trustees to authorize the Vice President for Finance and Treasurer to enter into a contract to obtain external audit services to conduct the annual financial statement audit and other related audits of the university for five consecutive years during the period January 1, 2017, through December 31, 2021, at a total contract price not to exceed \$1,745,000, with continuation of said contract subject to an annual performance review by the Audit Committee; and

BE IT FURTHER RESOLVED, the Committee authorizes and directs the Committee Chair to retain KPMG LLP, to conduct the mandatory annual audit of the financial statements and compliance audits for the fiscal year ending June 30, 2020, in accordance with the fee schedule set forth in KPMG's proposal for services dated March 9, 2017 as amended; and

BE IT FURTHER RESOLVED, that the annual audit shall be conducted in compliance with the requirements of the University Bylaws and state and federal law.

Board of Trustees

April 6, 2020

Resolution Approving Budgetary Actions in Response to Uncertainties Resulting from the COVID-19 Pandemic

WHEREAS, the COVID-19 pandemic has had and continues to have a substantial impact on financial conditions across the globe, in higher education across the country, and at the University of Vermont;

WHEREAS, the Governor of the State of Vermont has issued a "Stay Home, Stay Safe" executive order in response to the pandemic that, among other things, suspends all construction projects currently underway except construction necessary to support the COVID-19 response or to maintain critical infrastructure;

WHEREAS, the President has reviewed with the Board cost-cutting measures being undertaken and contemplated to address the uncertainty in the financial environment both generally and in higher education;

WHEREAS, due to the uncertainty of revenue and expense forecasts in light of COVID-19 impacts, the President has recommended to the Board of Trustees that a three-month interim budget be adopted and that final budget assumptions for fiscal year 2021 be presented to the Board at a subsequent meeting;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves the budget planning assumptions for the period from July 1, 2020 through September 30, 2020, which lead to a general fund operating expense budget for that period for the University in an amount not to exceed \$125,000,000;

BE IT FURTHER RESOLVED, that the Board authorizes the President to renegotiate capital construction project contracts; and

BE IT FURTHER RESOLVED, that the President present to the Board by September 15, 2020 budget assumptions for the entire 2021 fiscal year.

EXECUTIVE COMMITTEE

April 13, 2020

Resolution authorizing lease agreement with Bullrock Solar, LLC

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a twenty five-year lease agreement with Bullrock Solar, LLC for installation of solar photovoltaic panels at 290 East Avenue, Burlington, Vermont, and 690 and 705 Spear Street, South Burlington, Vermont, subject to material terms and conditions reported on this date. This lease agreement is subject to Bullrock's receipt of the necessary state permits.

Resolution approving contract with Kyocera Document Solutions

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract with Kyocera Document Solutions for the university's copier services on campus beginning May 15, 2020 through May 14, 2025, with an optional five-year extension, for an amount not to exceed \$5,700,000 in aggregate.

Resolution approving contract extension with Hickok and Boardman

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successors or designee, is hereby authorized to execute a two-year contract extension with Hickok and Boardman for health benefit consulting services beginning July 1, 2017 through June 30, 2022, in an amount not to exceed \$515,000 in aggregate.

This resolution replaces and supersedes the resolution approved by the Executive Committee on June 19, 2017.

Resolution approving contract extension with Kaufman Hall

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successors or designee, is hereby authorized to enter into a six-year contract extension with Kaufman Hall for enterprise performance management software maintenance and licenses beginning December 27, 2021 through December 26, 2027, in an amount not to exceed \$1,300,000 in aggregate.

Resolution approving contract with Remedy Analytics, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract with Remedy Analytics Incorporated for pharmacy benefit consulting services beginning April 15, 2020 through April 14, 2022, with two optional one-year renewals, for an amount not to exceed \$725,000 in aggregate.

CONSENT AGENDA

May 15, 2020

COMMITTEE OF THE WHOLE

1. Resolution recommending adoption of the 2020 University Strategic Imperatives Statement

WHEREAS, the administration presented to this Committee for review and approval the 2020 University Strategic Imperatives Statement, titled *Amplifying our Impact*, appearing as Appendix A to this document;

WHEREAS, all faculty, staff, and students received a survey soliciting feedback on a draft of *Amplifying our Impact*; and

WHEREAS, the administration reported today regarding the nearly 1,200 survey responses that were received;

THEREFORE, BE IT RESOLVED, that the Committee hereby recommends Board approval and adoption of the Strategic Imperatives Statement, *Amplifying our Impact*.

2. Resolution approving Audit Committee assignments

BE IT RESOLVED, that the Board of Trustees approves the following appointments to the Audit Committee, effective immediately: Shap Smith as Chair and Jodi Goldstein as Vice Chair.

3. Resolution in memoriam for Bernard C. Juskiewicz

The University of Vermont Board of Trustees wishes to include in its official records a special recognition in memory of Bernard "Bernie" Juskiewicz, beloved colleague, friend, and devoted supporter of the University and dedicated fan of UVM athletics, especially men's basketball. Bernie was a tireless advocate for UVM whose leadership and many contributions as a trustee and state legislator will have a lasting and profound impact. The Board desires to convey to Mrs. Suzan Juskiewicz and family its sincere and heartfelt condolences on the passing of a most distinguished member of the UVM community and citizen of the State of Vermont.

BE IT THEREFORE RESOLVED, that this expression of sympathy and recognition with respect to the late Bernard C. Juskiewicz be entered into the minutes of the Board of Trustees of the University of Vermont.

4. <u>Resolution authorizing amendments to the Services Agreement and Memorandum of Understanding with the University of Vermont Foundation</u>

BE IT RESOLVED, that the Board of Trustees hereby authorizes the administration to execute an amendment to the Services Agreement and Memorandum of Understanding with the

University of Vermont Foundation, extending the agreements for a one year term from July 1, 2020 through June 30, 2021, with terms consistent with the report given on this date.

EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE

The following resolutions are pending approval by the Faculty Senate on 5/14/2020 and subsequent approval by the President and Provost:

5. Resolution approving the creation of a PhD in Sustainable Policy Development, Economics and Governance in the College of Agriculture and Life Sciences in conjunction with the Graduate College

BE IT RESOLVED, that the Board of Trustees approves the creation of a PhD in Sustainable Policy Development, Economics and Governance in the College of Agriculture and Life Sciences in conjunction with the Graduate College, as approved and advanced by the Provost and President on May 14, 2020.

6. Resolution approving the creation of an Undergraduate Certificate in Place-Based
Education in the College of Education and Social Services and the Rubenstein School of
Environment and Natural Resources

BE IT RESOLVED, that the Board of Trustees approves the creation of an Undergraduate Certificate in Place-Based Education in the College of Education and Social Services and the Rubenstein School of Environment and Natural Resources, as approved and advanced by the Provost and President on May 14, 2020.

7. <u>Resolution approving the Catamount Core Curriculum expanded General Education requirements</u>

WHEREAS, on May 21, 2011, the Board of Trustees approved the General Education proposal as approved by

- the Curricular Affairs Committee of the Faculty Senate on April 14, 2011;
- the Executive Council of the Faculty Senate on April 20, 2011; and
- the Faculty Senate on May 19, 2011;

and as approved and advanced by the Provost and the President on May 19, 2011; and

WHEREAS, on May 13, 2013, the Board approved the establishment of a three-credit Undergraduate Foundational Writing and Informational Literacy Requirement;

WHEREAS, on March 16, 2015, the Board approved the establishment of a sustainable learning outcome as a General Education requirement;

WHEREAS, on May 20, 2017, the Board approved the establishment of a quantitative reasoning outcome as a General Education requirement;

WHEREAS, a General Education Alignment Task Force designed the "Catamount Core Curriculum," in collaboration with ad hoc faculty committees and through five open forums and a Faculty Senate comment process, resulting in the Faculty Senate's approval of the guiding principles, three main curricular areas of Liberal Arts, Core Skills, and Common Ground Values, and the addition of seven new named requirements including:

- the establishment of a 6-credit Arts and Humanities General Education requirement
- the establishment of a 6-credit Social Sciences General Education requirement
- the establishment of a 6-credit Natural Sciences General Education requirement
- the establishment of a 3-credit Mathematics General Education requirement
- the establishment of a 3-credit Quantitative and Data Literacy General Education requirement
- the establishment of a 3-credit Communications 2 General Education requirement to be fulfilled with an approved Writing and Information Literacy 2 or Oral Communication and Information Literacy course
- the establishment of a 3-credit Global Citizenship General Education requirement

THEREFORE, BE IT RESOLVED, that the Board of Trustees approves the expanded General Education Proposal named the "Catamount Core Curriculum" to be implemented in one or two phases beginning with the class entering in 2022, as approved by the Faculty Senate on votes dated May 4, 2020 and May 14, 2020 and advanced by the Provost and President May 14, 2020.

BUDGET, FINANCE & INVESTMENT COMMITTEE

8. Resolution approving tuition for fiscal year 2021

BE IT RESOLVED, that the Board of Trustees hereby approves the following tuition rates effective with the 2020-2021 academic year, which are the same rates as those charged for the 2019-2020 academic year:

In-state tuition \$16,392 per year, or \$683 per credit hour. Out-of-state tuition \$41,280 per year, or \$1,720 per credit hour. Medical student in-state tuition \$37,070 per year. Medical student out-of-state tuition \$64,170 per year.

9. Resolution approving continuous registration fee for graduate students for fiscal year 2021

BE IT RESOLVED, that the Board of Trustees approves a continuation of a varying graduate continuous registration fee, effective with the 2020-2021 academic year, as follows:

Less than half-time, \$100 per semester Half to full-time, but not including full-time, \$200 per semester Full-time, \$300 per semester

10. Resolution reaffirming the Investment of Endowment Cash policy

WHEREAS, on May 18, 2019, the Board of Trustees adopted the Investment of Endowment Cash policy as follows:

BE IT RESOLVED, that the Vice President for Finance and Treasurer be authorized to invest and withdraw Endowment cash in a money market or a short-term bond fund to maximize investment return and meet Endowment needs; and

WHEREAS, since its creation, the Investment Subcommittee has been charged with review of the policy, which it most recently reaffirmed on February 11, 2020;

BE IT RESOLVED, that the Budget, Finance & Investment Committee hereby recommends that the Board of Trustees hereby reaffirms the Investment of Endowment Cash policy.

Reaffirmed: Board of Trustees – May 15, 2020

11. Resolution approving revisions to the Cash Management and Liquidity policy

WHEREAS, in October 1993, the Board of Trustees adopted the Cash Management policy to govern the investment of UVM pooled cash; and

WHEREAS, in February 2016, the Board of Trustees revised and re-named the scope of the Cash Management policy as the Cash Management and Liquidity policy to establish a minimum liquidity target for the university comprised of liquid funds that are unrestricted, unencumbered general fund net assets; and

WHEREAS, the Investment Subcommittee is charged with an annual review of the Cash Management and Liquidity policy; and

WHEREAS, on February 11, 2020, the Investment Subcommittee reviewed revisions to the Cash Management and Liquidity policy;

BE IT RESOLVED, that the Budget, Finance & Investment Committee hereby recommends that the Board of Trustees adopt the amended Cash Management and Liquidity policy, appearing as Appendix B to this document.

12. Resolution to reaffirm the Statement of Investment Policies and Objectives

WHEREAS, in February 2011, the Board adopted a Statement of Investment Policies and Objectives to govern the investment of UVM's Long-Term Investment Pool, including the Endowment Fund; and

WHEREAS, the Investment Subcommittee is charged with an annual review of the Statement of Investment Policies and Objectives; and

WHEREAS, on March 10, 2020, the Investment Subcommittee reviewed the Statement of Investment Policies and Objectives,

THEREFORE, BE IT RESOLVED, that the Investment Subcommittee hereby recommends the Statement of Investment Policies and Objectives, appearing as Appendix C to this document, for reaffirmation and referral to the Board of Trustees.

13. Resolution approving contract extension with Cambridge Associates

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a renewal contract with Cambridge Associates, LLC for the purpose of providing investment advisory services for a period of one year from July 1, 2020 through June 30, 2021 at a flat fee of \$675,000 plus expenses.

BE IT FURTHER RESOLVED that the Investment Subcommittee shall annually review the performance of the investment advisory firm.

This resolution supersedes all previous authorizations.

14. Resolution affirming the Endowment Administration Fee policy

WHEREAS, on May 12, 2020, the Investment Subcommittee met, reviewed and discussed the Endowment Administration Fee policy;

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

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves an endowment management fee equal to 25 basis points to be applied to the University endowment from July 1, 2020 through December 31, 2020, and which shall flow to the University; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves that an endowment management fee equal to 100 basis points, 80 of which shall flow to the University of Vermont Foundation and 20 of which shall flow to the University, shall be applied to the University endowment beginning as of January 1, 2021; and

BE IT FURTHER RESOLVED, that calculation of the endowment management fee will be based on 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 - September 13, 2003 Reaffirmed: Board of Trustees - September 8, 2007

Board of Trustees - September 5, 2008

Amended: Board of Trustees - October 24, 2009 Reaffirmed: Board of Trustees - October 30, 2010

Board of Trustees - October 22, 2011 Board of Trustees - November 8, 2012 Board of Trustees - October 26, 2013 Board of Trustees - October 18, 2014 Board of Trustees - October 3, 2015 Board of Trustees - October 22, 2016 Board of Trustees - October 21, 2017 Board of Trustees - January 31, 2020

Amended: Board of Trustees – May 15, 2020

University of Vermont

Amplifying our Impact

The University of Vermont is poised and ready to build upon our reputation as a premier research institution focused on sustainable solutions with local, national, and global applications and impact. Our distinctive strengths align with the most pressing needs of our time: the health of our societies and the health of our environment. And we pursue these interconnected issues through the cross-disciplinary research and collaboration that comes more easily at a public research university of our size and scale. Our setting in the state of Vermont, with its deep-seated commitment to the interplay between education and a healthy democracy, enables us to be nimble while still providing the depth of analysis that contemporary challenges demand.

To more fully realize our significant potential, we must view all our endeavors through the lens of enhancing student success—on campus and beyond—while drawing upon our unique strengths as one of the nation's first land grant universities. This will require steadfast focus, discipline, and the pragmatism for which Vermont is known. The approach will be three-pronged, but the efforts will be interrelated, working in concert with one another.

Ensuring Student Success

UVM has historically served its students extremely well. We have a culture of strong faculty mentorship, and staff dedicated to our students' growth. The connection between health and well-being and academic achievement is promoted holistically. We must continue to build on that legacy by making their success and that of our alumni a core measure of all we do. This means offering a vibrant educational experience, ensuring that UVM is affordable and accessible for a broad and diverse population, and providing support and meaningful opportunity well beyond graduation day.

To ensure that we extend UVM's appeal to a wide cross-section of talented students, while enhancing the quality of education offered and safeguarding our financial stability and sustainability, we must:

- Provide an unparalleled educational experience for our students by continually enhancing course offerings through
 rigorous evaluation and evolution, and alignment with a liberal arts foundation and societal demands. Exposure to
 the humanities—and the critical thought this engenders—will position our graduates for success in the broadest
 range of pursuits.
- Carefully evaluate expenses to minimize costs and make a UVM education more affordable and accessible.
- Grow corporate, foundation, federal and philanthropic partnerships to develop new internship, research, studyabroad and service-learning opportunities, while enhancing existing programs.
- Enhance online offerings and programs that promote efficient course and degree completion with targeted support for first-generation and non-traditional learners.
- Attract a larger cohort of graduate students by enhancing their academic experience and research opportunities.
- Accelerate our success in recruiting students from areas beyond the Northeast, as well as internationally.
- Provide an environment that fosters diversity of all kinds, including diversity of thought.
- Envision programming that leverages campus assets on a year-round basis to increase and strengthen connections to UVM while building financial resources.
- Welcome nontraditional students to new professional, certificate, and online programs.

Investing in our Distinctive Research Strengths

UVM benefits from the powerful combination of a liberal arts core and the comprehensive academic resources of a major research institution. This dual nature has also positioned our faculty as leaders across multiple disciplines that support investigation and discovery in areas key to the university's reach and reputation.

In particular, UVM has built distinctive research strengths that align with the urgent—and interdependent—need to support the health of our environment and our societies:

- Healthy Societies: Our cross-disciplinary work is strengthened by collaboration and research in areas ranging from
 immunobiology and microbiology, to data mining, mapping and analysis, to ethics, historical context and
 communication. This will drive actions with broad application including substance abuse prevention and
 rehabilitation, and immunobiology, microbiology, infectious disease treatment, vaccine testing, and public health
 campaigns.
- Healthy Environment: Faculty, researchers, and practitioners from throughout UVM collaborate to create new
 knowledge and establish best practice in areas related to sustainable farming, food systems and business solutions,
 and the protection of water systems. Leveraging our strength in engineering, machine learning and complex
 systems will provide pathways for the development of scalable solutions.

Strategic investment of available resources will accelerate and enhance these distinctive strengths, positioning us as the preeminent institution for innovative and sustainability-focused solutions. At the same time, the intersections between these areas provide opportunity for investigation, innovation, and impactful discovery in areas dedicated to the associated economic, ethical, and policy considerations. Targeted support will create research opportunities that span disciplines and foster pathways for collaboration. Our students will be among the greatest beneficiaries of this focused investment.

Cultivating these areas of research strength will leverage the unique characteristics of the state of Vermont. As one of the smallest states in the nation, with a thriving participatory democracy, Vermont offers a microcosm for national programs to be piloted at manageable scale.

Articulation of distinctive strengths will also grow corporate, philanthropic, foundation, and federal partnerships to enhance UVM's research portfolio, impact and recognition, and make enriching new opportunities available to faculty and students.

Fulfilling our Land Grant Mission

As one of the nation's first land grant institutions, the University of Vermont's alignment with the state is fitting. We are nationally acclaimed for helping Vermonters tackle everything from farm viability to complex environmental issues to business growth. We support commercialization and job creation initiatives in the state, and our partnerships with large corporations enable the possibility of attracting satellite operations, jobs, and a talented workforce to the state.

UVM's partnership with the state includes more than 200 programs designed to help Vermont and Vermonters. For example, the Rural Center of Excellence on Substance Use Disorders confronts the opioid epidemic with innovative new approaches, while Vermont EPSCoR and the Vermont Biomedical Research Network attract millions in federal funding and make sophisticated technology and learning opportunities available throughout the state. But to better realize the vision of the Land-Grant Act's author Vermont Senator Justin Morrill, we must create a more streamlined gateway for Vermonters to learn about and access the many resources UVM offers. Efforts to set up that front door—inviting the community to engage more fully with UVM—are underway.

Engaging with the state not only helps Vermont, but also benefits the university by strengthening its connection to entrepreneurship, hands-on learning, problem-solving and critical thinking, all ideals championed by alumnus, educator, and noted philosopher John Dewey. This enriches the educational experience of our students and broadens our faculty's research portfolios.

Summary

The University of Vermont's future success will be assured by following these three strategic imperatives: student success and experience; focusing on and expanding upon our distinctive research strengths; and better-realizing our land-grant mission by partnering with our communities, businesses, and state. Doing so effectively will require insightful leadership, unprecedented collaboration, and our decisive collective action. This commitment to explore without reservation while working as one, resonates with our state motto, "freedom and unity." And it will enable us to amplify our impact for years to come.

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE BOARD OF TRUSTEES

CASH MANAGEMENT AND LIQUIDITY POLICY

Introduction

This Cash Management and Liquidity Policy governs the investment of UVM pooled cash and sets the minimum liquidity target for the University. The pooled cash includes all funds of the University other than the funds that are held in the University endowment and certain plant, restricted and loan reserves, for which separate investment guidelines have been established. This statement will be subject to periodic review and possible modification by the Budget, Finance and Investment Committee, as the Committee considers necessary to achieve cash management and investment and liquidity requirements.

I. Cash Management

Investment Objectives

University pooled cash for purposes of investment allocation shall be divided into three asset groups as follows:

Short-term pool: Cash that is expected to be needed for normal operating

expenditures within a one-year period. The primary objective is preservation of principal and liquidity. Maximization of investment income without undue exposure to risk is a secondary objective.

Intermediate-term pool: Cash that is expected to be needed within a period of one year to six

years. The primary objectives are preservation of principal and maximization of investment income without undue exposure to risk.

Long-term pool: Cash that is not expected to be needed for operational purposes for

a period exceeding six years and/or that may be designated as a permanent core. The primary investment objective is to achieve consistent long-term growth of the pool with limited exposure to

risk.

Maturity Guidelines

Short-term pool: The average weighted maturity for a short-term portfolio shall be

between one day and one year.

Intermediate-term pool: The average weighted maturity for intermediate-term portfolio shall

be between one year and six years.

Long-term pool: Permanent core cash may be invested in any investment that is

allowable under the University's *Statement of Objectives and Policies* for the Endowment Fund and that meets the overall objective of achieving consistent long-term growth of the pool with

limited exposure to risk.

Performance Objectives

Short-term pool: The benchmark for the short-term portfolio shall be total return that

meets or exceeds the yield of three-month U. S Treasury securities.

Intermediate-term pool: The benchmark for intermediate-term portfolio shall be total return

that meets or exceeds the Bloomberg Barclays 1-5 Year U.S.

Treasury Bond Index.

Long-term pool: The benchmark for the investment of the long-term pool shall

correspond to the benchmarks for each asset class as specified in the University's *Statement of Objectives and Policies* for the Long Term

Investment Pool, including the Endowment Fund.

Allowable Investments for Asset Groups

For all of the asset groups described below, the Treasurer will develop in conjunction with the Board of Trustees Investment Subcommittee (ISC) a list of approved funds and fund managers from which the Treasurer may select managers as appropriate. This list will be reviewed and approved annually by the ISC.

Short-term and

Intermediate-term Pool:

Investments in the short-term and intermediate-term portfolio are restricted to U.S. Treasury and government agency securities, money markets, high quality corporate and asset-backed securities, and commercial and bank paper, whereas the intermediate-term pool may have maturities up to six years. Investments shall be in marketable securities of the following types and with the noted credit ratings:

- 1. Debt securities rated Aaa, Aa, A or Baa by Moody's Investor's Service, Inc. or AAA, AA, A or BBB by Standard & Poor's Corporation.
- 2 Obligations of, or guaranteed by, the United States of America, its agencies or instrumentalities.

- 3. Obligations of, or guaranteed by, national or state banks or bank holding companies rated BBB or better. No more than 20% of the funds held in the cash pool shall be invested in debt obligations of institutions within any single holding company.
- 4. Asset-backed securities (ABS) rated Aaa by Moody's Investor's Service, Inc. or AAA by Standard & Poor's Corporation.
- 5. Commercial paper rated A-1 or higher by Standard and Poor's or Prime-1 (P1) by Moody's Investor's Service, Inc.
- 6. Bankers' acceptances or negotiable certificates of deposit issued by banks rated <u>BB-B</u> or better. No more than 20% of the funds held in the cash pool shall be invested in certificates of deposit, bankers' acceptances or floating rate notes of the institutions within any single holding company.
- 7. Repurchase agreements of banks having Fitch ratings no lower than BBB secured by the U.S. government and federal agency obligations with market values of at least 100% of the amount of the repurchase agreement.
- 8. Commingled funds may be used if they are in compliance with the above guidelines.

The Commonfund, a non-profit provider of investment products for colleges and universities

Long-term pool:

Investment of the long-term pool shall be restricted to those that are allowable under the University's *Statement of Objectives and Policies* for the Endowment Fund and that meet the overall objective of achieving consistent long-term growth of the pool with limited exposure to risk.

Moral, Ethical and Social Considerations

Cash balances will be invested consistently with the moral, social and ethical criteria adopted by the Board of Trustees on recommendation of its Budget, Finance and Investment Committee as related to the Long Term Investment Pool, including the Endowment Fund. Criteria for socially responsible investing shall include, where advisable and consistent with investment quality, return, and safety guidelines, the use of community and State institutions for investment purposes. Where returns are reasonably equal (within 10 basis points), preferences will be given to Vermont-based financial institutions.

Investment Management Responsibility and Structure

Cash management and investment responsibility resides with the Vice President for Finance and Treasurer through the Controller.

- 1. Investments may be made internally using allowable instruments and institutions; OR,
- 2. Investment managers may be engaged to invest University assets consistent with this Policy. Subject to this Policy and a written agreement between the University and the investment manager, the investment manager will be given discretion to select individual securities and to make adjustments to the structure of the portfolio.

I. Liquidity

This Cash Management and Liquidity Policy establishes a Minimum Liquidity Target for the University of \$30 million, subject to future modification by the Budget, Finance, and Investment Committee. Liquid funds that are unrestricted, unencumbered General Fund Net Assets (as such capitalized term is used in the audited financial statements of the University) shall be used to satisfy the Minimum Liquidity Target. For the purposes of this Policy, General Fund Net Assets that are restricted in their use, or otherwise encumbered by Board or administrative action, shall not be available to satisfy the Minimum Liquidity Target. The objective of this policy is to ensure that the University operates with an adequate level of institutional liquidity to minimize risk associated with temporary, unforeseen liquidity needs.

II. Administration and Reporting

- A. The Treasurer will report to the Budget, Finance and Investment Committee annually, the following:
 - 1. Cash balances in each asset group;
 - 2. Investments in each asset group by manager and investment type or fund; and
 - 3. Performance of each individual investment type within each asset group.
 - 4. A schedule of unrestricted, unencumbered General Fund Net Assets compared to the Minimum Liquidity Target.
- B. As delegated by the Board of Trustees through its resolutions, specified University officials, including the Treasurer, are authorized to open accounts with banks, investment firms, or commercial paper institutions, and/or to execute purchases and sales, in order to implement this Cash Management and Liquidity Policy.
- C. This Cash Management and Liquidity Policy will be subject to annual review by the Investment Subcommittee and the elements of the policy related to liquidity will be subject to annual review by the Budget, Finance, and Investment Committee.

Adopted by the Board of Trustees: October 15, 1993
Revised by the Board of Trustees: October 12, 2002
Revised by the Board of Trustees: August 27, 2005
Revised by the Board of Trustees: November 11, 2006
Revised by the Board of Trustees: February 5, 2010
Revised by the Board of Trustees: October 3, 2015
Revised by the Board of Trustees: February 6, 2016
Revised by the Board of Trustees: February 4, 2017
Revised by the Board of Trustees: February 2, 2019
Revised by the Board of Trustees: May 15, 2020

UNIVERSITY OF VERMONT

STATEMENT OF INVESTMENT POLICIES AND OBJECTIVES

I. INTRODUCTION

This statement is issued by the Investment Subcommittee (the "ISC") of the Board of Trustees of the University of Vermont (the "Board"). The ISC was established by the Board and the Budget, Finance and Investment Committee in late 2006 and charged with oversight of investment strategy and investment managers for the Long-Term Investment Pool, including the Endowment Fund, collectively called the "Fund", of the University. The policy statement will be reviewed annually and modified by the ISC as conditions warrant.

II. FIDUCIARY STANDARDS

The Board, the ISC, the Treasurer and finance staff, and any third-parties (e.g., investment managers) retained to advise the Board, the ISC, the Treasurer and/or finance staff as to investment strategy and management (any and all of whom may be referred to as "Responsible Parties") shall exercise their responsibilities with respect to the Fund's assets in compliance with the requirements of the Uniform Prudent Management of Institutional Funds Act ("UPMIFA"), enacted in the state of Vermont in 2009. In accordance with UPMIFA, key facets of the Responsible Parties' roles include:

- Acting in good faith, with the care an ordinarily prudent person would exercise;
- Incurring only reasonable costs in investing and managing charitable funds;
- Making decisions about each asset in the context of the portfolio of investments, as part of an overall investment strategy;
- Diversifying investments, unless due to special circumstances, the purposes of the Fund are better served without diversification;
- Disposing of unsuitable assets; and
- In general, developing an investment strategy appropriate for the Fund and the University.

III. RESPONSIBILITIES of INVESTMENT SUBCOMMITTEE

Responsibilities and goals of the ISC include:

- Ensuring that current and future spending requirements are supported while also preserving the real purchasing power of the Fund;
- Achieving an optimum level of return within appropriate risk tolerances;
- Developing a sound and consistent investment policy including asset allocation, diversification and rebalancing guidelines;
- Selecting and maintaining qualified investment managers and advisors;
- Monitoring and evaluating results to ensure that policy guidelines are being adhered to and that policy objectives are being met; and
- Taking action under appropriate circumstances to discharge an investment manager or advisor for failing to perform in terms of stated expectations.

The ISC is authorized to delegate certain responsibilities to staff to assist in properly meeting the overall responsibilities as outlined above.

IV. CONFLICT OF INTEREST POLICY

In addition to the responsibilities set forth in the Board of Trustees' Conflicts of Interest policy, it is the responsibility of the ISC members to disclose to the ISC Chair any situation in which there may be reasonably construed to be a perceived or actual conflict of interest. The ISC Chair will work with the members to determine an appropriate response.

The ISC will generally not consider investments in funds directly managed by a member of the ISC. In addition, a member of the ISC employed by an investment or other firm that provides services to the Fund will recuse him/herself from all discussions and votes on existing or potential investments or other services managed or provided by that firm. The ISC recognizes, however, that certain exceptions to this policy may be appropriate. Such exceptions will be made only upon a majority vote of the disinterested members of the ISC.

In the event that the ISC is considering an investment in an access-constrained investment opportunity, any ISC member wishing to invest for his/her own benefit in such an opportunity shall notify the ISC Chair in writing.

V. MORAL, SOCIAL AND ETHICAL CONSIDERATIONS IN INVESTMENT STRATEGY

The University Statement of Investment Policies and Objectives requires the Board, the Investment Subcommittee (ISC) of the Board Budget, Finance and Investment Committee, the Treasurer, and third parties such as investment managers, to exercise their responsibilities with respect to the Long-Term Investment Pool, including Endowment Fund assets, in compliance with the requirements of the Uniform Prudent Management of Institutional Funds Act ("UPMIFA").

In accordance with UPMIFA, key facets of the Responsible Parties' roles, as paraphrased below, include:

- Acting in good faith, with the care an ordinarily prudent person would exercise;
- Incurring only reasonable costs in investing and managing charitable funds;
- Making decisions about each asset in the context of the portfolio of investments, as part of an overall investment strategy;
- Diversifying investments, unless due to special circumstances, the purposes of the Fund are better served without diversification;
- Disposing of unsuitable assets.

Achieving the Financial and Investment Objectives of the Fund is essential to provide resources to fulfill the institutional mission of the University. The core responsibility of the ISC is to achieve the Financial and Investment Objectives of the fund in a manner consistent with the requirements of UPMIFA and prudent fiduciary practices.

The primary objective of achieving the Financial and Investment Objectives of the Fund does not preclude consideration of moral, ethical and social criteria in selecting investments or participating in shareholder resolutions that address moral, ethical or social issues. However, the core responsibility of the Board is to steward University assets in a manner consistent with prudent fiduciary practices.

VI. FINANCIAL & INVESTMENT OBJECTIVES

The overall financial objective of the Fund is to provide a stable and consistent level of ongoing support for the University's programs through a reasoned spending policy consistent with preserving and enhancing the real (i.e., inflation-adjusted) purchasing power of the Fund over time.

The primary long-term investment objective of the Fund is to attain a real total return¹ (net of investment management fees) that exceeds the amount being distributed for spending and administration, currently set at 4.75%. This will be measured over the long term, capturing a full market cycle, as it is unlikely that the Fund's return will meet or exceed the spending rate in each individual year. Other important investment objectives are to achieve annualized returns in excess of the strategic policy portfolio blended benchmark (defined herein), measured over a full market cycle; and to outperform the median return of a pool of endowment funds of similar size with broadly similar investment objectives and policies.

VII. ASSET ALLOCATION

The policy portfolio for the Fund is a target or "normal" set of investments, based on long-term return, risk and correlation assumptions that balance the organization's need for liquidity, preservation of purchasing power, and risk tolerance. Certain investments are made for capital appreciation and return enhancement: global equities, long/short hedge funds, venture capital and private equity; some are made to protect against unanticipated inflation: real estate, energy, timber, commodities, TIPS; and some are made to protect against deflationary periods and to reduce volatility: primarily, high quality intermediate bonds for the former and absolute return hedge funds for the latter. The ISC, with input and assistance from staff and external advisors, shall periodically examine the policy portfolio targets and consider adjustments to the asset allocation as may be appropriate (for example, due to a material change in the capital market assumptions). Changes to the policy portfolio targets will be reviewed and approved by the ISC and presented to the Budget, Finance and Investment Committee and the Board, as necessary.

In addition to being diversified across asset classes, the Fund will be diversified within each asset class. This will provide reasonable assurance that the performance of any single security, issuer or class of securities, or active manager will not have a disproportionate impact on the total Fund performance.

The most current asset allocation / strategic policy portfolio for the Fund is attached as **Appendix A.**

VIII. REBALANCING

The Fund's actual asset allocation will be monitored monthly and reviewed by the ISC at its regular meetings relative to established policy portfolio targets and allowable ranges. Adjustments may be constrained by practical limits with respect to liquidity and transaction costs, but rebalancing efforts will be made as practicable. Cash flow in or out of the Fund may create an opportunity to shift the allocation closer toward policy targets. The ISC may at times authorize investments in new or developing asset classes that are not part of the strategic policy portfolio at the time of their adoption, with the intention of revising the policy portfolio shortly thereafter.

¹ Real total return is the sum of realized and unrealized capital appreciation (or loss) and current income in the form of dividends and interest, adjusted for inflation as measured by the Consumer Price Index.

IX. PERFORMANCE EVALUATION, BENCHMARKS, and ASSET CLASS CHARACTERISTICS

The performance objectives for the total Fund, each asset class and each manager are outlined below, with the purpose of establishing specific parameters for regular and ongoing review. While performance is measured over both short- and long-term periods, the focus and emphasis of performance evaluation is on longer time periods as represented by a full market cycle.

Overall Fund

There are a number of different benchmarks for assessing performance at the overall Fund level:

Undiversified Benchmark – this simple market benchmark helps the ISC evaluate the value added from a sophisticated investment program versus a portfolio that could be easily replicated through investment in index funds.

Target Benchmark – this custom benchmark compares the total return of the Fund to a blended benchmark based on applying the target policy weights of each underlying asset class to the performance of the asset class benchmarks. The individual asset class benchmarks are discussed in the next section.

Current Allocation Benchmark – this benchmark is composed of the current allocations for each of the underlying composite asset classes weighted against the corresponding returns of their respective benchmarks.

Cambridge Associates' Universe of Endowment Pool Returns – a universe of over 300 institutions, a broad peer universe against which the ISC compares the Fund's return. In addition to this broad comparison, the ISC may also compare the Fund's results to various subsets of this broad universe, which include institutions of similar size and with similar characteristics.

Asset Classes & Managers

Each manager will be expected to outperform (net of fees) a benchmark that is appropriate based on the asset class and style of the manager, over a full market cycle. Performance results will be reviewed with the ISC at its regular meetings and in an interim period when there is a major event (personnel change, for example) at the firm. The manager will be evaluated on long-term performance so that shorter-term failure to meet the benchmark target returns is not an automatic basis for manager termination.

Due to the broad nature of the asset classes and the unique style of managers, it is important to note that the specific benchmark of the individual manager may not necessarily be the same as the benchmark for the particular asset class composite as defined below. For example, the Total U.S. Equity benchmark is the S&P 500 but small cap managers, for example, will be compared to the appropriate small cap benchmarks.

+Asset Class	Market Index Used in Target Benchmark ²	Underlying Investments	
Public Global Equity	MSCI ACWI	Portfolios are expected to focus on public global, US, international developed, and/or emerging markets.	
Marketable Alternatives	Hedge Fund Research Inc. (HFRI) Fund of Funds Composite Index	Investment mandates may include: multi-strategy arbitrage, event arbitrage, distressed securities, credit/capital structure arbitrage and long/short equity investments in global markets.	
Private Investments	Weighted Benchmark composed of C A medians as follows: Private Equity 40% Venture Capital 30% Real Estate 20% Natural Resources 10%	This asset class includes private investment strategies of all types, including but not limited to buyouts, venture capital, secondaries, distressed, real estate, private energy, and similar strategies. Market values and return information is lagged by one quarter, as the underlying investments are not readily valued at the close of the latest quarter.	
Public Real Assets	Dynamic benchmark that reflects each underlying investment's individual benchmark and their respective weight within the Real Assets allocation. (The Dynamic benchmark will evolve as asset types are added or removed from the portfolio and as the allocation changes over time.)	Holdings may include natural resource related equity securities, MLPs, diversified commodities, US issued TIPS and other, similar public investment strategies.	
Fixed Income	Bloomberg Barclays Aggregate Bond Index	Holdings may consist of U.S. Treasury bonds, mortgages, and corporate credit investments.	

Individual manager accounts will be monitored for consistency of each manager's investment philosophy and process, return relative to objectives, investment risk as measured by asset concentrations, exposure to extreme economic conditions, and market volatility. In the broadest sense, the monitoring process is intended to confirm that the reasons the manager was initially retained still hold true.

_

² Indices used in Target Benchmark are effective as of May 18, 2019.

X. MANAGER GUIDELINES

Investment managers will be hired for a specific skill set, and the resulting investments will be made either through separately managed accounts or pooled vehicles. Each manager of a separate account will adhere to the firm's stated philosophy and investment strategy. Where investments are in commingled funds, mutual funds, off-shore funds or limited partnerships, the permissible investments are governed by the appropriate fund prospectus or offering memorandum. Some of these products permit the use of derivatives for certain investment strategies and in instances where a manager has demonstrated skill in effectively utilizing these instruments. For example, they may be used in reducing risk or replacing positions to gain flexibility and efficiency.

XI. MANAGER REPORTING

Each investment manager of marketable assets will provide monthly portfolio valuations and total return net of all commissions and fees. On a quarterly basis, managers will report current holdings at market value, and purchases and sales for the quarter. Traditional marketable managers with whom UVM is invested through a separate account may be required to reconcile records of holdings, transactions, and dividend/interest income with the Fund's custodian on a periodic basis. Specialty managers (who manage hedge funds and non-marketable partnerships) will report on portfolio details with as much transparency as possible. Each of these managers will provide annually their most recent audited financial statements, which include the basis of accounting and the auditor's opinion. In addition, each specialty manager will disclose its respective valuation policies and procedures on an annual basis.

Regular communication from all managers concerning investment strategy and outlook is expected. The ISC will regularly review a Watch List that is maintained to highlight managers' relative performance when it is outside the normal range or expected returns, new organizational issues, and/or any significant changes in strategy that raise concerns. Additionally, managers are required to inform the University of Vermont of any significant change in firm ownership, organizational structure, professional personnel, or fundamental investment philosophy. Managers will also send a copy of their form ADV to the University at least annually.

XII. PROXY VOTING GUIDELINES

University of Vermont's Endowment Accountant votes the shareholder proxies.

XIII. GUIDELINES FOR TRANSACTIONS

As a general guideline that should apply to all assets managed, transactions should be entered into on the basis of best execution, which is interpreted normally to mean best realized price.

Adopted by the Board of Trustees on February 5, 2011, to replace the former "Statement of Investment Objectives and Policies," as revised most recently on November 11, 2006.

Approved as revised by the Board of Trustees: February 9, 2013
Approved as revised by the Board of Trustees: February 8, 2014
Approved as revised by the Board of Trustees: February 6, 2016
Approved as revised by the Board of Trustees: February 3, 2017
Approved as revised by the Board of Trustees: May 19, 2018
Approved as revised by the Board of Trustees: October 27, 2018
Approved as revised by the Board of Trustees: May 18, 2019

Reaffirmed by the Board of Trustees: May 15, 2020

APPENDIX A

ASSET ALLOCATION POLICY TARGETS

March 2020

Asset Class	Target (%)	Allowable Range (%)
Public Global Equity	45.0	30-65
Marketable Alternatives	15.0	10-20
Private Investments	25.0	15-35
Public Real Assets	5.0	0-10
Fixed Income	10.0	5-25
Cash & Cash Equivalents	0.0	0-5

Appendix A Targets last revised by Investment Subcommittee: March 10, 2020

EXECUTIVE COMMITTEE

June 15, 2020

Resolution authorizing lease with New Cingular Wireless PCS, LLC

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a ten-year lease with four five-year renewal options with New Cingular Wireless PCS, LLC for installation and operation of three rooftop small-cell antenna on UVM's Howe Library, located at 538 Main Street, Burlington, Vermont, subject to material terms and conditions reported on this date. This lease will begin upon the date of the agreement's execution and end thirty years thereafter, if all renewal options are exercised.

Resolution approving contracts for charter bus services

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into contracts with Lamoille Valley Transportation, Incorporated and Premier Coach for coach-style charter bus services beginning July 1, 2020 through June 30, 2025, in an amount not to exceed \$2,900,000 in aggregate.

Resolution approving contract renewal with Bloomberg Industry Group

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract renewal with Bloomberg Industry Group for user licenses to tax core library products beginning June 15, 2020 through June 14, 2025, in an amount not to exceed \$22,500 in aggregate.

Resolution approving contract extension with Suez, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a contract extension for the University's water treatment chemicals and consulting services with Suez, Incorporated from July 1, 2020, through June 30, 2021, for an estimated amount not to exceed \$135,000.

Resolution approving contract with Presidio-Intrada

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a continuous contract with Presidio-Intrada for a campus wide Enhanced 9-1-1 service until the service is obsolete with an estimated cost of \$30,000 annually.

Resolution approving contract extension with Thermo Fisher Scientific

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a three-year contract extension for the University's general laboratory supplies and equipment with a beginning date of October 1, 2020, through September 30, 2023, in an amount not to exceed \$9,500,000 in aggregate.

Resolution approving contract extension with Milliman Incorporated

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to enter into a contract extension with Milliman Incorporated for post-retirement benefit plan advisory services from May 1, 2020 through December 31, 2020, for a total contract amount not to exceed \$25,000.

Amended resolution approving contract extension with Cambridge Associates

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to execute a renewal contract with Cambridge Associates, LLC for the purpose of providing investment advisory services for a period of one year from July 1, 2020 through June 30, 2021 at a flat fee of \$675,000.

BE IT FURTHER RESOLVED that the Investment Subcommittee shall annually review the performance of the investment advisory firm.

This resolution supersedes all previous authorizations.

Resolution endorsing the UVMStrong Fall 2020 framework to return to in-person instruction and operations

WHEREAS, the administration presented to the Board of Trustees for review and endorsement the UVMStrong Fall 2020 framework to return to in-person instruction and operation, appearing as Appendix A to this document;

WHEREAS, the framework reflects the engagement of faculty, staff, and students; medical experts and public health officials; and current directives and guidance of Vermont Governor Phil Scott, the Vermont Department of Health, and the Centers for Disease Control and Prevention;

WHEREAS, the UVMStrong Fall 2020 Advisory Committee and associated work groups were guided by three principles: (1) protect the safety and wellbeing of all members of the UVM community; (2) preserve the quality of the academic experience; and (3) provide a high-quality student experience;

THEREFORE, BE IT RESOLVED, that the Board of Trustees endorses the principles that have guided the UVMStrong Fall 2020 effort and the framework to return to in-person instruction and operations.

UVMStrong Fall 2020 Advisory Committee Framework to Return to In-Person Instruction and Operations

In May 2020, President Garimella appointed the UVMStrong Fall 2020 Advisory Committee to develop plans for resuming in-person operations. The advisory committee's planning and deliberations are guided by three principles:

- 1. Protect the safety and wellbeing of all members of the UVM Community
- 2. Preserve the quality of the academic experience
- 3. Provide a high-quality student experience

Members of the UVMStrong Fall 2020 Advisory Committee are:

Gary Derr, Vice President for Operations and Public Safety, Chair

Simeon Ananou, Chief Information Officer, Team Lead - Business and Institutional Continuity **Nicci Brown,** Chief Communications Officer

Claire Burlingham, University Controller, Team Lead - Business and Institutional Continuity **John Collins**, Deputy General Counsel

Kirk Dombrowski, Vice President for Research, Team Lead - Research and Graduate Education Bill Falls, Dean, College of Arts and Sciences, Team Lead - Faculty and Academic Affairs Jes Kraus, Chief Human Resource Officer, Team Lead - Human Resource Services Annie Stevens, Vice Provost for Student Affairs, Team Lead - Student Experience Al Turgeon, Chief Risk and Public Safety Officer

Over 50 faculty, staff and students on four Working Groups assist the Advisory Committee, and represent a wide cross-section of the University community. Additionally, the Committee draws on the expertise of numerous members of the University community serving on focus groups and subcommittees to address specific topics or issues. The Committee also benefits from consultation with medical experts and public health officials.

The Committee learned through the process of preparing the framework and strategies that there is nearly universal consensus that the University should return to in-person instruction and operations in the fall. Committee members each received numerous phone calls and emails offering suggestions and advice on mitigation strategies and measures to address a range of issues, reports from a multitude of professional associations, articles from across the spectrum, and other information.

The following framework and strategies are recommended for implementation to successfully return to in-person instruction and operations.

University-Wide Framework and Strategies

- Develop a protocol for testing and contact tracing for employees and students.
- Identify appropriate quarantine and isolation space for students.
- Require all employees and students to wear face coverings when outside their private workspaces or residence hall rooms.
- Continue to encourage and support remote operations for faculty and staff while assuring appropriate levels of service and operations commensurate with the needs of the University.
- Consistent with Vermont Department of Health regulations, implement daily health screening for employees using processes developed by Enterprise Technology Services.
- Implement routine health screening for all students using processes developed by Enterprise Technology Services. Utilize this information in conjunction with COVID-19 testing strategies.
- Implement strategies and policies to address the needs of faculty, staff and students who have underlying health issues.
- Develop a UVM pledge required of all students called the Green and Golden Rule. Encourage all employees to sign the UVM pledge.
- Maintain awareness of Centers for Disease Control, Vermont Department of Health, Vermont Governor directives and continue to recommend University responses.
- Maintain awareness of COVID-19 US, regional (greater northeast and Canada) and Vermont situation and track and report potential COVID-19 impacts.
- Develop and implement a communications campaign designed to sustain employee and student commitment to and compliance with all health and safety guidance and regulations.

Academic and Faculty Affairs Framework and Strategies

- Alter the fall 2020 academic calendar to end in-person instruction at the close of business on Tuesday November 24. Conduct the last week of classes and final exams remotely.
- Develop a classroom space management plan assuring the required physical distancing.
- Support high quality on-line/remote/mixed delivery instruction.

Research and Graduate Education Framework and Strategies

• Develop a system of risk metrics that allows for raising and lowering research activity while avoiding the complete shutdown of all research.

Student Experience Framework and Strategies

- Reduce residence hall density by identifying off-campus locations to house students.
- Require COVID-19 training for all students.

Business and Institutional Continuity Framework and Strategies

- Require employees to clean and sanitize their personal workspace and common areas using UVM-issued supplies.
- Close buildings in the evening to allow for overnight cleaning and sanitation.
- Implement a comprehensive classroom technology upgrade strategy to support remote instruction.
- Develop a health and safety plan consistent with Vermont Department of Health guidelines for UVM-managed retail operations.
- Limit daytime shuttle service and establish protective protocols for evening shuttle service.
- Restrict domestic and international travel.

EXECUTIVE COMMITTEE

June 29, 2020

Resolution adopting University and University Officers' Manual amendment

BE IT RESOLVED, that the Board of Trustees approves the amendment of the University and University Officers' Manual, as follows:

Delete Sections 301.5-301.5.5 relative to the termination of decanal appointments and replace in full with the language set forth in the attached <u>Appendix A</u>; and

Delete Sections 404-404.3.5 relative to the termination of Officer appointments and replace in full with the language set forth in the attached <u>Appendix B.</u>

Resolution adopting College of Medicine Handbook amendment

BE IT RESOLVED, that the Board of Trustees approves the amendment of the College of Medicine Faculty Handbook, as approved by a vote of the College of Medicine Faculty, as follows:

The faculty of the UVM Larner College of Medicine agrees to voluntarily reduce the faculty's total UVM salary/wages for FY 2021 according to the increments as defined by UVM (below).

- Less than \$45,000 no reduction
- \$45,000 and no more than \$60,000 2.5% reduction
- Over \$60,000 and no more than \$80,000 3.5% reduction
- Over \$80,000 5% reduction

APPENDIX A

PART 300 ACADEMIC UNIT GOVERNANCE, COMPOSITION, AND ADMINISTRATION

301 Deans

Delete Sections 301.5-301.5.5 and replace in full with the following:

301.5 Appointment Termination.

Decanal appointments terminate through resignation, non-reappointment, or termination with notice.

301.5.1 Resignation.

Resignation by a Dean must be made in writing to the President, with a copy to the Provost. The resignation shall become effective on a date and terms mutually agreed by the Dean and the President and memorialized in writing.

301.5.2 Notice of Non-reappointment.

A Dean will be considered for re-appointment annually after the initial appointment. Following consultation with the Provost, the President may give a Dean notice of nonreappointment at any time during an appointment (fiscal) year in progress relative to the following (fiscal) year. The non-reappointment may be based upon job performance or reasonably derived strategic, programmatic, administrative, or budgetary reasons. Notice of non-reappointment shall be given in writing.

301.5.3 Termination of Appointment with Notice.

A decanal appointment may be terminated at any time upon two months' notice. At the discretion of the Provost, the Dean may be relieved of duties during all or part of the notice period.

Any accrued but unused vacation will be forfeited and will not be paid at the time of termination of the decanal appointment except in cases where the Dean assumes or resumes a University appointment in which vacation accrues, in which case accrued vacation will be carried over.

The Provost may enlarge the amount of notice, or provide severance pay, only with the advance consent of the President. Severance pay shall not be provided if the Dean accepts another administrative appointment at the University following the effective date of non-reappointment as Dean.

301.5.4 Assumption or Resumption of Faculty Appointment.

A Dean who receives notice of non-reappointment or who resigns the deanship, and who has a preexisting right to assume or resume a faculty appointment, may do so after the decanal appointment ends. This election must be made in writing to the Provost, with a copy to the

successor Dean and academic department chair, within thirty (30) calendar days of issuance of the notice of non-reappointment or the Dean's submission of a notice of resignation.

The faculty salary of a Dean assuming or resuming a faculty appointment shall be determined by the Provost in accordance with established procedures. For a Dean who resigns a decanal appointment, the Dean's faculty salary and faculty appointment term will become effective once the decanal appointment terminates. For a Dean whose appointment is terminated by the Provost, the Dean's faculty salary and faculty appointment term will become effective upon the conclusion of the two-month notice period.

Duties associated with the faculty appointment shall be assigned by the Department Chair in consultation with the successor Dean. Faculty duties will begin immediately, unless the Dean has been granted a leave of absence to prepare for the assumption or resumption of duties as a faculty member.

A recipient of a leave of absence to prepare for the assumption or resumption of duties as a faculty member will be required to return to the University and serve at least one (1) full academic year following the administrative leave. Failure to fulfill this obligation shall require the full and immediate repayment of salary and benefits received from the University while on administrative leave.

APPENDIX B

PART 400 UNIVERSITY OFFICERS; VICE PRESIDENTS AND OTHER OFFICERS OF ADMINISTRATION

Delete Sections 404-404.3.5 and replace in full with the following:

404 Appointment Termination.

Except as provided in the University Bylaws, Officer of Administration appointments terminate through resignation, non-reappointment, or termination with notice, as stated below.

404.1 Resignation.

Resignation must be made in writing to the President (and to the supervising senior officer if the individual's supervisor is not the President). The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Officer of Administration and the supervising senior officer.

404.2 Notice of Non-reappointment.

An Officer of Administration ("Officer") will be considered for re-appointment annually after the initial appointment. The official to whom the Officer reports ("supervisor") may give the Officer notice of non-reappointment at any time during an appointment (fiscal) year in progress relative to the following (fiscal) year. The non-reappointment may be based upon job performance or reasonably derived strategic, programmatic, administrative, or budgetary reasons. Notice of non-reappointment shall be given in writing.

404.2.1 Termination of Appointment with Notice.

The appointment of an Officer may be terminated at any time upon two months' notice. At the discretion of the President, the Officer may be relieved of duties during all or part of the notice period.

Any accrued vacation will be forfeited and will not be paid at the time of termination of the appointment, except in cases where the Officer assumes or resumes another University appointment in which vacation accrues, in which case accrued vacation will be carried over to the new appointment.

The supervisor can enlarge the amount of notice, or provide severance pay, only with advance consent of the President, who in turn must confer with the Chair of the Board of Trustees. Severance pay shall not be provided if the Officer accepts another appointment at the University following the effective date of non-reappointment as an Officer.

404.2.2 Assumption or Resumption of Faculty Appointment.

An Officer who receives notice of non-reappointment, or who resigns the appointment, and who has a preexisting right to assume or resume a faculty appointment, may do so after the Officer's appointment ends. This election must be made in writing to the Provost, with a copy to the Dean

and academic department Chair where appropriate, within thirty (30) calendar days of issuance of the notice of non-reappointment or submission of a notice of resignation.

The faculty salary of an Officer assuming or resuming a faculty appointment shall be determined by the Provost in accordance with established procedures. For an Officer who resigns the Officer's appointment, the Officer's faculty salary and faculty appointment term will become effective once the officer appointment terminates. For an Officer whose appointment is terminated by the President, the Officer's faculty salary and faculty appointment term will become effective upon the conclusion of the two-month notice period.

Duties associated with the faculty appointment will be assigned by the Department Chair in consultation with the Dean. Faculty duties will begin immediately, unless the Officer has been granted a leave of absence to prepare for the assumption or resumption of duties as a faculty member.

A recipient of a leave of absence to prepare for the assumption or resumption of duties as a faculty member will be required to return to the University and serve at least one (1) full academic year following the administrative leave. Failure to fulfill this obligation shall require the full and immediate repayment of salary and benefits received from the University while on administrative leave.

Board of Trustees - July 14, 2020

Resolution approving contract for construction of a research vessel

BE IT RESOLVED, that the Vice President for Finance and Treasurer, or his successor or designee, is hereby authorized to negotiate and execute a contract with Derecktor Shipyards to build a research vessel for UVM with construction to take place from approximately August 2020 through April 2022, for an amount not to exceed \$3,750,000.

Resolution adopting the recommendations of the Sustainability Work Group regarding divestment from fossil fuels

WHEREAS, the Board of Trustees appointed the Sustainability Work Group in March 2020 to advise the Board regarding fast-moving trends around sustainable investment, including fossil fuel divestment;

WHEREAS, the Work Group sought and received input from the campus community and from the Board's Investment Subcommittee:

WHEREAS, the Work Group presented to the Board a report and recommendation based on its careful review of input received and its own independent study of the issue;

WHEREAS, the Board recognizes its responsibility to protect the assets of the University in order to best enable the University to fulfill it academic mission;

WHEREAS, the Board recognizes that it generally will not be appropriate to express positions on issues of the day through investment and divestment decisions;

WHEREAS, the Board acknowledges the connection between fossil fuel divestment and the University's focus on sustainability as an area of academic strength and research emphasis;

NOW, THEREFORE, the Board adopts the following recommendations from the Sustainability Work Group:

- UVM immediately cease all new direct investments in fossil fuels;
- UVM exit all public direct investments in fossil fuels by July 2023;
- UVM allow all preexisting commitments to multi-year private investment funds involving fossil fuels to lapse without extension or renewal, and make no additional investments in such funds;
- UVM continue investing in opportunities that focus on sustainability, climate change mitigation, and other Environmental, Social and Governance issues;
- UVM accelerate an engagement campaign with its commingled fund managers requesting that they factor the financial risks of climate change into their investment decision-making process and share their framework for doing so with UVM.

EXECUTIVE COMMITTEE

August 10, 2020

Resolution approving contract with Vault Medical Services, P.A.

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract with Vault Medical Services, P.A. for COVID-19 testing services from July 30, 2020 through July 30, 2021 for an amount not to exceed \$1,900,000.

Resolution approving contract with Clinical Research Sequencing Platform, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract with Clinical Research Sequencing Platform LLC., a wholly owned subsidiary of The Broad Institute, Inc. for COVID-19 testing services from July 29, 2020 through January 31, 2021 for an amount not to exceed \$4,000,000.

Resolution approving contract with Ellucian, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successors or designee, is hereby authorized to enter into a contract with Ellucian, Incorporated for the Banner Student Information System beginning July 1, 2020 through June 30, 2025, with two one-year renewal options, for an amount not to exceed \$2,850,000.

Resolution approving contract renewal with Integration Partners Corporation

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a one-year renewal contract with Integration Partners Corporation for Avaya maintenance and support services beginning July 1, 2020 through June 30, 2021, for an amount not to exceed \$100,000.

Resolution approving contract for employee medical benefits and pharmacy services

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a contract for medical benefits and pharmacy administrative services for employees, with a soon to be selected vendor, for a five-year contract starting January 1, 2021 through December 31, 2025, for an amount not to exceed \$13,500,000.

Resolution approving extension of deadlines in the UVM/Burlington Ten Year Capital Plan Agreement

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute an amendment to the UVM/Burlington Ten Year Capital Plan Agreement extending the deadline for the parties to work together to attempt to reach agreement upon the Basic and Enhanced Design for University Place improvements to December 31, 2020 and the deadline for the City to make a payment to UVM for construction if an agreement is not reached, to January 31, 2021.

CONSENT AGENDA

September 25, 2020

COMMITTEE OF THE WHOLE

1. Resolution authorizing agreement with the City of Burlington to provide COVID educational circuits

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a one-year agreement with the City of Burlington to provide COVID education to UVM students living in certain Burlington neighborhoods during the fall 2020 and spring 2021 semesters, for an amount not to exceed \$100.000.

2. Resolution approving Audit Committee Charter revisions

WHEREAS, the Audit Committee annually reviews its Charter and Guidelines and recommends to the Board of Trustees revisions thereto in view of evolving accounting standards, legal developments and experience gained;

BE IT RESOLVED, that the Board of Trustees hereby approves the revisions to the Audit Committee Charter and Audit Committee Guidelines, as included in Appendix A to this document.

3. Resolution authorizing new residency policy for medical school students

BE IT RESOLVED, that Board of Trustees hereby approves the new residency policy for medical school students recommended by the President, the Provost, and the Dean of the Larner College of Medicine, as included in Appendix B to this document.

EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE

4. Resolution approving the creation of a Micro-Certificate of Graduate Study in the Graduate College

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in the Graduate College as approved and advanced by the Provost and President on September 21, 2020.

BUDGET, FINANCE & INVESTMENT COMMITTEE

5. Resolution approving Fiscal Year 2021 budget planning assumptions: general fund

RESOLVED, that the Board of Trustees hereby approves the budget planning assumptions for Fiscal Year 2021, which lead to a General Fund operating expense budget for the University of \$370,334,000, and hereby authorizes the President to proceed with detailed budget preparation in accordance with these assumptions.

6. Resolution approving summer session tuition

BE IT RESOLVED, that the Board of Trustees hereby approves the tuition rate for summer session 2021 of \$478 per credit hour for in-state students and \$1,204 per credit hour for out-of-state students except that, with prior approval from the Provost, graduate programs may maintain summer tuition rates for 2021 in-state and out-of-state students equal to the prior fall and spring tuition rates for their program.

(As recommended by the Investment Subcommittee on August 12, 2020)

7. 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.

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

Board of Trustees - October 18, 2014

Board of Trustees - October 3, 2015

Board of Trustees - October 22, 2016

Board of Trustees - October 20, 2017

Board of Trustees - October 27, 2018

Board of Trustees - January 31, 2020

Board of Trustees – September 25, 2020

8. Resolution approving revisions to the Endowment Administration Fee policy

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

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves an endowment management fee equal to 25 basis points to be applied to the University endowment from July 1, 2020 through December 31, 2020, and which shall flow to the University; and

BE IT FURTHER RESOLVED, that the Board of Trustees hereby approves that an endowment management fee equal to 100 basis points, 80 of which shall flow to the University of Vermont Foundation and 20 of which shall flow to the University, shall be applied to the University endowment beginning as of January 1, 2021and continuing through June 30, 2022; and

BE IT FURTHER RESOLVED, that calculation of the endowment management fee will be based on 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 - September 13, 2003

Reaffirmed: Board of Trustees - September 8, 2007

Board of Trustees - September 5, 2008

Amended: Board of Trustees - October 24, 2009 Reaffirmed: Board of Trustees - October 30, 2010

> Board of Trustees - October 22, 2011 Board of Trustees - November 8, 2012 Board of Trustees - October 26, 2013 Board of Trustees - October 18, 2014 Board of Trustees - October 3, 2015 Board of Trustees - October 22, 2016

> Board of Trustees - October 21, 2017 Board of Trustees - January 31, 2020

Amended: Board of Trustees - May 15, 2020

Board of Trustees – September 25, 2020

9. <u>Resolution authorizing lease agreement extension with Champlain Community Sailing Center</u>

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute three optional three-year extension terms of the existing lease with Lake Champlain Community Sailing Center for storage space at 505 Lake Street, Burlington, Vermont, for use by the UVM Sailing Club, subject to material terms and conditions reported on this date. The lease extension will begin November 1, 2020, and end October 31, 2029, if all renewal terms are exercised.

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE BOARD OF TRUSTEES

AUDIT COMMITTEE

Charter

This Charter sets forth the responsibilities of the University Board of Trustees Audit Committee.

I. Principal Responsibilities

The principal responsibilities of the Committee shall include:

- a. promoting the development and monitoring the effectiveness of an institutional system of risk assessment and internal controls. At least annually, reviewing with management the University's processes for identifying, prioritizing, mitigating, and reporting institutional risks;
- b. reviewing and, as appropriate, making recommendations to the Board, regarding institutional policies relevant to the scope of Committee responsibilities, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and document retention;
- c. ensuring that audit plans encompass significant and material aspects of University operations;
- d. full authority and oversight of the internal audit function including appointment decisions, performance evaluations, and employment termination of the chief internal auditor;
- e. implementing a selection process to retain the independent auditor and making a recommendation to the Board of Trustees for approval. Recommending such additional audits as the Committee and/or the Board must approve under the Board's reserved authority;
- f. maintaining direct and effective communication with independent auditors on behalf of the Board;
- g. reviewing the results of internal and external audits (including the annually audited financial statements), and assessing the quality and timeliness of management's response and corrective actions;
- h. reviewing the effectiveness of the University's practices related to monitoring its compliance with laws and regulations;
- i. reviewing the results of management's investigation and resolution of any reported, or otherwise discovered, significant instances of noncompliance;
- j. evaluating the scope and quality of internal and independent audit services, and the degree of coordination and appropriate degree of independence between them;
- k. reporting regularly and promptly to the Board regarding matters within the scope of the Committee charge; and,
- l. periodically reviewing expense reimbursements, or summaries thereof that have been submitted by the President and reviewed and certified by the Vice President for Finance and Treasurer.

II. Membership

The University of Vermont Board of Trustees shall annually appoint at least 5 of its members to the Committee. Its members shall be independent of management and the University including its component units and affiliated organizations. For the purposes of this charter, "independence" is defined as rendering a Trustee ineligible for Committee service if he or she (1) is employed by the University; (2) is a partner or employee of a firm retained to conduct an audit of the University; (3) held such University employment or audit engagement at any time during the previous three years; or (4) is receiving consulting, advisory, or other compensatory fees for services provided to the University. Members of the Investment Subcommittee are eligible for appointment to the Audit Committee, but no such member may serve as its Chair or Vice Chair. The University President is ineligible for service as a member, ex officio or otherwise, of the Audit Committee, as a University official and employee.

Committee members shall otherwise be subject to the Conflicts of Interest Policy in the conduct of their work.

Members of the Committee shall receive orientation appropriate to their Committee membership. All members should have a general understanding of general accounting, business and finance principles, including the ability to read and understand institutional financial statements, whether gained preceding service on this Board of Trustees or during Committee orientation. At least one member of the Committee should possess accounting or financial expertise.

III. Authority

The Committee is authorized to investigate any matter within the scope of its Charter, with full and direct access to all pertinent University records, personnel, independent auditors and consultants.

IV. Adoption of Charter

This Charter shall be effective as of the date of its approval by the Board. The Committee will annually review the Charter and recommend to the Board revisions thereto, in view of evolving accounting standards, legal developments and experience gained.

Audit Committee Guidelines

These Guidelines serve as an operational supplement to the Audit Committee Charter. They are intended to reflect generally accepted accounting industry standards and practices applicable to non-profit corporations and higher education institutions.

The Guidelines shall be reviewed annually by management, and management shall report annually to the Committee regarding the status of the Guidelines. The Committee shall make revisions to the Guidelines as necessary or appropriate in view of evolving accounting standards and practices, legal developments and experience gained.

I. Retention of the Independent Audit Firm

- a. The Committee shall annually authorize and direct the Committee Chair to retain the independent audit firm to conduct the mandatory annual audit of the financial statements and/or compliance audits. In conjunction with such retention, the Committee will assess the independence and objectivity of the firm by obtaining statements from the firm on relationships between the firm and the University. The Committee will review and assess any relationships disclosed that may impact auditor objectivity and independence.
- b. The Committee shall solicit requests for proposals relative to the mandatory annual audit of the financial statements and/or compliance audits from qualified independent audit firms no less than once every five years.
- c. The Committee shall ensure the proper rotation of the lead audit partner, in accordance with standards of the profession. In the event that an independent audit firm is retained to conduct the mandatory annual audit of the financial statements and/or compliance audit for seven or more consecutive years, the Committee shall, as a condition of retention of the firm, require rotation of the lead audit partner on the University engagement.

II. Retention of Other Audit Services

- a. The independent audit firm retained to conduct the mandatory annual audit of the financial statements and/or compliance audits generally shall not be eligible for University engagements to perform non-audit services that would violate the U.S. Government Accountability Office Independence Standard. If, due to extenuating circumstances, and in the exercise of its reasonable discretion, management deems it to be in the best interests of the University to retain the independent audit firm for non-audit services, the proposed retention is subject to review and action by the Committee where the retention will result in fees of \$25,000 or more.
- b. Contracts for non-audit services with independent audit firms not already retained by the University to conduct the mandatory annual audit of the financial statements and/or compliance audits are subject to review and recommendation by the Committee and subsequent Board consideration and action when such retentions will result in fees of \$ 250,000 or more.

III. Oversight of Audits

The Committee will, no less than once annually, and otherwise periodically as necessary or desirable:

a. review annual audit plans developed by the Office of Audit Services, and receive regular progress reports relative to such plans;

- b. review audit plans developed in consultation with independent audit firms, including (i) the critical accounting policies and practices to be used; (ii) all alternative treatments of financial information discussed with management, ramifications of alternative treatment and the treatment preferred by the firm; (iii) other material communications between the firm and management; and (iv) required communications from the firm under Statement of Auditing Standards AU-C Section 250No. 114, as amended;
- c. subject to subsequent Board consideration and action, review and accept the mandatory annual audit of the financial statements. Review the Uniform Guidance audit, and the financial agreed upon procedures report of institutional National Collegiate Athletic Association programs;
- d. resolve disagreements between management and the independent audit firm regarding financial reporting;
- e. review the independent audit firm management letter comments regarding institutional financial and information technology and security internal controls, accounting policies and procedures, and management's response to those comments;
- f. review with management and the independent audit firm their respective judgments about the quality of University accounting principles; the consistency, and the degree of aggressiveness or conservatism, in the application of accounting principles; the reasonableness of significant accounting judgments; and the clarity and completeness of the financial statements and related disclosures;
- g. confirm with management and the independent audit firm respectively that the annual financial statements disclose all material off-balance sheet transactions, arrangements, obligations, and other relationships of the University with unconsolidated entities or other persons that may have a material current or future effect on institutional financial condition, and the results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses;
- h. receive reports from management, the Office of Audit Services and the independent audit firm, regarding new and significant accounting standards to understand their impact on institutional financial statements;
- i. receive reports from the Office of Audit Services regarding any <u>findings offinancial</u> fraud which, in single incident or aggregate, results in an institutional uninsured or insured loss in excess of \$10,000, or potentially significant reputational damage to the university;
- j. review the organizational structure, qualifications, independence, scope of services inclusive of office charter, and adequacy of resources of the University's Office of Audit Services;
- k. annually review the appointment, evaluate the performance and set the salary of the chief internal auditor;
- l. identify and document specific administrative responsibilities relevant to the routine operations of the office of chief internal auditor that are assigned to the President;
- m. ensure that regular quality assessment reviews of the internal audit operations are performed in accordance with Institute of Internal Auditors standards; and,
- n. meet separately with both the internal and external auditors without management representatives present subject to the requirement of the Vermont open meeting laws.

IV. Internal Controls

The University's executive management and the Board of Trustees Audit Committee have adopted the Committee of Sponsoring Organizations (COSO) Internal Control – Integrated Framework to help assess and enhance its internal control systems.

a. Certifications

- i. The Committee will receive periodic reports from management on representations it is rendering in conjunction with mandatory annual audit of the financial statements and/or compliance audits as well as significant and material debt financing, such as issuance of bonds.
- ii. Without limitation on IV.a(i), the Committee will receive from the Chief Financial Officer (CFO) a record of certification along with the annual financial statement report that:
 - a. The CFO has approved the financial statements,
 - b. Based on the CFO's knowledge, the report does not contain any material errors or omissions.
 - c. Based on the CFO's knowledge, the financial statements materially present the financial condition and result of operations,
 - d. The CFO is responsible for establishing and maintaining a system of internal controls over financial reporting, and that,
 - e. The CFO has disclosed to the auditors and the Audit Committee all significant internal control deficiencies and changes that could materially affect financial data.

b. Policy Review.

The Committee will receive for its review and comment and, if necessary, its recommendation to the Board, institutional policies relevant to its scope of work, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention.

c. Required Disclosures and Compliance Monitoring.

The Committee shall oversee compliance with the Board Reserved Rights and Delegated Authority resolution. Violations of the Board Reserved Rights and Delegated Authority resolution identified by management or the internal audit office shall be reported to the Committee.

d. Confidential Reporting.

The committee will ensure that the University has a mechanism that permits confidential communications from employees and others regarding potential financial or accounting improprieties or nonfeasance.

V. Enterprise Risk Management

- a. Oversee management's enterprise risk management process on behalf of the Board.
- b. Receive periodic updates on management's process to identify, prioritize, mitigate, and report institutional risks including the process to map risks to relevant Board Committees.

VI. Compliance and Privacy

- a. Review with the Office of Compliance and Privacy Services, and management the effectiveness of the University's practices related to monitoring compliance with laws and regulations;
- b. Review with the Office of Compliance and Privacy Services and management, findings of internal compliance auditing and monitoring activities;
- c. Review with the Office of Compliance and Privacy Services and management, findings of government agency audits, investigations, reviews and monitoring activities that the Director considers significant, that are initiated by a government agency as a result of a whistleblower report, or on a for-cause basis, or that result in a fine, penalty, refund, disallowance or questioned cost in excess of \$10,000;
- d. Review with the Office of Compliance and Privacy Services and management, the process for communicating the Code of Conduct and Ethical Standards to University personnel and for monitoring compliance therewith;
- e. Receive periodically, but not less than annually, reports from the Office of Compliance and Privacy Services on its activities;
- f. Receive updates from the Office of Compliance and Privacy Services, and management on new and emerging compliance issues, including their impact to the University.; and,
- g. Receive as needed, through the Audit Committee Chair, compliance matters communicated directly by the Chief Internal Auditor or Director of Compliance Services and Chief Privacy Officer.

As approved by the Board of Trustee: November 13, 2004

Approved as amended by the Board of Trustees: September 8, 2007

Revised by the Audit Committee: November 12, 2007

Approved as amended by the Board of Trustees: December 1, 2007

Revised by the Audit Committee: April 28, 2009

Approved by the Board of Trustees: May 16, 2009

Revised by the Audit Committee: October 11, 2010

Approved by the Board of Trustees: October 30, 2010

Revised by the Audit Committee: November 14, 2011 Approved by the Board of Trustees: February 4, 2012

Revised by the Audit Committee: September 15, 2014

Approved by the Board of Trustees: October 18, 2014

Revised by the Audit Committee: September 12, 2016

Approved by the Board of Trustees: October 22, 2016

Revised by the Audit Committee: July 10, 2017

Approved by the Board of Trustees: October 21, 2017

Approved by the Board of Trustees: September 25, 2020



OFFICE OF AUDIT AND COMPLIANCE SERVICES UVM.EDU/POLICIES



Title: Residency - Larner College of Medicine

Policy Statement

The Vermont Legislature has established a lower rate of tuition for students who are Vermont residents. These regulations define eligibility requirements for in-state status classification within the Larner College of Medicine. All students enrolled at the Larner College of Medicine shall be assigned an in-state or out-of-state status classification consistent with these regulations. The establishment of domicile in Vermont is necessary, but not sufficient, for a student to qualify for in-state status.

Reason for the Policy

To define criteria for in-state residency status of medical students in accordance with Vermont Statute (Title 16, Chapter 75, section 2282).

Applicability of the Policy

This policy applies to all Larner College of Medicine students.

Definitions

<u>In-state status:</u> eligible for Vermont resident tuition rate.

Medical Experience: paid or volunteer work in a hospital, clinic, hospice, or other health care setting that is

appropriate work experience to benefit a medical school application, including working as an emergency medical technician (EMT), medical scribe, or certified nursing assistant (CNA); volunteering at a hospice or indigent care clinic;

volunteering on a medical mission trip; shadowing a physician via a preceptorship; or

conducting academic laboratory research.

Procedures

In-State Classification Rules

- 1. Domicile shall mean a person's true, fixed, and permanent home. It is the place at which one intends to remain indefinitely, and to which one intends to return when absent.
- 2. In addition to establishing domicile, an in-state status applicant must reside in Vermont continuously for one full year prior to the semester for which in-state status is sought unless the applicant's absence is

temporary and for the express purpose of gaining Medical Experience, as defined herein, to support their application to the Larner College of Medicine, provided that:

- a. their absence from Vermont for the purpose of gaining Medical Experience does not exceed four academic semesters, excluding the summer term, prior to matriculation;
- b. the applicant did not take steps to establish domicile in another state, other than legally required to effectuate the Medical Experience (e.g. filing of state taxes at the resident rate); and
- c. the applicant was eligible for in-state status under UVM's <u>Residency Policy</u> for a minimum of one full year (12 months) immediately prior to leaving Vermont to gain Medical Experience.
- 3. A residence or domicile established for the purpose of attending UVM shall not qualify a student for instate status.
- 4. An in-state status applicant who applies for admission or registers for class within one year of moving to the state shall have created a rebuttable presumption that residency in Vermont is for the purpose of attending UVM and/or acquiring in-state status for tuition purposes.
- 5. A domicile or residency classification assigned by a public or private authority other than UVM neither qualifies nor disqualifies a student for UVM in-state status. Such classification may be taken into consideration, however, in determining the student's status at UVM.
- 6. Receipt of financial support by a student from his/her family shall create a rebuttable presumption that the student's domicile is with his/her family, regardless of whether the student has reached the age of 18.
- 7. A student of parents legally separated or divorced may be granted in-state status if a noncustodial or joint custodial parent is domiciled in Vermont and has contributed more than 50 percent of financial support for at least one year prior to the semester for which in-state status is sought.
- 8. The burden of proof as to eligibility for in-state status rests with the student. Eligibility must be established by clear and convincing evidence.

Irrespective of a student's in-state status as defined in this Policy, upon submission of appropriate documentation, UVM will charge members of the armed forces, veterans, and qualifying family members thereof, the in-state tuition rate in accordance with federal law (e.g. the Higher Education Opportunity Act and 38 U.S.C. 3679(c)) and further detailed in the University's <u>Tuition Billing for Members of the Armed Forces, Veterans, and their Families</u> Operating Procedure.

In-State Status Classification Documentation

- 1. The student must submit with the Application for In-State Status all relevant information.
- 2. The classification decision shall be made by the Residency Officer based upon information furnished by the student, information requested of the student, and other relevant information available consistent with University policies and procedures and legal guidelines.
- 3. Additional documents and/or verification may be requested.
- 4. The student's failure to produce information requested may adversely affect the decision for in-state status.
- 5. A student or others furnishing information may request the deletion of irrelevant private data from documents.
- 6. A determination of in-state status is valid only if a student actually enrolls for the semester in question. If a student does not enroll, they must submit a new and timely Application for In-State Status for subsequent semesters.

Page 2 of 4

Appeal of In-State Status Classification

The decision of the Residency Officer must be appealed in writing to the Residency Appellate Officer within thirty calendar days of the date of the Residency Officer's written decision. Appeal to the Residency Appellate Officer is the final internal appeal at UVM.

In-State Status Reclassification

- 1. A student who does not qualify for in-state status classification may reapply for such classification once each semester by submitting the Application for In-State Status to the Residency Officer.
- 2. In-state status reclassification becomes effective for the semester for which the successful application was made, provided that the Application for In-State Status was received on or before the last day to add/drop classes for that semester. An application may be submitted as early as 75 days in advance of the first day of classes for a semester or as requested by the Residency Officer. Approved residency reclassification will not be applied retroactively to previous terms.

Re-Examination of Classification Status:

Classification status may be re-examined upon the initiative of the Residency Officer in the exercise of sound discretion. Circumstances such as periodic enrollment may be cause for re-examination. An in-state student who leaves Vermont may be required to re-apply and re-establish residency upon returning.

Contacts

Questions concerning the daily operational interpretation of this policy should be directed to the following (in accordance with the policy elaboration and procedures):		
Title(s)/Department(s):	Contact Information:	
Residency Officer	Registrar@uvm.edu (802) 656-8515	
Residency Appellate Officer	Residency.Appeals@uvm.edu (802) 656-2045	

Forms/Flowcharts/Diagrams

• Application for In-State Status

Related Documents/Policies

- <u>Residency Policy</u> Undergraduate and Graduate Studies
- Tuition Billing for Members of the Armed Forces, Veterans and their Families

Regulatory References/Citations

- Higher Education Opportunity Act and 38 U.S.C. 3679(c)
- Vermont Statute (Title 16, Chapter 75, section 2282)

Training/Education

Training will be provided on an as-needed basis as determined by the Approval Authority or the Responsible Official.

About This Policy

Responsible Official:	Vice Provost for Enrollment Management	Approval Authority:	President and the Chair of the Board of Trustees
Policy Number:		Effective Date:	
Revision History:			

Page 4 of 4

EXECUTIVE COMMITTEE

November 16, 2020

<u>Resolution approving Technical Services Partnership contract renewal with Brattleboro Memorial Hospital</u>

BE IT RESOLVED, that the Vice President for Finance and Administration, is authorized to enter into a contract with Brattleboro Memorial Hospital for medical equipment maintenance and repair services beginning October 1, 2020 through September 30, 2023, for a revenue amount of \$1,105,544 in aggregate, not including on demand technical services.

Resolution approving contract renewal with Blackboard Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, is authorized to enter into a three-year renewal contract with Blackboard Incorporated for software and service products beginning September 28, 2020 through September 27, 2023, for an amount not to exceed \$530,000.

Resolution approving contract renewals with Salesforce.org

BE IT RESOLVED, that the Vice President for Finance and Administration, is authorized to enter into contract renewals with Salesforce.org for annual software licenses and maintenance support beginning November 1, 2020 through December 31, 2025, for an amount not to exceed \$600,000.

Resolution approving contract renewal with Ruffalo Noel Levitz, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, is authorized to enter into a renewal contract with Ruffalo Noel Levitz, LLC for student engagement platform software and services from April 1, 2020 through August 31, 2022, for an amount not to exceed \$50,000.

Resolution approving contract renewals with Infosilem, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, is authorized to enter into renewal contracts with Infosilem, Incorporated for software licenses and maintenance services from November 8, 2020 through November 7, 2025, for an amount not to exceed \$56,000.

Resolution approving consent and amendment agreement with Vermont ETV

BE IT RESOLVED, that the Vice President for Finance and Administration, is authorized to enter into a consent and amendment agreement with Vermont ETV, Inc. ("ETV") consenting to a merger between ETV and Vermont Public Radio, with respect to UVM's reversionary interest in ETV.

Resolution approving contract with Color Genomics, Inc.

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into a contract with Color Genomics, Inc. for COVID-19 testing services from December 1, 2020 through June 30, 2021 for an amount not to exceed \$1,900,000.

Resolution authorizing the negotiation and execution of a contract with Lewis-Burke Associates, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration is authorized to negotiate and enter into a contract with Lewis-Burke Associates, LLC beginning December 1, 2020 through June 30, 2022, for an amount not to exceed \$400,000.

EXECUTIVE COMMITTEE

December 14, 2020

Resolution approving contract renewal with Elsevier, Incorporated

BE IT RESOLVED, that the Vice President for Finance and Administration, is hereby authorized to enter into a renewal contract with Elsevier, Incorporated for journal licenses from September 16, 2020 through September 15, 2021, for an amount not to exceed \$120,000.

Resolution approving contract amendment with Clinical Research Sequencing Platform, LLC

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to amend the existing contract (approved August 10, 2020) with Clinical Research Sequencing Platform LLC., a wholly owned subsidiary of The Broad Institute, Inc. for COVID-19 testing services through June 30, 2021 for an additional amount of \$6,000,000 with a total not to exceed amount of \$10,000,000.

INVESTMENT SUBCOMMITTEE

December 16, 2020

Resolution to establish a Quasi-Endowment Fund to support the Green and Gold Professorship for Early Career Professors

WHEREAS, the Larner College of Medicine Department of Medicine has funds from University Medical Education Associates of \$250,000; and

WHEREAS, the University may decide to designate assets as quasi-endowment funds to gain the benefit of the earning power of the University's consolidated endowment pool while retaining the flexibility to be expended in whole or in part; and

WHEREAS, the E.L. Amidon Chair of the Larner College of Medicine Department of Medicine has requested that \$250,000 of funds from University Medical Education Associates be used to establish a quasi-endowed fund to support the Green and Gold Professorship for Early Career Professors within the University's consolidated endowment pool;

NOW, THEREFORE, BE IT RESOLVED, that the Investment Subcommittee approves the creation of a quasi-endowment to support the Green and Gold Professorship for Early Career Professors within the University's consolidated endowment pool, for the benefit of the Larner College of Medicine Department of Medicine.