

## **2025 Resolutions**

### **February 1, 2025**

- 1) Resolution accepting fiscal year 2024 audited financial statements
- 2) Resolution approving the termination of the Master of Science in Teaching in Biology in the Graduate College in conjunction with the College of Arts & Sciences
- 3) Resolution approving termination of the B.S. in Agroecology and Landscape Design in the College of Agriculture & Life Sciences
- 4) Resolution approving the creation of a B.S. in Agroecology in the College of Agriculture & Life Sciences
- 5) Resolution approving the creation of a B.S. in Ecological Landscape Planning and Design in the College of Agriculture & Life Sciences
- 6) Resolution approving the creation of an Undergraduate Certificate in Teaching Artist in Music in the College of Arts & Sciences
- 7) Resolution to establish the Center for Community News as a University-wide Center
- 8) Resolution approving the creation of a minor in Civic Engagement in the Patrick Leahy Honors College in collaboration with the College of Arts & Sciences
- 9) Resolution approving the creation of an Undergraduate Certificate of Autonomy and Robotics in the College of Engineering & Mathematical Sciences
- 10) Resolution approving the creation of an Undergraduate Certificate in Speech Language Pathology Assistant in the College of Nursing & Health Sciences
- 11) Resolution approving revisions to the Debt Policy
- 12) Resolution approving contract with Mack Brothers Elevator, LLC

### **March 3, 2025**

- 1) Resolution approving appointment of board chair
- 2) Resolution approving committee and chair appointments
- 3) Resolution approving recognition of Vermont Psychological Services, Incorporated as an Affiliated Organization and authorizing Memorandum of Understanding
- 4) Resolution approving Memorandum of Understanding with Biolabs
- 5) Resolution approving contract for campus dining services

### **March 14, 2025**

- 1) Resolution authorizing Board Chair to invite presidential candidate to meet with UVM community as sole finalist in the presidential search

### **March 20, 2025**

- 1) Resolution approving Presidential appointment

### **April 14, 2025**

- 1) Resolution authorizing retention of external audit firm for the fiscal year (FY) 2025 mandatory annual audits

**April 14, 2025**

- 1) Resolution approving extension of the voluntary payment for services letter agreement with the City of Burlington
- 2) Resolution authorizing a lease agreement with Appletree Bay Physical Therapy
- 3) Resolution approving contract with Philips Healthcare
- 4) Resolution approving contract with Steris Corporation
- 5) Resolution approving contract with University Health Plans
- 6) Resolution approving contract with D&H Distributing Company
- 7) Resolution ratifying contract for university dining services
- 8) Resolution authorizing negotiation and execution of collective bargaining agreements with United Academics Part-Time and with UVM Staff United

**May 16, 2025**

- 1) Resolution authorizing negotiation and execution of collective bargaining agreements
- 2) Resolution approving Center for Health and Wellbeing project
- 3) Resolution approving the creation of a minor in Computer Engineering in the College of Engineering & Mathematical Sciences
- 4) Resolution approving the creation of a minor in Epidemiology in the College of Nursing & Health Sciences
- 5) Resolution approving the creation of a Certificate of Graduate Study in Data Analytics for Water Resources in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences
- 6) Resolution approving the creation of a Certificate of Graduate Study in School Library and Information Science in the Graduate College in conjunction with the College of Education & Social Services
- 7) Resolution approving the creation of a Certificate of Graduate Study in Materials Science and Engineering in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences
- 8) Resolution approving the creation of a Micro-Certificate of Graduate Study in Applied Statistics in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences
- 9) Resolution approving the creation of a Certificate of Graduate Study in Applied Statistics in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences
- 10) Resolution approving the creation of a Micro-Certificate of Graduate Study in Learning & Development in Higher Education in the Graduate College in conjunction with the College of Education & Social Services
- 11) Resolution adopting amendments to the Faculty Senate Constitution and Bylaws
- 12) Resolution adopting amendments to the University Officers' Manual
- 13) Resolution approving the establishment of the Food Systems Research Institute
- 14) Resolution sunsetting the Capital Project Prefunding Account
- 15) Resolution reaffirming the Endowment Budget Policy
- 16) Resolution reaffirming the Endowment Administration Fee Policy
- 17) Resolution to reaffirm the Investment of Endowment Cash Policy
- 18) Resolution to establish the Roberta Pfeufer Kahn Fund for the Humanities Center

- 19) Resolution approving funding proposal for Center for Health and Wellbeing project
- 20) Resolution approving the funding proposal for Virtue Field Support project
- 21) Resolution approving fiscal year 2026 budget planning assumptions: general fund
- 22) Resolution approving the Wilbur Trust Fund annual report
- 23) Retired Trustee resolution (Kevin Christie)
- 24) Retired Trustee resolution (Carolyn Dwyer)
- 25) Retired Trustee resolution (Katelynn Giroux)
- 26) Retired Trustee resolution (Samuel Young)

**June 23, 2025**

- 1) Resolution approving contract for charter bus services
- 2) Resolution approving contract extension with Lewis-Burke Associates, LLC
- 3) Resolution to negotiate and execute contract for Human Resources benefit consulting services
- 4) Resolution to negotiate and execute contract extension for Multimedia Rights with Catamount Sports Properties, LLC
- 5) Resolution authorizing Englesby House maintenance
- 6) Resolution approving revisions to the Equal Opportunity Policy Statements
- 7) Resolution approving amendments to the UVM Foundation Bylaws

**August 11, 2025**

- 1) Resolution approving appointment of Treasurer
- 2) Resolution ratifying contract for Human Resources benefit consulting services
- 3) Resolution approving contract renewals with MAXIMUS Higher Education, Incorporated
- 4) Resolution approving contracts with ProQuest, LLC

## **CONSENT AGENDA**

**February 1, 2025**

### **AUDIT COMMITTEE**

#### **1. Resolution accepting fiscal year 2024 audited financial statements**

WHEREAS, the financial statements of the University of Vermont and State Agricultural College for the fiscal year ended June 30, 2024, have been audited by KPMG LLP, Certified Public Accountants, in accordance with 16 V.S.A. Section 2281(a);

WHEREAS, the audited financial statements for the fiscal year 2024 were presented to the Audit Committee of the Board of Trustees at the Audit Committee's November 12, 2024 meeting;

WHEREAS, the Audit Committee approved a resolution recommending acceptance of the FY 2024 audited financial statements;

BE IT RESOLVED, that the Board of Trustees hereby accepts the fiscal year 2024 audited financial statements as recommended by the Audit Committee.

### **EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE**

#### **2. Resolution approving the termination of the Master of Science in Teaching in Biology in the Graduate College in conjunction with the College of Arts & Sciences**

BE IT RESOLVED, that the Board of Trustees approves the termination of the Master of Science in Teaching in Biology in the Graduate College in conjunction with the College of Arts & Sciences, as approved and advanced by the Acting Provost on December 17, 2024 and Interim President on December 18, 2024.

#### **3. Resolution approving termination of the B.S. in Agroecology and Landscape Design in the College of Agriculture & Life Sciences**

BE IT RESOLVED, that the Board of Trustees approves the termination of the B.S. in Agroecology and Landscape Design in the College of Agriculture & Life Sciences, as

approved and advanced by the Acting Provost on December 17, 2024 and Interim President on December 18, 2024.

4. **Resolution approving the creation of a B.S. in Agroecology in the College of Agriculture & Life Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a B.S. in Agroecology in the College of Agriculture & Life Sciences, as approved and advanced by the Acting Provost on December 17, 2024 and Interim President on December 18, 2024.

5. **Resolution approving the creation of a B.S. in Ecological Landscape Planning and Design in the College of Agriculture & Life Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a B.S. in Ecological Landscape Planning and Design in the College of Agriculture & Life Sciences, as approved and advanced by the Acting Provost on December 17, 2024 and Interim President on December 18, 2024.

6. **Resolution approving the creation of an Undergraduate Certificate in Teaching Artist in Music in the College of Arts & Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of an Undergraduate Certificate in Teaching Artist in Music in the College of Arts & Sciences as approved and advanced by the Acting Provost and Interim President on November 19, 2024.

7. **Resolution to establish the Center for Community News as a University-wide Center**

WHEREAS, in 2019, the Community News Service was created in the College of Arts & Sciences as a partnership between UVM and Vermont community newspapers to provide support to local news outlets and high-impact learning experiences for students; and

WHEREAS, the potential for growth and impact of the Community News Service inspired the creation of the Center for Community News to support universities across the country in their efforts to support local news; and

WHEREAS, the vision and mission of the Center for Community News is to serve as a national resource for colleges and universities that provide student reporting to

local news outlets and to grow and support partnerships between college reporting programs and local news outlets; and

WHEREAS, the Center for Community News has demonstrated the ability to garner significant external support and has established collaborations with faculty across the university; and

WHEREAS, elevating the Center for Community News to a university-wide center reflects the nature and stature of its work, will further its service across the university, will raise its visibility nationally with donors and other organizations, will help advance the University's land grant mission, and will help establish UVM as a national leader in civic information and discourse; and

WHEREAS, the Faculty Senate, Acting Provost Linda Schadler, and Interim President Patricia Prelock have endorsed the creation of the Center for Community News;

BE IT RESOLVED, that the Board of Trustees approves the establishment of the Center for Community News at the University of Vermont.

8. **Resolution approving the creation of a minor in Civic Engagement in the Patrick Leahy Honors College in collaboration with the College of Arts & Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Civic Engagement in the Patrick Leahy Honors College in collaboration with the College of Arts & Sciences, as approved and advanced by the Acting Provost and Interim President on January 28, 2025.

9. **Resolution approving the creation of an Undergraduate Certificate of Autonomy and Robotics in the College of Engineering & Mathematical Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of an Undergraduate Certificate of Autonomy and Robotics in the College of Engineering & Mathematical Sciences, as approved and advanced by the Acting Provost and Interim President on January 28, 2025.

**10. Resolution approving the creation of an Undergraduate Certificate in Speech Language Pathology Assistant in the College of Nursing & Health Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of an Undergraduate Certificate in Speech Language Pathology Assistant in the College of Nursing & Health Sciences, as approved and advanced by the Acting Provost and Interim President on January 28, 2025.

**BUDGET, FINANCE & INVESTMENT COMMITTEE**

**11. Resolution approving revisions to the Debt Policy**

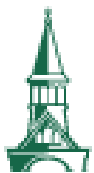
WHEREAS, in September 2004, the Board of Trustees adopted a Debt Policy to guide the portfolio management of debt, to be reviewed annually; and

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 2024;

BE IT RESOLVED, that the Board of Trustees hereby the accepts revisions to the policy, appearing as Appendix A to this document.

**12. Resolution approving contract with Mack Brothers Elevator, LLC**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute a contract with Mack Brothers Elevator, LLC for elevator and wheelchair lift maintenance services beginning January 1, 2025 through December 31, 2027, with two optional one-year renewals, for an amount not to exceed \$2,700,000.



## **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

Reaffirmed, February 2021

Revised, February 2022

Revised, February 2023

Revised, February 2024

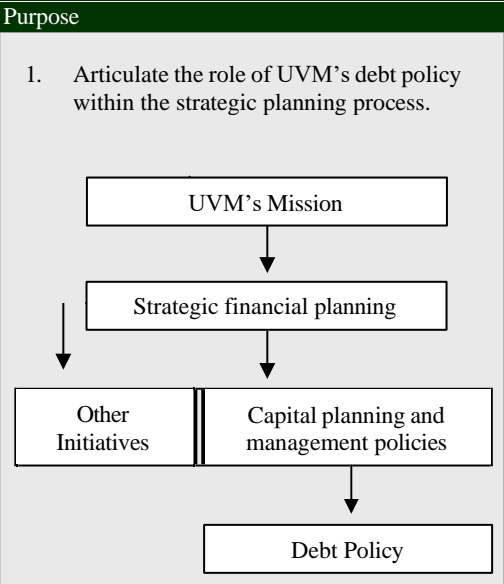
**Revised, February 2025**

### **TABLE OF CONTENTS**

Overview .....	1
Introduction and Objectives .....	2
Oversight .....	3
Policy Ratios .....	3
Types of Financings .....	5
Portfolio Management of Debt.....	7



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, public-private partnerships, and external University-supported debt, including leases [and subscription-based information technology arrangements \(SBITAs\)](#).

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

1. Articulate UVM's philosophy regarding debt.
2. Establish objectives for debt policy.
3. 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) Manage risk of the University's debt portfolio within acceptable limits. 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~~

~~(iii)~~(iv) Permit the University to engage in refunding/restructuring of its outstanding debt for cashflow and/or net present value savings, within acceptable limits and aligned with IRS and regulatory guidelines. The University will evaluate debt service and net present value savings/costs of individual maturities and the overall transaction to determine whether certain maturities should be included/excluded and the tradeoffs of certain structuring decisions. The University will consider the overall debt portfolio and budgetary needs to align decisions to long-term financial health and strategic purposes.

~~(iv)~~(v) 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	
<ol style="list-style-type: none"> <li>1. Provide mechanism for oversight and review on periodic basis.</li> <li>2. Provide management flexibility to make ongoing financing decisions within the framework of the policy.</li> </ol>	<p>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.</p> <p>The Office of the Vice President for Finance and Administration 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.</p> <p>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.</p>

## POLICY RATIOS

Purpose	
<ol style="list-style-type: none"> <li>1. Identify core ratios. <ol style="list-style-type: none"> <li>a. Operating Statement—Debt Burden Ratio.</li> <li>b. Balance Sheet Leverage—Leverage Ratio.</li> </ol> </li> <li>2. 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.</li> </ol>	<p>This policy establishes limits to measure the total amount of outstanding debt, <del>and</del> leases, and SBITAs compared to University balance-sheet resources and the annual operating budget.</p> <p>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.</p> <p>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.</p> <p>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.</p> <hr/> <p><i>Ratio 1 – Debt Burden Ratio</i></p> <p>This ratio measures the University's ability to repay debt service associated with all outstanding debt, <del>and</del> leases, and SBITAs 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.</p> $\frac{\text{ANNUAL DEBT SERVICE}}{\text{TOTAL EXPENSES}} < 5.75\%$ <p>The measure is based on aggregate operating expenses as opposed to operating revenues because expenses typically are more stable (e.g., no one-</p>



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%. 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 Total Cash and Investments to Debt)*

This ratio indicates one of the most basic determinants of financial health by measuring University resources 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 1.25x to ensure that sufficient balance sheet strength is maintained at all times.

$$\frac{\text{TOTAL CASH \& INVESTMENTS}}{\text{AGGREGATE DEBT, LEASES, \& SBITAs}} \geq 1.25x$$

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

The 1.25x 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 1.25x.

Annually, based on the results of the audited financial statements, the Vice President for Finance and Administration 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.

*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	
<ol style="list-style-type: none"> <li>1. Review of all potential funding sources for projects.</li> <li>2. Maximize tax-exempt University-issued debt.</li> <li>3. Commercial Paper program.               <ol style="list-style-type: none"> <li>a. Provide bridge funding.</li> <li>b. Provide continual access to capital.</li> <li>c. Issuance on a taxable or tax-exempt basis.</li> </ol> </li> <li>4. Manage derivative products, including swaps.</li> <li>5. Consider other financing sources.               <ol style="list-style-type: none"> <li>a. Management will explore securitizations, joint ventures and other financial structures to provide for the optimal funding for any project.</li> </ol> </li> </ol>	<p>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.</p> <p><u><i>Tax-Exempt Debt</i></u></p> <p>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).</p> <p>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.</p> <p><u><i>Taxable Debt</i></u></p> <p>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</p>



represents a more expensive source of capital relative to tax-exempt issuance. Examples of appropriate cases to utilize taxable debt include timing, fees and rates relative to tax-exempt rates, the nature of the project being funded, and private use, among others.

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*Commercial Paper (CP) & Lines of Credit (LOCs)*

The CP program and lines of credit 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 and LOCs 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.

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*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.

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*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

1. 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.
3. 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;
- (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 service, (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 >35%  
 TOTAL LONG-TERM DEBT OUTSTANDING



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, [principal and interest payments on Leases, and principal and interest payments on SBITAs](#) 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 [short-term](#) 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 lines 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.





## **BOARD OF TRUSTEES**

**March 3, 2025**

### **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 Cynthia Barnhart as chair, effective immediately.

### **Resolution approving committee and chair appointments**

BE IT RESOLVED, that the Board of Trustees approves the committee and chair appointments for 2025 as presented today and appearing as appendices A and B to this document.

### **Resolution approving recognition of Vermont Psychological Services, Incorporated as an Affiliated Organization and authorizing Memorandum of Understanding**

BE IT RESOLVED, that the Board of Trustees hereby authorizes the recognition of Vermont Psychological Services, Incorporated (VPS) as an Affiliated Organization of the University, and authorizes the Provost and Senior Vice President to negotiate and enter into an affiliation agreement with VPS on terms consistent with the University Affiliated Organization Policy.

### **Resolution approving Memorandum of Understanding with Biolabs**

BE IT RESOLVED, that the Board of Trustees hereby authorizes the Vice President for Research and Economic Development to negotiate and enter into a Memorandum of Understanding with Biolabs for a term of three years, on other terms consistent with those presented to the Board today.

### **Resolution approving contract for campus dining services**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, in consultation with the Vice Provost for Student Affairs, is hereby authorized to negotiate a seven-year contract for the University's dining services commencing July 1, 2025 through June 30, 2032, with three one-year renewal options, consistent with the terms today discussed.

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

**Proposed Assignments – for approval 3/3/2025**

	<b>Audit</b>	<b>Board Governance</b>	<b>Budget, Finance &amp; Investment</b>	<b>Educational Policies &amp; Institutional Resources</b>	<b>Executive</b>	<b>University of Vermont Board*</b>	<b>Vermont Agricultural College Board*</b>
President, <i>ex-officio</i>		X	X	X	X		
Barnhart-30 (C)					C	X	
Bartholomew-31				X			X
Beck-31			X				X
Brengle-28			X			X	
Cioffi-29		C	X		X		
Devost-30	VC			X		X	
Dineen-26			C		X	S	
Dodge-30	X		X			X	
Goldstein-30	X	X		X		C	
Ha-26		X		X			
Hart-27				X			
Jerome-27		X		C	X		S
Lumbra-28			X			X	
Maulucci-31				X			
McCree-26 (VC)			X		VC	X	
Ode-31			X				C
Pagano-27	X	VC	X				
Pisanelli-28	X	X	VC		X	VC	
Priestley-29				X			X
Rogers-27				X			X
Scott, <i>ex officio</i>							
Smith-29	C		X		X		VC
Toleno-29				VC			X
Toll-27 (S)	X		X		S		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**  
**Proposed Assignments – for approval 3/3/2025**

	<b>Ad Hoc Labor Advisory Group</b>	<b>Annual Review Sub- Cmte</b>	<b>Bond Work Group</b>	<b>Board Governance Work Group</b>	<b>Multipurpose Center Work Group</b>
President	X				
Barnhart-30 (C)		C		Ex-Officio	
Bartholomew-31					
Beck-31					
Brengle-28	X				
Cioffi-29				Leader	X
Devost-30					
Dineen-26	X		Leader		
Dodge-30					
Goldstein-30		VC			
Ha-26					
Hart-27					
Jerome-27	X				
Lumbra-28					
Maulucci-31	X				X
McCree-26 (VC)		X	X		X
Ode-31		X			
Pagano-27					Leader
Pisanelli-28		X			X
Priestley-29					
Rogers-27					
Scott, <i>ex officio</i>					
Smith-29	Leader			X	X
Toleno-29				X	
Toll-27 (S)			X		X

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

**Board of Trustees**

**March 14, 2025**

**Resolution authorizing Board Chair to invite presidential candidate to meet with UVM community as sole finalist in the presidential search**

BE IT RESOLVED, that the Board of Trustees hereby authorizes the Board Chair to invite the person today discussed in connection with the presidential search to meet with the UVM campus community as a sole finalist on March 18-19, 2025.

## **Board of Trustees**

**March 20, 2025**

### **Resolution Approving Presidential Appointment**

WHEREAS, on March 14, 2025, the Board of Trustees authorized the Board Chair to invite Dr. Marlene Tromp to meet with the UVM campus community on March 18-19, 2025, as sole finalist for the position of president;

WHEREAS, Dr. Tromp met with students, faculty, staff, and others during her interview visit on March 18 and 19, 2025;

WHEREAS, the Board has considered Dr. Tromp's experience, qualifications, and feedback received;

BE IT RESOLVED, that the Board approves the appointment of Dr. Marlene Tromp as President of the University, effective July 1, 2025, subject to execution of an employment agreement containing the terms and conditions today discussed.

## AUDIT COMMITTEE

April 14, 2025

### **Resolution authorizing retention of external audit firm for the fiscal year (FY) 2025 mandatory annual audits**

WHEREAS, on April 11, 2022 the Audit Committee recommended, and the Board of Trustees approved, authorizing the Vice President for Finance and Administration to enter into a contract with KPMG, LLP 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 April 1, 2022, through March 31, 2027, at a total contract price not to exceed \$2,160,000, with continuation of said contract subject to an annual performance review by the Audit Committee; and

WHEREAS, the Audit Committee recommends retention of KPMG, LLP for the FY 2025 mandatory audits;

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

## **EXECUTIVE COMMITTEE**

**April 14, 2025**

### **Resolution approving extension of the voluntary payment for services letter agreement with the City of Burlington**

WHEREAS, on September 8, 2007, the Board of Trustees authorized the administration to enter into a letter agreement with the City of Burlington regarding a voluntary payment for services; and

WHEREAS, the Board has since then approved extensions of the voluntary payment for services letter agreement; and

WHEREAS, the current Letter of Agreement (“the Agreement”) for the voluntary payment of services, as extended in June of 2022, is set to expire on June 30, 2025.

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby approves extension of the Agreement for an additional one year period on the same terms and conditions, expiring on June 30, 2026, with a total payment to the City in the aggregate not to exceed \$1,540,000. for the one year extension term of the agreement, and authorizes the Vice President for Finance and Administration, or his successor or designee, to negotiate and execute an amendment to the Agreement to so extend its term.

### **Resolution authorizing a lease agreement with Appletree Bay Physical Therapy**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a 25-year lease agreement with Appletree Bay Physical Therapy for use of a portion of University property located at 1205 North Avenue, Burlington, Vermont, subject to material terms and conditions reported on this date.

### **Resolution approving contract with Philips Healthcare**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to enter into contracts with Philips Healthcare for the purchase of MRI equipment, software subscription and maintenance services beginning May 1, 2025 through April 30, 2040, in an amount not to exceed \$4,600,000.

**Resolution approving contract with Steris Corporation**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to execute contracts with Steris Corporation for maintenance management services beginning July 1, 2025 through June 30, 2029, in an amount not to exceed \$5,500,000.

**Resolution approving contract with University Health Plans**

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 University Health Plans, Incorporated for student health insurance beginning August 1, 2025 through July 31, 2026, for an amount not to exceed \$8,400,000.

**Resolution approving contract with D&H Distributing Company**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to contract with D&H Distributing Company for the purchase of Apple computers and related equipment for resale beginning May 1, 2025 through April 30, 2030, in an amount not to exceed \$12,500,000.

**Resolution ratifying contract for university dining services**

BE IT RESOLVED, that the Board of Trustees hereby ratifies the university dining services contract with Sodexo, which was approved by the Vice President for Finance and Administration on March 3, 2025, in consultation with the Vice Provost for Student Affairs. The contract projected cost of \$280,000,000 will commence July 1, 2025, through June 30, 2032, with three one-year renewal options.

**Resolution authorizing negotiation and execution of collective bargaining agreements with United Academics Part-Time Faculty and with UVM Staff United**

BE IT RESOLVED, that the Executive Committee authorizes the administration to proceed with negotiation and execution of collective bargaining agreements with United Academics Part-Time Faculty and UVM Staff United on the material terms reported on this date.



## **CONSENT AGENDA**

**May 16, 2025**

### **COMMITTEE OF THE WHOLE**

1. **Resolution authorizing negotiation and execution of collective bargaining agreements**

BE IT RESOLVED, that the Board of Trustees authorizes the administration to proceed with negotiation and execution of the collective bargaining agreements today discussed on the material terms reported and approved on this date.

### **EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE**

2. **Resolution approving Center for Health and Wellbeing project**

WHEREAS, the administration today reported on the strategic and operational need for the Center for Health and Wellbeing project and the associated program scope;

THEREFORE, BE IT RESOLVED, that the Educational Policy & Institutional Resources Committee hereby approves the project scope that the administration presented on this date and refers the project to the Budget, Finance & Investment Committee for financial review and approval.

3. **Resolution approving the creation of a minor in Computer Engineering in the College of Engineering & Mathematical Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Computer Engineering in the College of Engineering & Mathematical Sciences, as approved and advanced by the Acting Provost on March 25, 2025 and Interim President on March 26, 2025.

4. **Resolution approving the creation of a minor in Epidemiology in the College of Nursing & Health Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Epidemiology in the College of Nursing & Health Sciences, as approved and advanced by the Acting Provost on March 25, 2025 and Interim President on March 26, 2025.

5. **Resolution approving the creation of a Certificate of Graduate Study in Data Analytics for Water Resources in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Certificate of Graduate Study in Data Analytics for Water Resources in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences, as approved and advanced by the Acting Provost on March 25, 2025 and Interim President on March 26, 2025.

6. **Resolution approving the creation of a Certificate of Graduate Study in School Library and Information Science in the Graduate College in conjunction with the College of Education & Social Services**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Certificate of Graduate Study in the School Library and Information Science in the Graduate College in conjunction with the College of Education & Social Services, as approved and advanced by the Acting Provost on March 25, 2025 and Interim President on March 26, 2025.

7. **Resolution approving the creation of a Certificate of Graduate Study in Materials Science and Engineering in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Certificate of Graduate Study in Materials Science and Engineering in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences, as approved and advanced by the Acting Provost on March 25, 2025 and Interim President on March 26, 2025.

8. **Resolution approving the creation of a Micro-Certificate of Graduate Study in Applied Statistics in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in Applied Statistics in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences, as approved and advanced by the Acting Provost on March 25, 2025 and Interim President on March 26, 2025.

9. **Resolution approving the creation of a Certificate of Graduate Study in Applied Statistics in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Certificate of Graduate Study in Applied Statistics in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences, as approved and advanced by the Acting Provost on April 22, 2025 and Interim President on April 23, 2025.

10. **Resolution approving the creation of a Micro-Certificate of Graduate Study in Learning & Development in Higher Education in the Graduate College in conjunction with the College of Education & Social Services**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in Learning & Development in Higher Education in the Graduate College in conjunction with the College of Education & Social Services, as approved and advanced by the Acting Provost on April 22, 2025 and Interim President on April 23 2025.

11. **Resolution adopting amendments to the Faculty Senate Constitution and Bylaws**

WHEREAS, on February 24, 2025, the Faculty Senate voted to recommend to the full faculty of the University of Vermont that they approve the proposed amendments to the Faculty Senate Constitution and Bylaws, including the formation of two new standing committees, the Catamount Core Curriculum Committee and the Faculty Affairs Committee and clarifying language; and

WHEREAS, a referendum ballot was distributed to every eligible faculty member for a vote on the proposed amendments and the proposed amendments were approved on March 11, 2025 and approved and advance by the Acting Provost on March 12, 2025 and Interim President on March 18, 2025; and

WHEREAS, the material changes to the Faculty Senate Constitution and Bylaws are summarized in Appendix A;

BE IT RESOLVED, that the Board of Trustees hereby adopts proposed amendments to the Faculty Senate Constitution and Bylaws as set forth in Appendix B to this document.

**12. Resolution adopting amendments to the University Officers' Manual**

BE IT RESOLVED, that the Board of Trustees hereby adopts proposed amendments to the University Officers' Manual as set forth in Appendix C to this document.

**13. Resolution approving the establishment of the Food Systems Research Institute**

WHEREAS, the Food Systems Research Center was founded in 2019 as a partnership between the University of Vermont and the U.S. Department of Agriculture's Agricultural Research Service; and

WHEREAS, the Food Systems Research Center was established in the College of Agriculture and Life Sciences; and

WHEREAS, the Food Systems Research Center is aligned with University goals by investing in distinctive research strength by supporting faculty, staff, and students through a range of funding opportunities, and ensuring student success by supporting graduate research assistantships and summer undergraduate research fellowships; and

WHEREAS, Polly Erikson, the Director of the Food Systems Research Center, has developed a proposal to make the Food Systems Research Center a transdisciplinary research institute located in the Office of the Vice President for Research; and

WHEREAS, the Faculty Senate; Acting Provost Schadler; and Interim President Prelock have endorsed the creation of the Food Systems Research Institute;

BE IT RESOLVED, that the Board of Trustees approves the establishment of the Food Systems Research Institute in the Office of the Vice President for Research.

**BUDGET, FINANCE & INVESTMENT COMMITTEE****14. Resolution sunsetting the Capital Project Prefunding Account**

WHEREAS, in May 2014, the Board of Trustees authorized assigning and allocating certain unencumbered unrestricted net assets to create a Capital Project Prefunding Account to be used for temporarily funding pre-construction development and design costs; and

WHEREAS, the Capital Project Prefunding Account was initially funded with \$10,000,000 sourced from the University's Treasury Operations account, for specific capital projects, subject to approval by the Board and requiring annual reporting to the Board on any withdrawals from or deposits to the fund; and

WHEREAS, all of the funds in the Capital Project Prefunding Account have been expended;

BE IT RESOLVED, that the Budget, Finance & Investment Committee hereby recommends the sunseting of the Capital Project Prefunding Account to the Board of Trustees for approval.

15. **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 Budget, Finance and Investment Committee will review and reaffirm or revise 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 27, 2018
	Board of Trustees - January 31, 2020
	Board of Trustees - September 25, 2020
	Board of Trustees - October 29, 2021
	Board of Trustees - October 29, 2022
	Board of Trustees - October 21, 2023

Amended: Budget, Finance & Investment Committee – May 17, 2024  
 Reaffirmed: Board of Trustees – May 16, 2025

**16. Resolution reaffirming 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 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 July 1, 2025 and continuing through June 30, 2026; 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 Budget, Finance & Investment Committee will review and reaffirm or revise 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  
 Board of Trustees – May 15, 2020

Amended: Board of Trustees – September 25, 2020

Reaffirmed: Board of Trustees – October 29, 2021  
 Board of Trustees – October 29, 2022  
 Board of Trustees – October 21, 2023  
 Budget, Finance & Investment Committee – May 17, 2024  
 Board of Trustees – May 16, 2025

**17. Resolution to reaffirm 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

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

*Adopted by:* Board of Trustees – May 18, 2019

*Reaffirmed by:* Board of Trustees – May 15, 2020

Board of Trustees – June 4, 2021

Board of Trustees – May 21, 2022

Board of Trustees – May 20, 2023

Board of Trustees – May 18, 2024

Board of Trustees – May 16, 2025

**18. Resolution to establish the Roberta Pfeufer Kahn Fund for the Humanities Center**

WHEREAS, over time the University has received contributions to the Roberta Pfeufer Kahn Fund for the Humanities Center gift fund, which now has a balance of \$1,411,281.54; 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 Dean of the College of Arts and Sciences has requested that \$1,000,000 of the accumulated gift funds be used to establish the Roberta Pfeufer Kahn Fund for the Humanities Center quasi-endowment within the University's consolidated endowment pool;

NOW THEREFORE BE IT RESOLVED, that the Budget, Finance and Investment Committee approves the creation of the Roberta Pfeufer Kahn Fund for the

Humanities Center quasi-endowment within the University's consolidated endowment pool.

19. **Resolution approving funding proposal for Center for Health and Wellbeing project**

WHEREAS, the University's health and wellbeing services are being provided in multiple locations in facilities that were not designed for these purposes and have significant deferred maintenance, and

WHEREAS, there have been multiple efforts over the past two decades to create a facility that would meet the current, expanded demand for services and students, provide for more collaboration between providers, and be much more economical to operate; and

WHEREAS, on May 16, 2025 the Educational Policy and Institutional Resources Committee approved a project consisting of the construction of a new Center for Health and Wellbeing (CHWB) to be built on the periphery of the Redstone Campus, adjacent to 322 Prospect Street, which is being modified to provide consolidated space for counseling services; and

WHEREAS, the Division of Student Affairs (DOSA) has allocated \$10,000,000 of capital reserve funding, which was accrued over many years from student fees, and the administration has identified a means of lending \$6,500,000 for the project, which will be repaid by DOSA from CHWB fees over a period of six years after the project is completed; and

WHEREAS, the administration has determined that the cost of the new building will be \$16,500,000;

THEREFORE, BE IT RESOLVED, that the Board authorizes the administration to expend \$16,500,000 for the construction of a new Center for Health and Wellbeing, using \$10,000,000 of funding from DOSA reserves and a \$6,500,000 loan from central reserves.

20. **Resolution approving the funding proposal for Virtue Field Support project**

WHEREAS, in May 2011, the Board of Trustees approved a three-phase project for improvements to Virtue Field and the first two phases have been completed; and



WHEREAS, \$3,000,000 of private gifts have been committed to complete the third phase, which consists of a building that will house concessions, restrooms, and other amenities; and

WHEREAS, the administration has determined that the cost of the new building will be \$5,300,000;

THEREFORE, BE IT RESOLVED, that the Board authorizes the administration to expend \$5,300,000 for the construction of the Virtue Field Building, using funding from private gifts and facilities reserves.

**21. Resolution approving fiscal year 2026 budget planning assumptions: general fund**

BE IT RESOLVED, that the Board of Trustees hereby approves the budget planning assumptions for fiscal year 2026, which lead to a general fund operating expense budget for the University of \$472,179,602, and hereby authorizes the President to proceed with detailed budget preparation in accordance with these assumptions.

**UVM BOARD**

**22. Resolution approving the Wilbur Trust Fund annual report**

BE IT RESOLVED, that the University of Vermont Board hereby approves the Wilbur Trust Fund annual report, appearing as Appendix D to this document.

**FULL BOARD**

**23-26. Retired Trustee Resolutions**

**Kevin “Coach” Christie (2019-2025)**

WHEREAS, Kevin “Coach” Christie has completed of his term as Trustee of the University of Vermont and State Agricultural College; and

WHEREAS, Coach Christie has served and enriched the Board through his support of, and outstanding dedication to, the greater good of UVM during his membership on the Budget, Finance & Investment Committee and the Vermont Agricultural College Board; and through his service on the *ad hoc* Labor Advisory Group;

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 Coach Christie.

**Carolyn K. Dwyer (2013–2025)**

WHEREAS, Carolyn K. Dwyer has completed her second consecutive term as Trustee of the University of Vermont and State Agricultural College; and

WHEREAS, Carolyn Dwyer has offered valuable knowledge and practical guidance, with a calm and sensible delivery, during her service as Chair of the Educational Policy and Institutional Resources Committee and Vice Chair of the Committee on Board Governance, and as Leader of the *ad hoc* Labor Advisory Group and the Sustainability Work Group; and through her membership on the Executive Committee and service on the Board Governance Work Group, the Career Services Work Group, the Vermont Law School Work Group, the Renaming Advisory Committee, and the Multipurpose Center Work Group; and

WHEREAS, Carolyn Dwyer has further assisted the University as a member of the 2014 National Campaign Council and has supported the University through her philanthropy designed to support the UVM General Fund, various athletic endeavors, and scholarships for students enrolled in the Patrick Leahy Honors College;

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 Carolyn K. Dwyer.

**Katelynn M. Giroux (2023–2025)**

WHEREAS, Katelynn Giroux has completed her term as Trustee of the University of Vermont and State Agricultural College; and

WHEREAS, Katelynn Giroux has served as an insightful, dedicated, and thoughtful member of the Board, providing constructive participation, articulate perspectives, and positivity during her membership on Board committees, including the Audit Committee, the Budget, Finance and Investment Committee, the Committee on Board Governance, and the Educational Policy and Institutional Resources Committee; and through her service on the *ad hoc* Presidential Comprehensive Review Committee and the Multipurpose Center Work Group, all while pursuing her medical degree; and

WHEREAS, the University has benefited from research conducted by Katelynn Giroux regarding Opioid Use Disorder, for which she was a recipient of a Larner College of Medicine Summer Research Grant; and

WHEREAS, Katelynn Giroux has further served the University as a mentor through the Big Sib/Little Sib program and her participation in SmileDocs, an educational outreach program that teaches lessons to local elementary school students;

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 Katelynn Giroux.

***Samuel R. Young (2019-2025)***

WHEREAS, Sam Young has completed of his term as Trustee of the University of Vermont and State Agricultural College; and

WHEREAS, Sam Young has served and supported the University of Vermont with insight and integrity during his membership on the Educational Policy and Institutional Resources Committee and the Vermont Agricultural College Board; and through his service on the Annual Review Subcommittee and Presidential Housing Work Group;

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 Sam Young.



University  
of Vermont

## Faculty Senate

To: Educational Policy & Institutional Resources Committee  
From: Thomas Borchert, Faculty Senate President  
Date: April 23, 2025  
Re: Amendments to the Faculty Senate Constitution and Bylaws

The following report from the Faculty Senate Executive Council outlines the proposed amendments to the Faculty Senate Constitution and Bylaws.

We have focused primarily on areas where clarifying language was needed, and on the addition of two standing committees. Below is an outline of the great majority of the proposed changes to the Constitution and Bylaws by their relevant Section. .

Included as Appendix B is a tracked changed copy of the Faculty Senate Constitution and Bylaws reflecting all proposed amendments.

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### Outline of Proposed Amendments to the Faculty Senate Constitution and Bylaws

#### **Preamble**

We have added “utilizing parliamentary procedure” to the description of meetings.

#### **Section 1. Authority**

We propose new language that articulates more clearly the authority of the Faculty Senate.

#### **Section 2. Membership**

We propose the addition of language to clarify terms for elected senators, and procedures when an elected senator is unable to attend a meeting.

#### **Section 3. Officers of the Faculty Senate**

We propose language to more accurately describe the Faculty Senate role at University convocation and commencement.

We have added language to reflect the ex-officio status of the Faculty Senate President and Vice President on Senate committees.

We have added language to provide an exception to the standard election timeframe.

We are proposing language to clarify the rights of a Senator serving as parliamentarian.

#### **Section 4. Meeting.**

We propose language that allows the Executive Council to determine meeting modality prior to the start of the academic year.

We propose increasing the percent of voting members required to petition the Faculty Senate to hold an additional meeting, from ten percent to twenty-five percent.

We added language to clarify the voting modality for remote and for in-person meetings.

#### **Section 5. Disposition of Faculty Senate Legislation**

We propose the addition of “Acknowledgement” as an option under 5.2 Action by the University President. This option will provide the opportunity for the University President to acknowledge action of the Senate that is outside of the President’s purview and does not require any action on their part.

#### **Section 7 Committees**

##### **7.1.1 Purpose**

We propose adding the clause “the public mission of the University” to reflect the Land Grant mission.

##### **7.1.2 Composition**

We have updated the language replacing “college and school” with “academic unit” to include the Libraries.

##### **7.1.2.3 Student and Post-Doctoral Members**

We propose the addition of language to reflect the undergraduate student membership on the proposed Catamount Core Curriculum Committee, and post-doctoral member on the Research Scholarship and Creative Arts Committee.

### **7.1.3 General Duties of Standing Committees**

We propose the addition of inclusive excellence as an area of policy consideration and focused discussion.

### **7.1.5 Specific Standing Committees**

We have updated this section to reflect the changes to the numbering of items amended sections of these bylaws.

We removed language that dictated who committees should meet with to provide consistency across committee charges.

We propose the establishment of two additional standing committees:

7.1.5.7 Catamount Core Curriculum Committee, and

7.1.5.8 Faculty Affairs Committee

### **7.4 Joint Committees**

We propose the addition of language describing the process for reaffirming the work of a joint committee if needed.

### **8.1 Executive Council**

We propose new language that clarifies the duties of the Executive Council and ratification of action.

Tracked changes version of proposed amendments February 2025

Deleted: January

## CONSTITUTION AND BYLAWS, FACULTY SENATE

*Last revised: October 2001. Approved by the Faculty Senate November 19, 2001. Approved by the Board of Trustees February 23, 2002.*

*Amended: May 1, 2006; March 14, 2011; April 23, 2012; February 13, 2014; November 12, 2015; December 23, 2015; April 9, 2021; February 24, 2025*

Deleted: January 15

### PREAMBLE

The administration and the Faculty Senate of the University of Vermont share responsibility for the effective management of the academic affairs of the University. Authority in matters related to the academic mission of the University is vested in the faculty by the Board of Trustees. This authority is exercised in the Faculty Senate by elected senators with voting privileges and by committees authorized to act on their behalf. Meetings of the Faculty Senate are presided over by a President and Vice-President and follow a town-meeting format, utilizing parliamentary procedure, at which all University faculty members have a voice. The activities of the Senate are overseen by an Executive Council.

**Section 1. Authority.** Under the authority of the Board of Trustees the University of Vermont Faculty Senate is empowered:

**1.1** To review and establish policy with respect to the following matters:

- a. Academic freedom, including rights and responsibilities.
- b. All curricular matters, including establishment, revision, dissolution, and substantial changes review of degree programs.
- c. Research and scholarship.
- d. Admissions standards and prerequisites.
- e. Requirements for regular academic certificates and degrees programs including majors and minors.
- f. Regulations regarding attendance, examinations, grading, scholastic standing, and honors.
- g. Teaching quality.
- h. Professional standards and criteria for positions accorded academic rank.
- i. Other academic matters referred to it by the Board of Trustees, the University Administration, the faculty of a school, college, department, Extension or the Libraries, or other members of the University community.

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**1.2** To review, to recommend, and to participate in the formulation of policy with regard to:

- a. Institutional priorities.
- b. The allocation and utilization of the University's human, fiscal, and physical resources.

- c. Academic organization, including the establishment or elimination of colleges and departments and the reorganization of the general university college and libraries academic structure.
- d. Faculty affairs, including appointment, promotion, tenure, dismissal, leaves, and economic benefits, welfare, and matters related to inclusive excellence. The Senate shall also participate in decisions regarding the application of these established policies to individual faculty members.
- e. Admission priorities, procedures and goals.
- f. Student affairs, including matters related to student success, well-being, support, resources, and financial aid.
- g. Resources that support scholarly activities and research, including the libraries, the academic computing center, the Center for Teaching and Learning, the instrumentation and model facility, media services, the university store, the museum, and other supporting services.
- h. Administrative procedures and organizational structure.
- i. The recruitment, appointment and promotion of senior academic, operations and policy-level administrative officers.
- j. The regulations concerning, and the awarding of, honorary degrees.
- k. The distribution of unrestricted funds made available to the University for discretionary allocation in support of research or scholarly work.

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**1.3** To participate in the selection of the University President, Provost and vice presidents whenever those offices become vacant or are created.

**1.4** To cooperate Faculty Senate activities, especially with regard to the subjects referred to in 1.2 above, with student governing bodies and the Staff Council.

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**1.5** To consider all areas of student affairs and their effect on the educational process and academic achievement, and to make and review recommendations regarding them.

**1.6** To provide the means by which any matters of interest to the faculty or pertaining to the University and its purposes may be discussed and acted upon.

**1.7** To review and approve the Academic Calendar prepared by the Registrar.

**1.8** To cooperate, in furtherance of the objectives stated in this section, with the faculty organizations of those public institutions of higher education in the State of Vermont, and to participate in such common organizations and bodies as may be established to voice the interests of the faculties of the aforesaid institutions and to cooperate in matters of common concern with such Board of Trustees.

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## Section 2. Membership.

**2.1 Eligible Faculty.** University faculty members eligible for membership in the Faculty Senate ("eligible faculty") are those at the rank of Professor, Associate Professor, Assistant Professor, Instructor, Senior Lecturer, Lecturer, Research Associate, Clinical Educator, Clinical Practice



Physician, or Faculty Scientist, with a full-time equivalent of at least 0.10 and who may also be Chairperson, Directors, or Associate Deans.

**2.2 Faculty Senate Membership.** The full membership of the Faculty Senate shall consist of the Elected Senators, a President and a Vice-President (see 3. below), and the elected members of the Senate Standing Committees (see 7. below). The voting membership of the Faculty Senate shall consist of the Elected Senators, the Chairs of Standing Committees whether or not they are also Elected Senators, and, in the case of a tie vote, the Senate President.

**2.3 Elected Senators.** Elected Senators are elected by and represent the faculty in their department, and act in the best interest of the Faculty Senate and the University of Vermont. Senators are responsible for communicating individual and departmental concerns to the Faculty Senate, actively engaging in Senate business, and reporting to their department faculty the actions pending and completed by the Faculty Senate. As representatives of their department, Senators will adhere to UVM's community values outlined in Our Common Ground.

**2.3.1 Apportionment and Term.** Each department or comparable budgetary unit of the University shall elect one senator from its eligible faculty to the Faculty Senate for a three-year term beginning on July 1; units with more than 25 full-time eligible faculty members shall elect two senators. Units may merge their members; the resulting merged group of faculty should be reported promptly to the Senate President and will be considered as a single unit for the purposes of apportionment and eligibility of elected senators. One senator shall be elected by and from the ranks of retired faculty. Senators shall be eligible for re-election, except that a member who has completed two consecutive three-year terms shall be ineligible for re-election to serve during the year that immediately follows the period of consecutive service, except in rare cases where no other faculty member is reasonably available. In this case, faculty may represent their departments for an additional term. The reason for lack of availability shall be reported to the Faculty Senate President and will require approval by the Executive Council.

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**2.3.2 Elections.** Elections for senators shall be held no later than March of each year by each department having a senator whose term is due to expire on June 30 and shall be conducted by secret ballot distributed to all eligible faculty members whose primary appointment is in the department. Ballots may be electronic or paper-based, at the discretion of the department or unit conducting the vote. At least one week shall be allowed for receipt of marked ballots. All eligible faculty members must be provided an opportunity to stand for election to the Faculty Senate as an Elected Senator. Terms shall be staggered so that approximately one-third of senators are elected each year. Election results must be communicated to the Faculty Senate office by April 1. The Faculty Senate shall supervise the elections of Senate representatives; concerns regarding election irregularities must be communicated to the Senate President by May 1.

**2.3.3 Vacancies.** If an Elected Senator must vacate the seat, the vacancy shall be filled by a

special election within the unit from which the Senator was elected. The term of a member under these circumstances shall commence immediately and shall be for the duration of the absence or the unexpired term of the regularly elected member. If an Elected Senator is granted leave for one year or less a replacement shall be elected by a special election within the unit from which the Senator was elected to take the absent Senator's seat for the period of the leave.

**2.3.4 Attendance.** Elected Senators are expected to regard attendance at all meetings as a fundamental obligation to their colleagues and to the University. When conflicting professional duties, imperative personal affairs, or illness make attendance at a given meeting impossible, Elected Senators may send a substitute who shall have the same voting privileges as the Elected Senator. Substitutes should present themselves to the Secretary of the Senate prior to assuming the seat of the Elected Senator. If neither the Elected Senator nor their chosen alternate is present, the Elected Senator will be indicated as absent from the meeting. A senator indicated as absent from two regular or special meetings of the Faculty Senate in an academic year will be considered to have vacated their seat.

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**Section 3. Officers of the Faculty Senate.** The officers of the Faculty Senate shall consist of the President, President-Elect, and Vice- President, elected from the ranks of all eligible faculty members. The Immediate Past President remains an officer of the Faculty Senate for one year following the completion of the term of president.

**3.1 President.** In addition to other duties prescribed in this constitution, the President shall preside at meetings of the Faculty Senate; hire and supervise Senate office personnel, including an administrative assistant who shall serve as Secretary of the Senate; prepare annual budgets for the Senate; represents the University Faculty at University convocation and commencement and carry out other ceremonial duties as appropriate; and serve as the Faculty's spokesperson and consultant with the administration, the Staff Council, the student body, the Board of Trustees, and the extra-university community on matters within the jurisdiction of the Senate. The Senate President is a voting ex officio member of all committees, with the exception of the Nominating Committee in 3.5 below, and the Professional Standards Committee. The Senate President is a member of the Faculty Senate without vote, except that the Senate President may vote to break a tie. The Senate President may not also serve concurrently as an Elected Senator. In addition to the willingness and ability to carry out the responsibilities outlined above, the UVM Faculty Senate President will have the following qualifications:

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- Experience as a UVM faculty member of at least three years (five years recommended)
- UVM faculty appointment of 0.5 FTE or higher
- Experience as a member of the UVM Faculty Senate, either in the role of senator, standing committee member, or Senate Executive Council.
- Previous experience in organizational leadership, at UVM or elsewhere, is recommended.

**3.1.1 President-Elect.** The President-Elect shall work closely with the President to become familiar with the responsibilities and workings of the office of President and shall assume any duties as the

President may assign. In the event of a vacancy in the office of President-Elect, a special election shall be held to fill the vacancy. The President-Elect serves without vote unless also serving as an elected senator.

**3.1.2 Immediate Past-President.** The Immediate Past-President shall provide counsel and advice to the Board and the Executive Council in regard to past and ongoing activities and action of the Faculty Senate and shall serve for a period of one year. The Immediate Past-President is a member of the Faculty Senate without vote unless also serving as an elected senator.

**3.2 Vice-President.** The Vice President shall perform the duties of the President when the latter is prevented from doing so and is an ex officio member (nonvoting except when designated according to Section 7.122) of all committees with the exception of the Nominating Committee in 3.5 below, and the Professional Standards Committee. The Vice President is a member of the Faculty Senate without vote and may not also serve concurrently as an Elected Senator.

**3.3 Succession.** The most senior at-large member (as determined by length of service in their current term, and, in the case of a tie in length of service, by time in University service) of the Executive Council (Section 8.1) who is willing and able to serve shall perform the duties of the Vice President when the latter is prevented from doing so, and shall assume the office of Vice President when that position is vacant.

**3.4 Term.** The Senate President and Vice-President shall each serve a two-year term starting on July 1 with the President serving as Immediate Past President on the Executive Council (see below) for one year following the completion of the term. The term of office for the President-Elect shall be one year coinciding with the last year of the term of President. The President-Elect shall succeed automatically to the office of President at the end of their term as President-Elect.

### 3.5 Election.

#### 3.5.1 Nomination.

- a. Candidates for Senate President or Vice-President shall be nominated from the floor of the Faculty Senate, or by communication received at the Faculty Office prior to the stated deadline.
- b. In addition, a Nominating Committee of seven members may be appointed by the Executive Council. In selecting a Nominating Committee, every effort shall be made to insure the widest possible search among eligible faculty for qualified Nominating Committee members. The current President and Vice-President of the Senate may not serve on a Nominating Committee.

**3.5.2 Election.** Ballots with the names of nominees will be distributed to all eligible faculty members in March, unless circumstances (e.g., public health crisis, natural disaster, civil unrest, lack of nominees), necessitate postponement to a later time. Electronic balloting will usually be utilized; paper-based ballots may be used if conditions warrant. At least 7 calendar days shall be allowed for receipt of marked ballots. The candidate receiving the majority of votes will be elected. In the event that no candidate receives a majority of votes in the election, a run-off

election will be held between the top two candidates. In the case of an uncontested election, for which there is only one nominee, the Presiding Officer may waive the formal ballot and declare the nominee elected by acclamation.

**3.5.3 Removal.** Officers of the Senate can be removed from office for neglect of duties prescribed in the Constitution and Bylaws. Removal from office shall require these steps:

1. Written Charges of Neglect of Duties shall be made in the form of a Motion to Remove from Office as a warned agenda item at a meeting of the Faculty Senate.
2. A vote will be taken. If approved by a 2/3 vote of the voting members of the Faculty Senate (as defined in Section 2.2) present at the meeting, these charges shall be forwarded to the Parliamentarian who shall put the Charges of Neglect of Duties to a vote by referendum of the full faculty within 7 days.
3. The Officer shall be removed from office if a majority of the referendum responses favor it, provided at least 35 percent of the eligible faculty members (as defined in Section 2.1) cast valid ballots in the referendum.

**3.5.4 Special Election for President.** In the event that the President can no longer perform the duties of the office and the Vice-President is unable or unwilling to complete the President's term of office, then a special election may be held. The election will follow the guidelines established in 3.5.1 and 3.5.2 with the exception that the election will not be required to take place in March.

**3.6 Parliamentarian.** The Senate President shall appoint a parliamentarian. The Parliamentarian is not required to be a member of the Faculty Senate, but any Senator appointed as a Parliamentarian shall not lose the right to participate as a Senator. The Parliamentarian, by virtue of experience and/or expertise and/or willingness, shall attend all Senate meetings and shall agree to advise the Senate on questions of parliamentary procedure during normal Senate business. When necessary, a professional parliamentarian may be retained.

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## Section 4. Meetings.

**4.1 Access.** Meetings of the Faculty Senate will usually take place either remotely or in person, as determined by the Faculty Senate Executive Council prior to the start of the academic year. If circumstances, such as a severe weather event, outbreak of infectious disease, or civil unrest make this unsafe or impractical, meetings may be conducted via remote access with auditory and visual component potential. The decision of whether to meet in person or via remote access will be made by the Executive Council of the Faculty Senate.

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Meetings of the Faculty Senate shall ordinarily be open to the public. Any University faculty member will be recognized to propose a motion or make a comment consistent with Parliamentary Procedure, at an open meeting of the Faculty Senate, but only voting members of the Faculty Senate may vote on proposed motions. Persons other than University faculty may be recognized by the Senate President or by a majority vote of the Faculty Senate. The names and affiliation of such persons shall be made known to the faculty.

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**4.1.1 Closed Meetings.** By a majority vote of the Senators present the Senate may declare the meeting closed to all except members of the Senate and those others specifically invited to be present.

**4.2 Regular Meetings.** The Faculty Senate shall meet at least four times each semester.

**4.3 Special Meetings.** Additional meetings may be called at any time by the Senate President.

An additional meeting must be held on petition of twenty-five percent of the voting members of the Faculty Senate (as defined in Section 2.2) or of five percent of the members of the eligible faculty (as defined in Section 2.1).

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#### **4.4 Agenda.**

**4.4.1 Formulation.** The Executive Council (see 8. below) will prepare the agenda of each Senate meeting from proposals submitted by faculty members, Faculty Senate committees, representatives of student governing bodies, and administrative officials. Items presented in the form of a petition signed by ten percent of the full membership of the Faculty Senate (as defined in Section 2.2) or of five percent of the members of the eligible faculty (as defined in Section 2.1) must be included on the agenda.

**4.4.2 Distribution.** The agenda of each regular meeting or special meeting must be made readily available to the full membership of the Senate (as defined in Section 2.2) and other eligible faculty members (as defined in Section 2.1) at least one week preceding the meeting.

**4.5 Emergency Meetings.** Emergency meetings of the Faculty Senate may be convened by the Senate President. The agenda of the meeting shall be prepared by the Senate President and must be made readily available to every eligible faculty member at least four working hours prior to the meeting.

**4.6 Quorum.** For action on **warned** motions (one week notice), a quorum is the majority of the total number of voting members of the Senate. For motions that have **not been warned** in advance, a quorum is three-quarters of the total number of voting members of the Senate. A motion is approved if a quorum is present and a majority of those voting approve the proposal.

**4.7 Voting.** Voting will depend on the modality of the meeting. In remote meetings voting will take place using the polling tools available to the platform. In person, voting will usually be conducted via electronic means, such as an audience response system (clickers). If this technology is unavailable, the President of the Faculty Senate may select an alternate means of voting. Options would include a show of hands, voice vote, paper ballot, electronic voting via an internet-based program or application, or any other reasonable means if warranted by circumstances. Voting may also be conducted via ballot distributed through UVM email. This means may be used for elections, referenda, and other matters of Faculty Senate business.

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**4.8 Approval of Resolutions.** Resolutions will be considered to have been adopted by the Faculty Senate if a quorum is present and a majority of those voting approve the proposal. For purposes of calculating the majority of the votes, only yes/no votes are considered. Abstentions do not factor into calculation of majority support or lack thereof.

**4.8.1 Referendums.** Any issue may go to referendum upon request of ten percent of the eligible faculty. Every eligible faculty member will be allowed at least one week to respond to the referendum. The resolution will be considered to have been adopted if a majority of the referendum responses favor it, provided at least 25 percent of the eligible faculty members cast valid ballots in the referendum. For purposes of calculating the majority of the votes, only yes/no votes are considered. Abstentions do not factor into calculation of majority support or lack thereof.

**4.9 Minutes.** Minutes of Faculty Senate meetings shall be prepared and made publicly available in a timely fashion.

**4.10 Recording of Votes.** On the request of any member of the Senate, if supported by one-third of the Elected Senators present, a record of individual votes cast on any resolution shall be taken and made part of the meeting minutes.

**4.11 Parliamentary Authority.** The Faculty Senate shall be governed by the rules contained in Robert's Rules of Order, Latest Edition, and such other special rules as the faculty may adopt. In case of any inconsistencies or differences, the Constitution and those special rules adopted by the Faculty Senate shall take precedence.

## Section 5. Disposition of Faculty Senate Legislation.

**5.1 Transmittal to President.** The Senate President shall promptly transmit copies of Faculty Senate actions to the University President.

### 5.2 Action by the University President.

- a. **Approval.** The University President may indicate approval of the legislation and their intention to implement it in either of two ways: (1) by noting their approval on the copy and returning it to the Senate President within one month of receipt, or (2) by not disapproving of the faculty action within the one-month period.
- b. **Disapproval.** The University President may disapprove of the legislation by noting their disapproval on the copy and returning it to the Senate President within one month of receipt, together with reasons provided for their decision that may be presented to the Faculty Senate at its next meeting.
- c. **Delay.** If a more extended period is required for consideration of the legislation, the University President will inform the Senate President of the reasons for the delay together with a precise date by which they intend to act on the resolution.
- d. **Acknowledgement.** The University President may determine that the Senate's action is

[outside of the President's purview, and does not require any action on their part. In such cases, the University President acknowledges the action of the Senate.](#)

**5.3 Appeal to the Board of Trustees.** Appeal by the Senate of a presidential disapproval shall be made to the Board of Trustees, if two-thirds of the elected senators at a meeting or two-thirds of the eligible faculty members responding to a referendum indicate their desire to appeal.

## Section 6. Amendment of the Constitution and Bylaws.

**6.1 Proposal of Amendments.** Amendments may be proposed in one of the following ways:

- a. By resolution at a Faculty Senate meeting and approval by two-thirds of those present and voting, provided a quorum is present.
- b. By petition of ten percent of the eligible members of the University faculty (as defined in Section 2.1).
- c. By recommendation of the Executive Council.

**6.2 Adoption of Amendments.** Amendments generated by any of these methods shall be the subject of a referendum. A referendum ballot will be made available to every eligible faculty member, who will be allowed at least two weeks to respond. The amendment passes if at least two-thirds of the responses favor it. [Following 205.1 of the University Manual, changes to these Constitution and Bylaws have to be reviewed by the Board of Trustees.](#)

## Section 7. Committees.

### 7.1 Standing Committees and Standing Subcommittees.

**7.1.1 Purpose.** Standing committees and subcommittees are established to focus on the major continuing areas of faculty concern, including education, faculty welfare, student affairs, scholarly activity and research, [the public mission of the University](#), finances, and physical facilities. A standing committee may divide its duties among subcommittees that are directly responsible to the parent standing committee. Standing committees and subcommittees are authorized to act for and in the name of the Senate as specified in these Bylaws. Such actions shall be reported promptly to the Executive Council and to the Senate and will stand unless the Senate, upon receiving such a report, takes jurisdiction of the matter for further consideration.

#### 7.1.2 Composition.

##### 7.1.2.1 Elected Members.

- a. **Number.** Except as described below, standing committees and standing subcommittees shall be composed of at least one member from the Colleges of Arts and Sciences, the College of Agriculture and Life Sciences, the College of Education and Social Services, the College of Engineering and Mathematical Sciences, the Larner College of Medicine, the College of Nursing and Health Sciences, the Grossman School of Business, the Rubenstein School of Environment and Natural

Resources, and the University Libraries. A unit with more than 200 full-time eligible faculty members, shall elect one additional member to each standing committee and standing subcommittee.

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- b. **Eligibility.** Any eligible faculty member (as defined in section 2.1) may stand for election by their academic unit to serve on a standing committee except as otherwise stated in these Bylaws.
- c. **Term.** Members of the standing committees shall be elected for three years or as otherwise stated in these Bylaws, starting on July 1. Terms shall be staggered so that approximately one-third of the standing committee members shall be elected each year.
- d. **Election.** The election of standing committee members shall be the responsibility of the faculties of individual academic units. Elections shall be held no later than March of each year and shall be conducted by secret ballot distributed to all eligible faculty members of the college/school. An opportunity must be provided for all eligible faculty members to volunteer to run for election to Senate standing committees. The Faculty Senate shall supervise the elections of Senate standing committees; concerns regarding election irregularities must be communicated to the Senate President by May 1.
- e. **Vacancies.** If a standing committee member vacates their seat the vacancy shall be filled by a special election within the unit from which the member was elected. The term of a member under these circumstances shall commence immediately and shall normally be for the unexpired term of the regularly elected member. If a standing committee member is granted leave for one year or less a replacement shall be elected by a special election within the unit to take the absent standing committee member's seat for the period of the leave.
- f. **Attendance.** A standing committee member absent from two committee meetings in a calendar year in the absence of mitigating circumstances will be considered to have vacated their seat.
- g. **Members of the Senate.** A standing committee member may also serve as an elected senator. Standing committee members are members of the Senate without vote if not also an elected senator or a standing committee chair.

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**7.1.2.2 Ex Officio Members.** The Senate President is a voting ex officio member of every Faculty Senate committee and subcommittee, with the exception of the Nominating Committee in 3.5, and the Professional Standards Committee. The Senate President may designate a member of the Executive Council to act on their behalf. The Faculty Senate Vice-President is a nonvoting ex officio member of every Faculty Senate committee and subcommittee, with the exception of the Nominating Committee and the Professional Standards Committee, except when serving as the Senate President's designee.

**7.1.2.3 Student and Post-Doctoral Members.**

- a. The Student Affairs Committee (SAC) and the Educational and Research



Technologies Committee (ERTC) shall include one graduate and one undergraduate student member designated by the student governing bodies for a one-year term.

- b. The Catamount Core Curriculum Committee (CCCC) shall include one undergraduate student member designated by the SGA for a one-year term.
- c. The Professional Standards Committee (PSC) and the Faculty Affairs Committee (FAC) shall not include student members.
- d. The Research Scholarship and Creative Arts Committee (RSCA) shall include one post-doctoral member, designated by the post-doc governing body.
- e. All other Standing committees are encouraged, but not required to invite one graduate and one undergraduate student designated by student governing bodies to serve on the committee for a one-year term.

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Student members serving on committees are voting members of that committee but may not serve as chair.

**7.1.2.4. Resource Personnel.** Standing committees may add nonvoting resource personnel on the basis of their position, interest, or expertise.

#### 7.1.3 General Duties of Standing Committees.

- a. Standing Committees shall recommend policy and changes in policy in their areas of responsibility to the Faculty Senate. They may initiate action on matters clearly within their province and request that they be placed on the agenda of the Senate meeting by the Executive Council.
- b. They shall receive and consider policy proposals in their areas of responsibility from the Faculty Senate, the administration, student groups, etc., and present their recommendations to the Faculty Senate for action.
- c. They shall consider budgetary implications, if any, for policies in their areas of responsibility and make appropriate recommendations to the Faculty Senate and the administration regarding University priorities.
- d. They shall consider the implications for policies in their area in relation to inclusive excellence, having focused discussion of such issues at least once each year, and make appropriate recommendations to the Faculty Senate and the administration regarding this University priority.
- e. They shall annually review sections of University governance documents, such as the University Manual and the Academic Success Goals, pertaining to their areas of concern and make recommendations for revision when needed.
- f. They shall consult with and provide advice to the administration, student groups, etc., in their areas of responsibility when requested to do so. Policy proposals generated as a result of these consultations shall be presented to the Faculty Senate for consideration and action.
- g. They shall keep records of their activities and present reports at least once a year to the Faculty Senate.
- h. They shall maintain close liaison with appropriate committees and groups established by

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the individual academic units, the student governing bodies, the Staff Council, and other University constituencies.

- i. They shall meet frequently in order to promptly and responsively discharge their duties to the Senate, the faculty, and the University as a whole.

**7.1.4 Committee Officers.** The chair of each standing committee shall be elected by each committee from its elected membership for a one-year term. Faculty Senate office staff will keep minutes for the standing committee meetings, except for the Professional Standards Committee. Standing committee chairs or their designees shall serve as faculty representatives to the appropriate Board of Trustees committees (9.1). The duties of the chair shall be to report to the Senate at least once a year, schedule and conduct meetings, follow up on actions of the committee, serve as committee spokesperson with respect to the duties in 7.13(e), serve as voting members of the Faculty Senate, and serve on the Executive Council.

**7.1.5 Specific Standing Committees.** The standing committee charges detailed below shall not be construed to limit their activities and deliberations.

**7.1.5.1 Curricular Affairs Committee (CAC).** This committee shall have responsibility for matters related to undergraduate and graduate curricular policy and long-range academic planning, including items referred to in Sections 1.1b, 1.1e, 1.1g, and 1.2a. It shall review proposals to initiate, alter, or terminate programs from the Schools and Colleges. Actions taken by this committee and approved by the Faculty Senate will be sent to the Provost for action. The Curricular Affairs Committee shall have double the numbers of members stipulated in 7.121a.

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**7.1.5.2 Professional Standards Committee (PSC).** This committee shall have responsibility for matters related to faculty professional standards and welfare, including items referred to in Sections 1.1a, 1.1h, 1.1i, and 1.2d. The Professional Standards Committee is advisory to the Provost on confidential personnel matters related to faculty reappointment, promotion, and tenure, as well as on the awarding of sabbatical leaves. Any eligible faculty member with no conflicting administrative responsibilities who holds the rank of Professor or Associate Professor, including Clinical, Extension, Library, or Research Professors or Associate Professors, may stand for election by their academic unit to serve as its representative to the Professional Standards Committee. No member of the Professional Standards Committee shall be serving concurrently on the standards committee of their college or other unit specified in Section 7.121a.

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**7.1.5.3 Student Affairs Committee (SAC).** This committee shall have responsibility for matters relating to student affairs, their effect on the educational process, and the academic climate of the University, including items referred to in Sections 1.1d, 1.1f, 1.2e, 1.2f, 1.4, and 1.5. It shall recommend policy with respect to honors programs, remedial programs, athletics, discipline, health service, placement, housing, student activities, etc. It shall include among its duties in-depth and ongoing review of University admissions and financial aid policies, including their relation to projected enrollments. This committee shall establish policy in matters related to general admissions standards and prerequisites, as referred to in

Section 1.1d, and shall review, recommend and participate in formulation of admissions procedures.

**7.1.5.4 Research, Scholarship, and The Creative Arts Committee (RSCA).** This committee shall have responsibility for matters relating to research activities, scholarly work, and creative and performing arts carried out at the University, including graduate education and items referred to in Sections 1.1c, 1.2b, 1.2g, and 1.2k. It shall review, recommend, and participate in the formulation of policy with respect to resources related to these activities, including physical facilities and allocation of appurtenant space, library resources and resources for graduate programs, and make recommendations to assure effective use of these resources. It shall serve as liaison between the Senate and the administration on such matters as, but not limited to: the broad role of the University in advancing knowledge through research, scholarship, and the performing arts; external and internal support for encouraging these activities, including graduate and undergraduate research; intellectual property, and technology transfer; ethical issues and issues affecting the academic environment as these arise in research or scholarly work.

In addition to the membership described in 7.121a above, this committee shall include a member from the College of Arts and Sciences representing the creative and performing arts.

**7.1.5.5 Financial and Physical Planning Committee (FPPC).** This committee shall have responsibility for matters relating to planning and use of the institution's physical resources and for matters related to the formulation of the University budget with the exception of items subject to collective bargaining, including items referred to in Sections 1.2a, 1.2b, 1.2g, 1.2h, and 1.2i. It shall assist in the formulation of the University budget so that this document reflects the instructional, intellectual, and service priorities of the institution. The committee shall assume responsibility for informing the administration of educational priorities and needs and see that these are considered in all planning. It shall seek advice from the various academic units relative to planning for physical facilities, environmental resources, and the allocation of space, and make recommendations to assure effective and responsible use of resources.

**7.1.5.6 Educational and Research Technologies Committee (ERTC).** This committee shall have the responsibility of matters related to the development and implementation of educational and research technologies at the University, and guide acquisition of information literacy by students and faculty. This includes items referred to in Sections 1.1a, 1.1c, 1.2a, 1.2b, 1.2g, 1.2h and 1.2k. The ERTC shall review and recommend policies and procedures relating to the planning, introduction, and use of campus-wide technologies, including computers, communications, electronic data handling, instructional media, and emerging technologies, such as Artificial Intelligence. The committee shall assume responsibility for informing the administration of educational and research priorities and needs related to information literacy and see that these are considered in all planning. It shall maintain close liaison with the Curricular Affairs Committee, the Financial and

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**Deleted:** It shall consult frequently with other University and collegiate committees that are charged to initiate, maintain, and monitor institutional support programs for research, scholarship, the creative arts, and graduate education, as well as maintain close liaison with appropriate administrative offices in its areas of responsibility....

**Deleted:** It shall maintain close liaison with all appropriate subcommittees of the Board of Trustees as well as all appropriate administrative offices and committees in its areas of responsibility.

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Physical Planning Committee, the Student Affairs Committee, and the Research, Scholarship, and the Creative Arts Committee. ▼

7.1.5.7 Catamount Core Curriculum Committee (CCCC). This committee shall have responsibility for matters specifically related to the Catamount Core Curriculum, the University's undergraduate program of General Education. This includes items referred to in Sections 1.1b, 1.1g, and 1.2a as they relate specifically to the Catamount Core Curriculum. It shall review, recommend, and participate in the formulation of policy related to the development, administration, and assessment of the General Education framework, designations, and approval criteria, as well as their effect on the educational process at the course level. In addition to the membership described in 7.1.2.1, and 7.1.2.3, the CCCC voting membership shall include one member from the Patrick Leahy Honors College, and may include up to six additional eligible faculty members appointed by the Faculty Senate Executive Council to fill gaps in curricular expertise related to designations of the Catamount Core Curriculum

7.1.5.8 Faculty Affairs Committee (FAC). This committee shall have responsibility for matters of concern to the faculty not comprehensively addressed through existing university structures, including faculty welfare, inclusive excellence, and related matters. This includes items referred to in Sections 1.1a, 1.1i, 1.2a, 1.2b, 1.2d, 1.2g, and 1.2h. ▼

**7.2 Subcommittees.** Any standing committee may establish subcommittees to perform specialized functions within the overall responsibilities of the committee. A subcommittee is directly responsible to the standing committee that created it, to which it shall report. The formation, abolition, and membership of such subcommittees shall be determined by the entire standing committee. The chair of each standing committee shall assign, with the approval of the full committee, members of the committee to the various subcommittees. The chair may appoint other eligible faculty members to serve on subcommittees. The chair of each subcommittee must be a member of the standing committee. However, at the request of the standing committee chair, the Faculty Senate Executive Committee may waive this requirement and approve a chair for a subcommittee who is not a member of the parent committee. In this case, the subcommittee chair shall serve as a non-voting ex officio member of the parent committee. The chair of the parent standing committee shall be a voting ex officio member of all subcommittees. The standing committee chair shall have primary responsibility for coordinating the work of all subcommittees. Subcommittees may, with the approval of the standing committee chair, add non-voting resource personnel on the basis of their position, interest, or expertise. The chair shall appoint a secretary to keep minutes.

**7.3 Ad Hoc Committees.** Select committees may be created by the Senate, the Executive Council, or the Senate President for the purpose of studying specific problems and preparing proposals relating thereto. These committees will ordinarily be appointed by the Senate President,

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after consultation with the Executive Council, but may also be appointed by a majority vote of the Executive Council or of the Faculty Senate. They will terminate when their assignment is complete or within one year of the date of appointment, whichever is shortest. They may be reappointed. An ad hoc committee is directly responsible to the entity appointing it, to which it shall report. The chair shall appoint a secretary to keep minutes.

**7.3.1 Ad Hoc Grievance Committee for non-represented faculty.** The Grievance Committee shall consist of seven persons, all of whom shall be voting members. The Faculty Ombudsperson shall not be a member of the Committee, but may attend all meetings and hearings of the Committee unless excluded by Committee majority vote. Five members of the Committee shall be members of the faculty, appointed by the Faculty Senate Executive Council ("Executive Council"). Two Committee members shall be administrators with academic experience, appointed by the Provost. The Grievance Committee shall elect a chair from among members appointed by the Executive Council.

**7.4 Joint Committees.** The administration and the Faculty Senate may create committees for which joint responsibility is appropriate. The faculty members of a joint committee will be appointed both by the appropriate administrative officer and by the Senate President. The appointing administrative officer and the Senate President will share joint responsibility for the committee, to whom the committee shall report. Reports from joint committees shall be promptly communicated to the Executive Council and to the Senate. If the work of a Joint Committee is ongoing, the Executive Council, in consultation with the administration, should reaffirm the need for the joint committee annually and report the reaffirmation to the Faculty Senate.

## Section 8. Executive Council

**8.1 Membership.** The Executive Council shall consist of the following voting members:

- a. The President, President-Elect, Immediate Past President, and Vice President of the Faculty Senate.
- b. The chairs of the standing committees.
- c. Four members-at-large elected in March by the Senate from among the Elected Senators. The members-at-large will serve two-year terms beginning on July 1. A member-at-large ceasing to be an Elected Senator shall be replaced by another Elected Senator. A special election will be held if needed. Terms shall be staggered so that approximately half of the members-at-large are elected each year. No more than two of the members-at-large may be from the same academic unit.

**8.2 Duties.** The Executive Council shall perform the following duties:

- a. The Executive Council (EC) shall be responsible for overseeing the implementation of the authority granted to the Senate as outlined under Articles 1.1 through 1.6. Members of the Executive Council shall act in the interest of the Faculty Senate as a whole and of the University of Vermont.
- b. The EC shall set the agenda for meetings of the Faculty Senate, and shall be responsible

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generally for administration of the Senate.

- c. The EC shall monitor the activities of Senate committees, establishing committee priorities where necessary to ensure that committee responsibilities are discharged in a timely fashion.
- d. The EC shall serve to receive requests from the administration, the faculty, student bodies, etc. and direct those requests to the appropriate Senate body to ensure prompt and effective resolution of matters within its jurisdiction.
- e. The EC shall consider University policies and priorities, including budgetary implications and make appropriate recommendations to the Faculty Senate and the administration in these matters.
- f. The EC shall arrange for updates regarding University finances to be presented to the Faculty Senate as frequently as necessary, at least annually.
- g. The EC shall maintain a close liaison to ensure appropriate communication between the Faculty Senate and the union representing members of the faculty.
- h. The EC shall be responsible for periodic and regular review of the items in University governance documents, such as the University Manual, within its areas of jurisdiction, making recommendations for revisions as necessary. As appropriate, the Executive Council may refer items to the standing committees as part of this work.

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**8.3 Ratification of Action.** The Executive Council shall decide whether matters under its consideration require the attention of the full Senate, or only require action by the Executive Council. In the latter case, the Senate shall be fully informed of the actions of the Executive Council. The Senate, upon receiving such a report, may by majority vote, decide to take the matter to the full Senate for further consideration.

**8.4 Officers.** The President of the Faculty Senate shall serve as Chair of the Executive Council. In the absence of the President, the Vice President shall serve.

**8.5 Meetings.** The Executive Council shall meet prior to each scheduled Faculty Senate meeting and at least once a month throughout the academic year. In addition to the regularly scheduled meetings, the Executive Council must also meet upon written petition of four of its members. At the discretion of the Senate President, the Executive Council may meet more frequently if needed.

**Section 9. Faculty Representation on the Board of Trustees.** In order to maintain a close liaison between the faculty and the Board of Trustees, the Faculty Senate provides nonvoting faculty representation to the following standing committees of the Board of Trustees.

### 9.1 Membership.

- a. **Audit Committee:** A representative shall be recommended by the Executive Council and appointed by the Faculty Senate President for a two-year term.
- b. **Budget, Finance and Investment Committee:** The chair of the Financial & Physical Planning Committee and one additional representative shall be recommended by the Financial and Physical Planning Committee and appointed by the Faculty Senate President for a two-year term.

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- c. **Educational Policy and Institutional Resources Committee:** The Faculty Senate Vice President, the Chair of the Curricular Affairs Committee, and the Chair of the Research, Scholarship & Creative Arts Committee shall serve on this committee.
- d. **Executive Committee:** The Faculty Senate President shall be a member of the Executive Committee.
- e. **Honorary Degree Advisory Committee to the President:** The Faculty Senate President and two additional representatives recommended by the Executive Council shall be and appointed by the Faculty Senate President for two-year terms.

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## 9.2 Duties.

- a. The aforementioned representative or their designates, shall attend each meeting of the appropriate Board of Trustees committee.
- b. They shall communicate regularly with the Faculty Senate Executive Council and report to the Faculty Senate as necessary.

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TO: Patricia A. Prelock, Interim President

FROM: Linda S. Schadler, Acting Provost and Senior Vice President

DATE: April 21, 2025

SUBJECT: Spring 2025 University Manual Revisions

Section 020 of the University Manual calls for its comprehensive review every five years. As part of the 2023-24 Manual review, Section 020 was amended to include an *annual* review of the University Manual by the Office of the Provost “...to ensure its proper functioning and accurate collection of the policies it aggregates.” This annual review process included the collection of proposed clarifications and edits during the year, a working group<sup>1</sup> meeting, and providing the Faculty Senate President and Faculty Senate Executive Council with the opportunity to suggest edits and comment on proposed revisions.

Manual edits can be characterized as follows:

- Website Links – updating any non-functional/incorrect links
- Minor – updates to titles, office names, other basic information that has changed over time, and modest clarifications and simplifications
- Material – the introduction of new information or substantial changes to existing information

Additionally, some changes require adjustments to section numbers.

The purpose of this memo is to provide a summary of proposed material changes to the University Manual during the 2024-25 annual review.

### Proposed Material Changes

Section 102 – Added the 1998 adoption date of Our Common Ground.

Section 204 – Clarified and slightly expanded the definition of Senior Administrators and Academic Leaders

Section 204.2.1 (New Section) – This new section clarifies reappointment, promotion, and tenure processes and appeal rights for the underlying faculty position of an individual who serving as a senior administrator or academic leader at the time of the action.

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<sup>1</sup> 2024-25 Working Group membership: Kerry Castano, Provost’s Chief of Staff; Richard Cate, Vice President for Finance; Jonathan D’Amore, President’s Chief of Staff; Jennifer Dickinson, Vice Provost for Academic Affairs and Student Success; Sharon Reich Paulsen, Vice President for Legal Affairs and General Counsel; Jane Okech, Vice Provost for Academic Affairs and Student Success; Linda Schadler, Acting Provost and Senior Vice President



Section 208.3.2 – Added language noting that schools may be organized into Academic Programs, but, “...should have unified reappointment, promotion, and tenure; workload; and other such significant documents within five years of the school’s establishment.”

Section 208.4 – Defined academic credentials as: degrees, majors, co-majors, minors, undergraduate certificates, certificates of graduate study, and micro-certificates of graduate study. Added language noting that primary faculty appointments are granted only in a department, school, or academic program in a school. Added language noting that the establishment, elimination, or reorganization of academic programs must be approved by the Board of Trustees following appropriate governance protocols.

Section 208.5 – Added language noting that centers and institutes cannot offer academic credentials as defined in section 208.4. Added language noting that centers and institutes cannot offer credit-bearing courses but may collaborate with schools and colleges to provide instruction for such courses.

Section 208.12.1 – Updated with the Libraries new mission statement.

Sections 301.3, 303.1.5, 304.1.5, 305.1.5, 306.1.5, 307.1.5, 308.1.5, 309.1.5 (New Sections) – Added language providing guidance regarding the process for interim or acting appointments for the positions of dean, chairperson, academic program directors, school directors, associate deans, vice provosts, academic center/instate director, and library department director.

Section 301.4.3 – Reinserted language that was removed in 2023-24 noting that the Executive Council of the Faculty Senate shall monitor the Deans’ comprehensive review process and shall report to the Senate no less than once every three years as to the adequacy of its operation

Section 309 – Added language regarding Library Department Director appointments. This appointment type was inadvertently omitted when program director, school director, associate dean, vice provost, and center/institute director appointment types were added to the current edition of the Manual.

Additionally, the Faculty Senate President suggested edits to sections 203.1.3 and 203.2.3 regarding the composition of search committees for the President and Provost.

TO: The University of Vermont Board

FROM: Marie Johnson, Director of Student Financial Services

SUBJECT: Wilbur Trust Grant Awards

DATE: April 25, 2025

Following is a summary report of the University of Vermont Wilbur Trust Fund Grant recipients for the 2024-25 academic year.

1. During the 2024-25 academic year, 217 Vermont high school students received grants from the Wilbur Trust Fund. Grants ranged from \$50-\$13,314. The total of all grants awarded for the academic year was \$984,018.
2. Wilbur Trust Fund grants were awarded without regard to gender, race or creed. Grant recipients were certified by their Vermont high school principal, or a teacher of the public school they attended, that they are of good moral character, desirous of an education, financially unable to obtain an education, and likely to benefit therefrom and become a more useful United States citizen by reason of such education, and be of "extraordinarily good" academic standing.
3. Recipients were notified electronically that they are Wilbur Grant recipients.
4. Grant notification includes a proviso that indicates that receipt of the funding is subject to Board approval.
5. Returning upper-class Wilbur Grant recipients continue to be awarded the Grant throughout their tenure at UVM provided they maintain academic progress consistent with academic requirements published in the University catalog and they otherwise continue to meet the Trust criteria.

## **EXECUTIVE COMMITTEE**

**June, 23, 2025**

### **Resolution approving contract for charter bus services**

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 Lamoille Valley Transportation, Incorporated for coach-style charter bus services beginning July 1, 2025, through June 30, 2030, in a total cumulative amount not to exceed \$6,000,000.

### **Resolution approving contract extension with Lewis-Burke Associates, 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 extension with Lewis-Burke Associates, LLC beginning July 1, 2025, through June 30, 2028, for a total cumulative amount not to exceed \$630,000.

### **Resolution to negotiate and execute contract for Human Resources benefit consulting 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 Human Resources benefits consulting services beginning July 1, 2025, through June 30, 2026, with four optional one-year renewals, in a total cumulative amount not to exceed \$1,800,000.

### **Resolution to negotiate and execute contract extension for Multimedia Rights with Catamount Sports Properties, LLC**

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is hereby authorized to negotiate and execute a ten-year extension to an existing multimedia rights agreement with Catamount Sports Properties, LLC beginning July 1, 2025, through June 30, 2035.

### **Resolution authorizing Englesby House maintenance**

WHEREAS, Englesby House, which was built in 1914, is on the National Register of Historic Places, and has interior and exterior maintenance issues that must be monitored and remedied to ensure its preservation and use; and

WHEREAS, Englesby House underwent a careful review when the house was vacated this spring; and

WHEREAS, maintenance, upkeep, repair, and improvement projects were identified; and

WHEREAS, aggregate or single project expenditures that total \$100,000 or greater require Board approval; and

WHEREAS, aggregate project expenditures are estimated to total approximately \$300,000; and

WHEREAS, project expenses are likely to span both FY 2025 and FY 2026 by the time the work is complete;

BE IT RESOLVED, that the Vice President for Finance and Administration, or his successor or designee, is authorized to proceed with interior and exterior work at Englesby House in a total amount not to exceed \$300,000.

**Resolution approving revisions to the Equal Opportunity Policy Statements**

BE IT RESOLVED, that the Executive Committee approves revisions to the Equal Employment Opportunity Policy Statement, appearing as Appendix A to this document, and

BE IT FURTHER RESOLVED, that the Executive Committee approves revisions to the Equal Opportunity in Educational Programs and Activities and Non-Harassment Policy Statement, appearing as Appendix B to this document, and reaffirms both policies as revised.

**Resolution approving amendments to the UVM Foundation Bylaws**

WHEREAS, the Board of Directors of The University of Vermont and State Agricultural College Foundation, Inc. (“the Foundation”) have indicated a desire to amend Article VI, Section 2 of the Foundation’s bylaws to increase the maximum number of members of the Foundation Board from twenty-nine (29) to thirty-three (33);

WHEREAS, the first sentence of Article VI, Section 2 of the Foundation’s bylaws currently states: “The Board of Directors shall be composed of not less than fifteen (15) or not more than twenty-nine (29) members, including *ex officio* directors, as determined from time to time by the Board.”;

WHEREAS, Article VI, Section 2(c) of the Foundation's bylaws contains the following Anti-Dilution Provision: "By virtue of the two Ex Officio Directors who are Trustees and the two Reserved UVM Trustee Seats, the University will have an active voice on the Board of the Foundation. In order to maintain this active voice in the event the size of the Foundation is expanded beyond 29 members, the University shall have the right to designate (either by name or by *ex officio* position) one additional director for every five new directors added to the Board above the current number of 29.";

WHEREAS, the Foundation proposes that the first sentence of Article VI, Section 2 of the Foundation's bylaws be amended to read: "The Board of directors shall be composed of not less than fifteen (15) or more than thirty-three (33) members, including *ex officio* directors, as determined from time to time by the Board.";

WHEREAS, the Foundation proposes that Anti-Dilution Provision contained in Article VI, Section 2(c) of the Foundation's bylaws be amended to read: "By virtue of the two Ex Officio Directors who are Trustees and the two Reserved UVM Trustee Seats, the University will have an active voice on the Board of the Foundation. In order to maintain this active voice, if the size of the Board of the Foundation is increased to 34 members, the University shall have the right to designate (either by name or by *ex officio* position) one additional director. Thereafter, the University shall have the right to designate one additional director for every five new directors added to the Board of the Foundation.";

WHEREAS, Article XIII of the Foundation's bylaws requires the University's approval before the Foundation may make any amendments to Article VI, Section 2 of the Foundation's bylaws;

BE IT RESOLVED, that the Executive Committee approves the requested revisions to the Foundation's bylaws.

OFFICE OF COMPLIANCE SERVICES  
UVM.EDU/POLICIES

## POLICY

**Title:** Equal Employment Opportunity/~~Affirmative Action~~ Policy  
Statement ~~—Interim~~

### 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, national origin, including shared ancestry or ethnic characteristics,<sup>1</sup> 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, ~~including and~~ sexual harassment, ~~are is a~~ 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.~~ The University will reasonably, timely, and effectively respond to all reports of discrimination and discriminatory harassment of which the University has notice, based on the protected categories referenced herein.

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 ~~discriminatory~~ 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.

<sup>1</sup> The University recognizes that discrimination based on shared ancestry or ethnic characteristics can include antisemitic discrimination, anti-Arab discrimination, anti-Asian discrimination, or similar forms of discriminatory conduct.

The University of Vermont maintains an audit and reporting system that measures the effectiveness of the University's [compliance with federal regulatory requirements related to equal employment opportunity](#) 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; [U.S. Department of Homeland Security regulation 6 C.F.R Part 19](#); and the Vermont Fair Employment Practices Act, all as amended; and such other federal, state and local non-discrimination laws as may apply.

Note: This Statement of Policy is the official University of Vermont Equal Educational Opportunity Policy Statement and supersedes all prior policy statements regarding its subject matter. It may be modified only by written statement issued by the President as Chief Executive Officer of the University or by formal action by the University of Vermont and State Agricultural College Board of Trustees. This Policy Statement is designed to express the University's intent and commitment to comply with the requirements of federal, state, and local non-discrimination laws. It shall be applied co extensively with 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 interpretation of this policy should be directed to the following (in accordance with the policy elaboration and procedures):	
Title(s)/Department(s):	Contact Information:
Director, Office of Equal Opportunity	Nick Stanton 428 Waterman Building (802) 656-3368
<b>Questions about policies related to Title IX, including sex discrimination, sexual harassment, and all forms of sexual violence</b>	
Title IX Coordinator Office of Equal Opportunity	Emily McCarthy 428 Waterman Building (802) 656-3368
<b>Questions about disability related issues</b>	
ADA/Section 504 Coordinator Office of <a href="#">Equal Opportunity Accessibility Services</a>	<a href="#">A170 Living Learning Building</a> <a href="#">(802) 656-7753</a> <del>428 Waterman Building</del> <del>(802) 656-0945</del>
Questions may also be directed to government agencies having oversight and enforcement authority with respect to the referenced laws. A complete listing of such agencies may be obtained from the Office of Equal Opportunity.	
The University has developed an Affirmative Action Plan <a href="#">specific to the Vietnam Era Veterans' Readjustment Assistance Act of 1974 ("VEVRAA") and Section 503 of the Rehabilitation Act of 1973 ("Rehabilitation Act")</a> . 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.	

## Forms/Flowcharts/Diagrams

- [Online Bias, Discrimination, & Harassment Incident Reporting Form](#)

## Related Documents/Policies

- [Accessibility Policy](#)
- [Discrimination, Harassment, and Sexual Misconduct Policy](#)
- [Equal Opportunity in Educational Programs and Activities and Non-Harassment](#)
- [Handling and Resolving Discrimination, Harassment, and Sexual Misconduct Complaints Involving Student Respondents – Interim](#)
- [Resolution Procedures for Title IX Offenses involving Student Respondents under 2020 Final Rule](#)
- [Handling and Resolving Discrimination, Harassment, and Sexual Misconduct Complaints involving Employee Respondents – Interim](#)

## 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

<b>Responsible Official:</b>	Chief Human Resource Officer	<b>Approval Authority:</b>	President and the Chair of the Board of Trustees
<b>Policy Number:</b>	V. 7.3.12	<b>Effective Date:</b>	February 4, 2017
<b>Revision History:</b>	<ul style="list-style-type: none"><li>• V. 7.0.1.1 effective April 7, 2006</li><li>• V. 7.0.1.2 effective September 5, 2008</li><li>• V. 7.0.1.3 effective April 13, 2009</li><li>• V. 7.0.1.4 effective March 8, 2010</li><li>• V. 7.0.1.5 effective May 22, 2011</li><li>• V. 7.0.1.6 effective May 19, 2012</li><li>• V. 7.3.7/V. 7.0.1.7 effective February 9, 2013</li><li>• V. 7.3.8 effective February 8, 2014</li><li>• V. 7.3.9 effective February 7, 2015</li><li>• V. 7.3.10 effective February 6, 2016</li><li>• V. 7.3.11/V. 4.23.11 Reaffirmed as revised by the President and the Chair of the Board of Trustees: February 3, 2018, March 6, 2019, February 27, 2023</li></ul>		



	<ul style="list-style-type: none"> <li>• Reaffirmed by the President February 3, 2020, February 9, 2021, March 7, 2022 and the Chair of the Board of Trustees January 30, 2020, February 8, 2021, March 10, 2022, May 17<sup>th</sup>, 2024</li> <li>• Responsible official officially changed from the Vice President for Human Resources, Diversity and Multicultural Affairs and Vice President for Finance and Administration on May 1, 2020</li> <li>• Responsible official officially changed from the Vice President for Finance and Administration to the Chief Human Resource Officer October 3, 2022</li> <li>• V. 7.3.12 approved as interim August 25, 2023</li> </ul>
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*University of Vermont Policies and Operating Procedures are subject to amendment. For the official, approved, and most recent version, please visit UVM's [Institutional Policies Website](#).*

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**OFFICE OF COMPLIANCE SERVICES**  
**UVM.EDU/POLICIES**

## POLICY

**Title:** Equal Opportunity in Educational Programs and Activities and Non-Harassment—~~Interim~~

### 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 origin, including shared ancestry or ethnic characteristics<sup>1</sup>, 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. The University will reasonably, timely, and effectively respond to all reports of discrimination and discriminatory harassment of which the University has notice, based on the protected categories referenced herein.

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 interpretation of this policy should be directed to the following (in accordance with the policy elaboration and procedures):	
Title(s)/Department(s):	Contact Information:
Questions regarding this policy statement or compliance with its provisions may be directed to:	
<a href="#">Dean of Students</a>	<a href="#">41-43 South Prospect Street</a> <a href="#">Burlington, VT 05405</a> <a href="#">(802) 656-3380</a>
Or	

<sup>1</sup> The University recognizes that discrimination based on shared ancestry or ethnic characteristics can include antisemitic discrimination, anti-Arab discrimination, anti-Asian discrimination, or similar forms of discriminatory conduct.

Director, Office of Equal Opportunity	Nick Stanton 428 Waterman Building Burlington VT, 05405 (802) 656-3368
Questions may also be directed to government agencies having oversight and enforcement authority with respect to the referenced laws. A complete listing of those agencies may be obtained from the Office of Equal Opportunity.	
<b>Questions about policies related to Title IX, including sex discrimination, sexual harassment, and all forms of sexual violence</b>	
Title IX Coordinator Office of Equal Opportunity	Emily McCarthy 428 Waterman Building Burlington VT, 05405 (802) 656-3368
<b>Questions about disability related issues</b>	
<a href="#">Office of Accessibility Services / Student Accessibility Services</a>	Sharon Mone – <a href="#">ADA/504 Coordinator</a> A-170, Living/Learning Center 633 Main Street Burlington VT, 05405 (802) 656-4075
<a href="#">ADA/Section 504 Coordinator Office of Equal Opportunity</a>	<del>428 Waterman Building Burlington VT, 05405 (802) 656-0945</del>

## Forms/Flowcharts/Diagrams

- [Bias, Discrimination, and Harassment Reporting Form](#)

## Related Documents/Policies

- [Discrimination, Harassment, and Sexual Misconduct Policy](#)
- [Equal Employment Opportunity/Affirmative Action Policy Statement](#)
- [Handling and Resolving Discrimination, Harassment, and Sexual Misconduct Complaints Involving Student Respondents – Interim](#)
- [Resolution Procedures for Title IX Offenses involving Student Respondents under 2020 Final Rule](#)
- [Handling and Resolving Discrimination, Harassment, and Sexual Misconduct Complaints involving Employee Respondents – Interim](#)

## 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

<b>Responsible Official:</b>	Chief Human Resource Officer	<b>Approval Authority:</b>	President and the Chair of the Board of Trustees
<b>Policy Number:</b>	V. 7.4.12	<b>Effective Date:</b>	February 4, 2017
<b>Revision History:</b>	<ul style="list-style-type: none"> <li>• V. 7.0.5.1 effective April 7, 2006</li> <li>• V. 7.0.5.2 effective September 5, 2008</li> <li>• V. 7.0.5.3 effective April 13, 2009</li> <li>• V. 7.0.5.4 effective March 8, 2010</li> <li>• V. 7.0.5.5 effective May 22, 2011</li> <li>• V. 7.0.5.6 effective May 19, 2012</li> <li>• V. 7.4.7/V. 7.0.5.7 effective February 9, 2013</li> <li>• V. 7.4.8 effective February 8, 2014</li> <li>• V. 7.4.9 effective February 7, 2015</li> <li>• V. 7.4.10 effective February 6, 2016</li> <li>• V. 7.4.11 Reaffirmed as revised by the President and the Chair of the Board of Trustees: February 3, 2018 and March 6, 2019, February 27, 2023</li> <li>• V. 7.4.11/V. 4.24.11 Reaffirmed by the President February 3, 2020, February 9, 2021, April 4, 2022 and the Chair of the Board of Trustees January 30, 202, February 8, 2021, April 5, 2022, May 17<sup>th</sup>, 2024</li> <li>• Responsible official officially changed from the Vice President for Human Resources, Diversity and Multicultural Affairs to the Vice President for Finance and Administration on May 1, 2020</li> <li>• Responsible official officially changed from the Vice President for Finance and Administration to the Chief Human Resource Officer October 3, 2022</li> </ul>		

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*University of Vermont Policies and Operating Procedures are subject to amendment. For the official, approved, and most recent version, please visit UVM's [Institutional Policies Website](#).*

## **EXECUTIVE COMMITTEE**

**August 11, 2025**

### **Resolution approving appointment of Treasurer**

BE IT RESOLVED, that the Executive Committee hereby appoints Alicia Estey as University Treasurer effective August 20, 2025; and

BE IT FURTHER RESOLVED, that by virtue of such appointment the Executive Committee authorizes and directs her to perform the responsibilities as set forth in the University Bylaws; and

BE IT FINALLY RESOLVED, that the Executive Committee recognizes with gratitude the service of Richard H. Cate as University Treasurer.

### **Resolution ratifying contract for Human Resources benefit consulting services**

BE IT RESOLVED, that the Executive Committee hereby ratifies the contract for Human Resources benefit consulting services with Willis, Towers, and Watson LLC, which was approved by the Vice President for Finance and Administration on June 23, 2025. The contract will commence on August 1, 2025, through July 31, 2026, with four optional one-year renewals, in an amount not to exceed \$1,800,000.

### **Resolution approving contract renewals with MAXIMUS Higher Education, Incorporated**

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to renew contracts with MAXIMUS Higher Education, Incorporated for software licenses beginning July 1, 2025, through June 30, 2026, with four optional one-year renewals, for a total amount not to exceed \$ 395,000.

### **Resolution approving contracts with ProQuest, LLC**

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into contracts with ProQuest, LLC for electronic data resources for the UVM Libraries beginning September 1, 2025, through August 31, 2026, with nine one-year renewal options, for an amount not to exceed \$4,000,000.