

**THE UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE
BOARD OF TRUSTEES**

FULL BOARD MEETING

Chair Cynthia Barnhart, Vice Chair Donald McCree, Secretary Catherine Toll, John Bartholomew, Scott Beck, Susan Brengle, Frank Cioffi, Matt Devost, John Dineen, R. Stanton Dodge, Jodi Goldstein, Jennifer Ha, McKenzie Hart, Stephanie Jerome, Ron Lumbra, Jason Maulucci, Carol Ode, Ed Pagano, Kristina Pisanelli, Interim President Patricia Prelock, Monique Priestley, Lucy Rogers, Governor Phil Scott, Shap Smith, and Tristan Toleno

Friday, May 16, 2025

3:45 pm. – 5:00 p.m.

Silver Maple Ballroom (401), Dudley H. Davis Center

Public access to the meeting is available at
<https://go.uvm.edu/board-of-trustees-may-2025>

AGENDA

	Item	Enclosure/ Exemption	Discussion Leader	Time
	Call to order			*3:45 p.m.
1.	Approval of March 20, 2025 meeting minutes	Attachment 1	Cynthia Barnhart	3:45-3:47
2.	Public comment		Cynthia Barnhart	3:47-4:02
3.	Committee & Board reports			4:02-4:20
	Audit		Shap Smith Matt Devost	
	Budget, Finance & Investment		John Dineen	
	Educational Policy & Institutional Resources		Stephanie Jerome	
	UVM Board		Jodi Goldstein	
	VT Agricultural College Board		Carol Ode	
4.	Recognition of retired trustees		Cynthia Barnhart	4:20-4:25
5.	Approval of consent agenda	Attachment 2; Appendices A-C	Cynthia Barnhart	4:25-4:27
6.	Recognition of President Prelock and Vice President Cate		Cynthia Barnhart Don McCree	4:27-4:37
7.	Other business**		Cynthia Barnhart	4:37-5:00
	Motion to adjourn			5:00 p.m.

*Times are approximate.

**The Chair will entertain a motion to enter into executive session as needed.

**BOARD OF TRUSTEES
UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE**

A special meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Thursday, March 20, 2025, at 12:00 p.m. via remote conferencing.

MEMBERS PRESENT: Chair Cynthia Barnhart, Vice Chair Donald McCree¹, Secretary Catherine Toll, John Bartholomew, Scott Beck, Susan Brengle¹, Frank Cioffi, Jodi Goldstein, Jennifer Ha, McKenzie Hart, Stephanie Jerome, Ron Lumbra, Jason Maulucci², Carol Ode, Ed Pagano, Kristina Pisanelli, Lucy Rogers, and Tristan Toleno

MEMBERS ABSENT: Matt Devost, John Dineen, R. Stanton Dodge, Interim President Patricia Prelock, Monique Priestley, Shap Smith, and Governor Phil Scott

ALSO PARTICIPATING: Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen and Isaacson, Miller partner Vijay Saraswat

¹Departed the meeting at 12:30 p.m.

²Joined the meeting at 12:30 p.m.

Chair Cynthia Barnhart called the meeting to order at 12:05 p.m.

Approval of previous minutes

A motion was made, seconded and it was voted to approve the minutes from the March 14, 2025, special meeting as presented.

Executive session

At 12:07 p.m. Chair Barnhart entertained a motion to enter into executive session to discuss the appointment or evaluation of a public officer. She noted that action is anticipated following the session, which is expected to last approximately 55 minutes.

Trustees, Vice President for Legal Affairs & General Counsel Sharon Reich Paulsen Cate, and Isaacson, Miller partner Vijay Saraswat were invited to remain.

The meeting was re-opened to the public at 1:02 p.m.

Other business

Chair Barnhart introduced the following resolution for approval:

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.

A motion was made, seconded, and the resolution was unanimously approved as presented.

Adjournment

There being no further business, the meeting was adjourned at 1:05 p.m.

Respectfully submitted,

Cynthia Barnhart, Chair

DRAFT
CONSENT AGENDA

May 16, 2025

EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE

1. **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.

2. **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.

3. **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.

4. **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.

5. **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.

6. **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.

7. **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.

8. **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.

9. **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.

10. **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.

11. **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.

12. 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

13. Resolution sunseting 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.

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

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

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

BE IT FINALLY RESOLVED, that the 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 -

15. 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 -

16. 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 –

17. 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.

18. **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.

19. **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.

20. 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.

FULL BOARD

20-24. 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.

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](#)

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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.

Deleted: which may be included under the authority of the Common Board of Trustees to be established

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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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.

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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 group¹ 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.

¹ 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.