

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

FULL BOARD MEETING

Chair Cynthia Barnhart, Vice Chair Donald McCree, Secretary Catherine Toll, Theresa Alberghini DiPalma, John Bartholomew, Scott Beck, Susan Brengle, Frank Cioffi, Shannon Deegan, Matt Devost, R. Stanton Dodge, Jodi Goldstein, McKenzie Hart, Stephanie Jerome, Jason Maulucci, Carol Ode, Ed Pagano, Kristina Pisanelli, Monique Priestley, Lucy Rogers, Governor Phil Scott, Shap Smith, Shahriar Tafti, Tristan Toleno, and President Marlene Tromp

Saturday, October 17, 2026

9:30 a.m. – 10:30a.m.

Livak Ballroom (417-419), Dudley H. Davis Center

Public access to the meeting is available at
<https://go.uvm.edu/board-of-trustees-october26>

AGENDA

	Item	Enclosure/ Exemption	Discussion Leader	Time
	Call to order			*9:30 am.
1.	Approval of May 15, 2026 meeting minutes	Attachment 1	Cynthia Barhnart	9:30-9:32
2.	Public comment		Cynthia Barhnart	9:32-9:47
3.	Committee & Board reports			9:47-10:02
	Audit		Shap Smith	
	Educational Policy & Institutional Resources		Stephanie Jerome	
	Budget, Finance & Investment		Kristina Pisanelli	
	UVM Board		Jodi Goldstein	
	VT Agricultural College Board		Carol Ode	
4.	Approval of consent agenda	Attachment 2	Cynthia Barhnart	10:02-10:05
	Motion to enter into executive session**			
5.	UVM Health Affiliation Agreement update	Contracts Attorney-client privilege	Sharon Reich Paulsen	10:05-10:10
6.	Litigation update	Advice of counsel	Sharon Reich Paulsen	10:10-10:20
7.	Collective bargaining update	Labor relations agreements	Alicia Estey Sharon Reich Paulsen	10:20-10:25
	Motion to go out of executive session			

8.	Other business Resolution authorizing negotiation and execution of collective bargaining agreement	Separate distribution	Cynthia Barhnart	10:25-10:30
	Adjourn			10:30 a.m.

*Times are approximate.

**The Chair will entertain a motion to enter into executive session to discuss contracts, labor relations agreements, and to receive advice from counsel. Action is anticipated following.

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

A meeting of the Board of Trustees of the University of Vermont and State Agricultural College was held on Friday, May 15, 2026, at 2:15 p.m. in the Silver Maple Ballroom (401), Dudley H. Davis Center.

MEMBERS PRESENT: Chair Cynthia Barnhart, Vice Chair Donald McCree, Secretary Catherine Toll, Theresa Alberghini DiPalma, John Bartholomew, Scott Beck, Susan Brengle, Frank Cioffi, Shannon Deegan, Matt Devost, R. Stanton Dodge, Jodi Goldstein, McKenzie Hart, Stephanie Jerome, Kristina Pisanelli, Ed Pagano, Lucy Rogers¹, Shap Smith, Shahriar Tafti, Tristan Toleno, and President Marlene Tromp

MEMBERS ABSENT: Jason Maulucci, Carol Ode, Monique Priestley, and Governor Phil Scott

ALSO PARTICIPATING: Interim Provost Linda Schadler, Vice President for Finance and Administration Alicia Estey, Vice President for Legal Affairs and General Counsel Sharon Reich Paulsen, Chief of Staff to the President Jonathan D'Amore, and Executive Director of Government Relations Wendy Koenig

¹ Joined the meeting via remote conferencing.

Chair Cynthia Barnhart called the meeting to order at 2:15 p.m.

Approval of Minutes

Chair Barnhart presented the March 2, 2026, meeting minutes noting an amendment on page 3 correcting the date of the May 2027 Board meeting. A motion was made, seconded and it was voted to approve the minutes as amended.

Public Comment

Chair Barnhart opened the public comment period by reviewing the process. She then invited the following persons to address the Board:

Reed Scott, Neil Traft, and Rain Younger, each representatives of the Graduate Student Union, shared concerns regarding graduate student employment, including the lack of dental and vision care in their benefits and their interest in robust non-discrimination and harassment protections.

Committee Reports

Audit Committee

Chair Shap Smith offered a report of the Audit Committee meeting held on April 13, 2026. Lead External Audit Engagement Partner Bob Mahoney, Managing Director Lisa Pagliaro, and Senior Audit Manager Matt Lyman presented KPMG's FY 2026 engagement plan, including the scope of work, client services team, and approach. The engagement plan is consistent with prior years. Mr. Mahoney and Ms. Pagliaro offered a high-level summary of KPMG's 2026 higher education industry update focusing on the evolving risk agenda for audit committees and internal audit, and the federal policy environment affecting higher education, especially student lending, research funding, immigration and visa impacts on international enrollment, and indirect cost recovery related to federally sponsored research. The committee authorized the retention of KPMG LLP, to conduct the mandatory annual audit of the financial statements and compliance audits for the fiscal year ending June 30, 2026.

Director of Compliance Services and Chief Privacy Officer Tessa Lucey provided an interim report on compliance and privacy program activity. She highlighted a number of work plan efforts including research security and the early formation of a cross-functional Research Security Program team in response to new federal requirements. Key advancements include the on-going development of a secure computing enclave and the launch of a new international travel policy, which both support research compliance and reduce broader institutional risk. She also provided an update on the ongoing policy modernization initiative, which has prioritized policy updates and improved access and understanding across the university. The update concluded with a review of key metrics. Over the past year, the office conducted 131 compliance consults, many of which were directly related to identified institutional risk areas. This trend is viewed positively, as it reflects growing awareness and willingness across the university community to seek guidance on higher-risk issues. It was noted that privacy and data incidents this year have been minimal and largely minor in nature.

The committee received an update on the Enterprise Risk Management program. The next biennial review will begin this summer through interviews with directors, senior leaders, department chairs, and Board committee chairs, with an updated inventory anticipated in early 2027.

Educational Policy and Institutional Resources Committee (EPIR)

Chair Stephanie Jerome reported Interim Provost Linda Schadler offered highlights from her written report including major leadership transitions across four dean positions and announcing the appointments of Dain LaRoche as Dean of College of Nursing and Health Sciences, Vikas Anand as Dean of the Grossman School of Business, and Mandar Dewoolkar as Dean of the College of Engineering and

Mathematical Sciences, while noting ongoing searches for the Graduate College and Libraries leadership roles. She emphasized the university's focus on student success and innovation through new AI literacy and ethics initiatives, faculty AI teaching guidelines, discipline-specific AI Fellows programs, and seven university-wide AI task forces led by Chief Information Officer Kellie Campbell and Vice President for Research & Economic Development Kirk Dombrowski. Provost Schadler also highlighted continued expansion of online education, including new undergraduate online degree planning and the launch of a new online PhD program. She concluded by celebrating student accomplishments in athletics and academics, including strong team performances, a record 14 Fulbright Scholars, two Udall Scholars, and impressive student research and innovation showcased during Senior Design Night and Research Week events.

The committee unanimously endorsed the following proposals for referral to the Board for approval:

- The creation of a minor in Exercise Science in the College of Nursing & Health Sciences
- The creation of a minor in Emergency Management and a minor in One Health in the College of Agriculture & Life Sciences
- The creation of a Certificate of Graduate Study in Specialized Literacy Studies, a Micro-Certificate of Graduate Study in Biomedical Innovation, a Micro-Certificate of Graduate Study in Sustainability Reporting, a Micro-Certificate of Graduate Study in Biomedical Entrepreneurship, and a Micro-Certificate of Graduate Study in Whole-Person Health, all in the Graduate College
- The termination of the Physical Education B.S. Ed. Program in the College of Education & Social Services

Vice Provost for Academic Affairs and Student Success Jennifer Dickinson updated the committee on student success efforts within the division, highlighting core support services such as accessibility services, tutoring, writing and career support, and TRIO programs, along with newer initiatives including STEM Scholars, StudyCATS, and Ask UVM, which focus on career readiness, academic coaching, and improving access to student support services, respectively.

Budget, Finance and Investment Committee (BFI)

Chair Kristina Pisanelli reported that the committee voted unanimously to endorse the following resolutions for referral to the Board for approval:

- Budget planning assumptions for FY27, with the general fund operating budget of \$457,328,289. Assumptions include a 4.5% increase in out-of-state tuition, a 2% increase in in-state tuition; a 3% state appropriation increase, but also a

7.2% enrollment decline, reduced F&A revenue, and flat operating investment income and unrestricted gifts, resulting in an overall 1.4% revenue decline excluding reserves. On the expense side, operating, insurance, utilities, and physical plant costs are increasing, while salaries and fringe show a net decrease largely due to a lower fringe rate. Actions already taken to address the gap include \$7.1 million in administrative reductions, an essential hiring pause, debt refinancing, and strategic use of gifts and endowments, with an additional \$12 million in reductions still in progress.

- Adoption of a new Investment Policy Statement that consolidates prior endowment-related policies into one governing document, and authorizes phased implementation by July 1, 2028.
- Reaffirmation of the Investment of Endowment Cash Policy which allows continuing authority for the Vice President for Finance and Treasurer to invest and withdraw endowment cash in short-term vehicles.
- The re-appointment of Sue Brengle to a second term on the University of Vermont Investment Management Company (UVIMCO) Board of Managers through June 30, 2031.
- A five-year contract renewal with Technolutions, Incorporated for customer relationship management software from July 1, 2026 through June 30, 2031, in an amount not to exceed \$285,000.

Trustee Sue Brengle provided an update on the university's financial position. She reported that the long-term investment pool continues to perform solidly against its objectives despite escalating geo-political and inflation pressure. The pool is broadly diversified and liquid with 75% of assets available within one quarter. The core mandate remains to meet the university's spending needs while supporting long-term growth. As of March 31, 2026, the pool stands at \$943 million, a decrease from the prior quarter.

Vice President for Finance and Administration Alicia Estey offered highlights from her written report including:

- Annual report on the net tuition stabilization fund – no change.
- Annual report on the proposed list of approved managers for cash management.
- UVM is conducting preliminary outreach to Truex Cullins & Partners and PC Construction to assess the work needed to revalidate the 2019 construction documents for the Multipurpose Center project.
- Two capital projects require notification to the Board due to their aggregate cost being greater than \$2 million and less than or equal to \$5 million:
 - Police Services renovations (\$2.3 million)
 - Main Street stormwater pond improvements (\$2.29 million)

University of Vermont Board

Chair Jodi Goldstein reported the Board approved the Wilbur Trust Fund Annual Report. During the 2025-26 academic year, 301 Vermont high school students received a total of \$1,933,964 in grants from the fund. The number of students receiving grants increased by 84 with an additional \$949,946 awarded in grants over last year.

The Board reviewed a summary of the Wilbur Trust Fund financial report which totals over \$28M as of February 28, 2026.

The following officers were re-elected for one-year terms: Jodi Goldstein as Chair; Kristina Pisanelli as Vice Chair; and R. Stanton Dodge was elected as Secretary.

The remainder of the meeting was held in executive session to discuss trustee recruitment.

Vermont Agricultural College Board

Vice Chair Shap Smith reported on behalf of Chair Carol Ode noting the Board received an update on the state legislative session from Executive Director of Government Relations Wendy Koenig. Discussion included recent engagement with legislators and state stakeholders regarding several university priorities, including the proposed Multipurpose Center and broader higher education policy issues. She reported on developments related to the statewide task force addressing sexual assault prevention and response. Following legislative funding changes to the initiative, all colleges and universities in Vermont will now participate collaboratively, with institutions sharing financial responsibility for supporting and sustaining the effort moving forward.

The Board discussed the growing need for broader public messaging around the national demographic enrollment decline and its implications for higher education institutions. Trustees and university leadership emphasized the importance of communicating how enrollment trends, reductions in research support, and changing funding landscapes may impact the university's long-term competitiveness and financial sustainability.

In addition, trustees discussed the importance of strengthening relationships with state and local stakeholders, including Appropriations Committees and Burlington City Council, to reinforce the university's value to Vermont and the surrounding community. Trustees highlighted the positive impact of affordability initiatives, such as the Vermont Promise program, in improving accessibility and competitiveness for prospective students. Trustees also discussed the importance of continued proactive

engagement with media and public audiences to ensure accurate understanding of the university's priorities, funding needs, and long-term strategic goals.

The Board held their annual election of officers and Carol Ode was re-elected as Chair, Shap Smith was re-elected as Vice Chair and Stephanie Jerome as Secretary. Each officer will serve a one-year term.

Approval of Consent Agenda

Chair Barnhart introduced the consent agenda for approval. She reminded trustees that all resolutions will be voted on as a consent agenda unless there is a request for a separate vote on a particular resolution.

The following consent agenda was presented for approval:

EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE

1. **Resolution approving the creation of a minor in Exercise Science in the College of Nursing & Health Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Exercise Science in the College of Nursing & Health Sciences, as approved and advanced by the Interim Provost on March 2, 2026 and President on March 3, 2026.

2. **Resolution approving the creation of a minor in Emergency Management in the College of Agriculture & Life Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in Emergency Management in the College of Agriculture & Life Sciences, as approved and advanced by the Interim Provost on March 2, 2026 and President on March 3, 2026.

3. **Resolution approving the creation of a minor in One Health in the College of Agriculture & Life Sciences**

BE IT RESOLVED, that the Board of Trustees approves the creation of a minor in One Health in the College of Agriculture & Life Sciences, as approved and advanced by the Interim Provost on March 24, 2026 and President on March 26, 2026.

4. **Resolution approving a Certificate of Graduate Study in Specialized Literacy Studies in the Graduate College**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Certificate of Graduate Study in Specialized Literacy Studies in the Graduate College in conjunction with the College of Education & Social Services, as approved and advanced by the Interim Provost March 2, 2026 and President on March 3, 2026.

5. **Resolution approving a Micro-Certificate of Graduate Study in Biomedical Innovation in the Graduate College**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in Biomedical Innovation in the Graduate College in conjunction with the College of Engineering & Mathematical Sciences, as approved and advanced by the Interim Provost March 2, 2026 and President on March 3, 2026.

6. **Resolution approving a Micro-Certificate of Graduate Study in Sustainability Reporting in the Graduate College**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in Sustainability Reporting in the Graduate College in conjunction with the Grossman School of Business, as approved and advanced by the Interim Provost March 2, 2026 and President on March 3, 2026.

7. **Resolution approving a Micro-Certificate of Graduate Study in Biomedical Entrepreneurship in the Graduate College**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in Biomedical Entrepreneurship in the Graduate College in conjunction with the Larner College of Medicine, as approved and advanced by the Interim Provost April 28, 2026 and President on April 29, 2026.

8. **Resolution approving the termination of the Physical Education B.S. Ed. Program in the College of Education & Social Services**

BE IT RESOLVED, that the Board of Trustees approves the termination of the Physical Education B.S. Ed. Program in the College of Education & Social Services as approved and advanced by the Interim Provost April 28, 2026 and President on April 29, 2026.

9. **Resolution approving a Micro-Certificate of Graduate Study in Whole-Person Health for Healthcare Practitioners in the Graduate College**

BE IT RESOLVED, that the Board of Trustees approves the creation of a Micro-Certificate of Graduate Study in Whole-Person Health for Healthcare Practitioners

in the Graduate College in conjunction with the College of Nursing and Health Sciences, as approved and advanced by the Interim Provost and President on May 14, 2026.

BUDGET, FINANCE & INVESTMENT COMMITTEE

10. Resolution adopting new Investment Policy Statement and authorizing implementation

WHEREAS, the Board of Trustees adopted a Statement of Investment Policies and Objectives, in February 2011 governing the University of Vermont's Long-Term Investment Pool, including the Endowment Fund; and

WHEREAS, on February 11, 2023, the Board authorized the creation of the University of Vermont Investment Management Company ("UVIMCO") to manage the combined endowment assets of the University and the UVM Foundation; and

WHEREAS, on January 30, 2024, the University and UVIMCO executed an Investment Management Agreement protecting the University's interests; and

WHEREAS, on April 17, 2026, the UVM Foundation Board of Directors endorsed a new Investment Policy Statement recommended by UVIMCO; and

WHEREAS, provisions of the prior Statement of Investment Policies and Objectives, Endowment Budget Policy, Endowment Administration Fee Policy, Investment Policy & Objectives for the Planned Giving Program, Proxy Votes and Shareholder Resolutions Procedures, Resolution on Socially Responsible Investing, and Underwater Endowment Guidelines, have been fully incorporated into the new Investment Policy Statement, rendering those policies unnecessary; and

WHEREAS the Vice President of Finance and Administration recommends a phased implementation to accommodate system changes and minimize disruption to endowment spending distributions;

BE IT RESOLVED, that the Budget, Finance & Investment Committee recommends that the Board of Trustees adopt the new Investment Policy Statement, appearing as Appendix A to this document; and

BE IT FINALLY RESOLVED, that the Vice President for Finance and Administration is authorized to implement the Investment Policy Statement no later than fiscal year beginning July, 1 2028.

11. **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

Board of Trustees – May 15, 2026

12. **Resolution approving appointment to the University of Vermont Investment Management Company (“UVIMCO”) Board of Managers**

WHEREAS, on February 11, 2023, the Board of Trustees authorized an engagement with University of Vermont Investment Management Company (“UVIMCO”), an investment subsidiary company of UVM Foundation, to oversee and manage the combined endowment assets of the University and UVM Foundation; and

WHEREAS the Operating Agreement for UVIMCO requires an eleven-member Board of Managers, four classified members who shall be appointed by UVM Foundation’s Board of Directors, three classified members who shall be appointed by the University of Vermont Board of Trustees, and four ex officio members being the University’s President, the University’s Budget, Finance and Investment Committee Chair, UVM Foundation’s President and CEO, and UVM Foundation’s Finance and Investment Committee Chair; and

WHEREAS, on May 20, 2023, the Board of Trustees appointed the following individuals to the UVIMCO Board of Managers: Sue Brengle, with an initial term expiring on June 30, 2026; Don McCree, with an initial term expiring on June 30, 2027; and David Daigle, with an initial term expiring on June 30, 2028;

BE IT RESOLVED that the Board of Trustees appoints Sue Brengle to the UVIMCO Board of Managers for a second term expiring June 30, 2031.

13. **Resolution approving contract renewal with Technolutions, Incorporated**

BE IT RESOLVED, that the Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into a contract renewal with Technolutions, Incorporated, for customer relationship management software beginning July 1, 2026, through June 30, 2031, for a total amount not to exceed \$285,000.

14. **Resolution approving fiscal year 2027 budget planning assumptions: general fund**

BE IT RESOLVED, that the Board of Trustees hereby approves the budget planning assumptions for fiscal year 2027, which lead to a general fund operating expense budget for the University of \$457,328,289, and hereby authorizes the President to proceed with detailed budget preparation in accordance with these assumptions.

Chair Barnhart offered an opportunity for questions. There being none, a motion was made, seconded, and the consent agenda of resolutions was unanimously approved as presented.

Executive Session

At 2:45 p.m., Chair Barnhart entertained a motion to enter into executive session to discuss labor relations agreements. She noted the session would last approximately 10 minutes and no action is anticipated following.

The following persons were invited to remain: Trustees, Interim Provost Linda Schadler, Vice President Sharon Reich Paulsen, Vice President Alicia Estey, Chief of Staff to the President Jonathan D'Amore, and Executive Director of Government Relations Wendy Koenig. Trustee Shahriar Tafti departed the meeting.

The meeting was re-opened to the public at 3:10 p.m.

Adjournment

There being no further business the meeting was adjourned.

Respectfully submitted,

Cynthia Barnhart, Chair

INVESTMENT POLICY STATEMENT

A) INTRODUCTION

This Investment Policy Statement (“Policy”) is authorized by the Board of Trustees (“Board”) of the University of Vermont and State Agricultural College (“University”), which has fiduciary responsibility over the University’s assets subject to this Policy. The purpose of this Policy is to establish a framework for the administration and management of the assets, including the establishment of reasonable expectations, objectives, and guidelines.

B) STANDARD OF CARE

In seeking to attain the investment objectives set forth in this Policy, the Board shall exercise prudence and appropriate care in accordance with the Vermont Uniform Prudent Management of Institutional Funds Act (“UPMIFA”). UPMIFA requires members of a governing board to “manage and invest the fund in good faith and with the care an ordinary prudent person in a like position would exercise under similar circumstances.”

In making decisions regarding the management and investment of institutional funds, the Board will consider factors that may be expected to have a material impact on investment outcomes, including but not limited to expected return and risk, liquidity, taxes, costs, and diversification. The Board will act in good faith with the care a prudent person would exercise in making investment decisions in the context of a diversified investment portfolio.

No member of the Board shall have or appear to have a conflict of interest that impairs or appears to impair the member’s ability to exercise independent and unbiased judgment in the good faith discharge of the member’s duties.

C) INVESTMENT OVERSIGHT

Investment Oversight, for the purpose of this Policy, is defined as the responsibility for defining the parameters within which investments will be managed and for evaluating the investment results for managed investments. The Board and its Budget, Finance, and Investment Committee (“Committee”) have the responsibility for Investment Oversight, including but not limited to:

- 1) Appoint members to the University of Vermont Investment Management Company, LLC (“UVIMCO”).
- 2) Authorize and review investment management agreements with UVIMCO.
- 3) Affirm, or recommend changes to, this Policy on an annual basis.
- 4) Establish overall investment objectives and set broad parameters for asset allocation and risk to be defined in an appendix to this Policy.
- 5) Vote all proxies for securities or delegate such power in an investment management agreement to a third party or by resolution to staff.
- 6) Monitor investment results and market conditions on at least a quarterly basis to assure investment objectives are being met.
- 7) Review investment performance with UVIMCO at least twice per year or with others responsible for Investment Management.
- 8) Review, at least annually, investment transactions to ensure compliance with this Policy.

D) INVESTMENT MANAGEMENT

Investment Management, for the purposes of this Policy, is defined as the responsibility for executing the investment process. Investment Management responsibilities are assigned to UVIMCO or others in the appendices, including but are not limited to:

- 1) Manage and be accountable for the investment process and investment outcomes.
- 2) Determine appropriate asset allocation and risk consistent with the mandates and objectives described in the appendices.
- 3) Review this Policy no less than annually and make recommendations to the Committee as appropriate.
- 4) Develop, adhere to, and annually review a conflicts of interest policy.
- 5) Engage, review, and terminate external advisors and consultants to assist with the investment process.
- 6) Select, review, and terminate investment managers with demonstrated expertise to manage selected assets based on a range of factors including manager investment philosophy and strategy, experience, results, risk, and fees.
- 7) Select, review, and dispose of any other investment holdings.
- 8) Determine appropriate internal benchmarks for evaluating advisors, investment managers, and any other investment holdings.
- 9) Monitor investment results and market conditions to ensure investment objectives are being met and ensure that investment processes comply with this Policy.
- 10) Report investment results to the Board and Committee.

E) POOLED AND NON-POOLED ENDOWMENTS AND INVESTMENTS

Unrestricted assets and restricted assets may be invested according to a donor gift instrument or by Board resolution (each commonly called an endowment).

Endowments may be pooled for investment purposes or an endowment may be individually invested. Pooled endowments will be managed in the form of unitized accounts, as further described in this Policy. A non-pooled endowment will be managed individually according to its donor gift instrument or Board resolution.

Donor gift instruments that require assets to be invested separately from the pools described in this Policy must be approved by the Board's Treasurer.

Each endowment must be managed according to its donor gift instrument or Board resolution; if there is a conflict between this Policy and the terms of an endowment, then the terms of the endowment will control. Donor gift instruments that conflict with this Policy must be approved by the Board's Treasurer. Transfer of an endowment in whole or in part between the asset pools must be approved by the Board's Treasurer.

The appendices of this Policy describe the terms and conditions for pooled and non-pooled endowments and investments.

F) PERFORMANCE BENCHMARKS

Performance benchmarks are used by the Boards to properly measure and evaluate investment outcomes. These performance benchmarks are intended for evaluation purposes and are not intended to guarantee or assure future investment performance. Benchmarks will be consistent with the mandate and investment objectives for the assets. While other benchmarks or comparisons may be used, the following are the primary performance benchmarks:

- 1) Market Passive Benchmark — This benchmark is used to evaluate investment outcomes against a simple investment strategy comprised of readily investible market indexes.
- 2) Inflation Benchmark — This benchmark is used to evaluate whether investment returns are sufficient to cover inflation, distributions, and fees.
- 3) Peer Benchmark — This benchmark is used to evaluate investment outcomes compared to investment outcomes at institutions with endowments of similar market value.

G) ASSET CLASS DEFINITIONS

Assets will be generally organized into the following classes:

- 1) Cash — U.S. dollar denominated cash and cash equivalents, including money-market instruments and short-term US treasury and agency obligations.
- 2) Fixed Income — Holdings may include US and non-US government obligations, and asset-backed and corporate credit instruments.
- 3) Public Global Equity — Holdings may include public equities in US and international markets, including emerging markets.
- 4) Marketable Alternatives — Holdings may include investment strategies such as multi-strategy arbitrage, event arbitrage, distressed securities, credit/capital structure arbitrage, and long/short equity investments in global markets.
- 5) Private Investments — Holdings may include private investment strategies of all types, including but not limited to buyouts, venture capital, secondaries, distressed, real estate, and similar strategies.

APPENDIX 1 — LONG TERM POOL

Pool Name	Long Term Pool
Investment Oversight	Budget, Finance, and Investment Committee
Investment Management	UVIMCO
Investment Objectives	To provide uniform, stable, sustainable, and predictable distributions to support donor and Board purposes while exceeding performance benchmarks.

Investment Strategy	Time Horizon — The time horizon for these assets is perpetual. The Pool’s assets are to be invested for the long term, and a higher short-term volatility in these assets is to be expected and accepted. Total Return — The total return on the Pool will be evaluated on a five (5) year rolling basis and should be equal to an amount sufficient to maintain the purchasing power of these assets and provide necessary capital to fund distributions, fees, and other withdrawals. Risk Tolerance — Prudent investing requires taking reasonable risks in order to raise the likelihood of achieving the targeted investment returns. The Pool will be structured to maintain prudent levels of diversification. In terms of relative risk, the volatility of the Pool should be in line with the risk of the primary benchmark. Liquidity — The Pool will maintain adequate liquidity to meet requirements for distributions, fees, and investment commitments for each quarter. Fees — Fees and expenses associated with investment activities shall be appropriate and reasonable to maximize return and appreciation. Moral, Ethical, and Social Considerations — While assets must be invested in a manner consistent with prudent fiduciary practices, in compliance with the requirements of UPMIFA, moral, ethical, and social criteria may be considered in selecting investments or participating in shareholder resolutions.
Benchmarks	Market Passive Benchmark — 75% MSCI All Country World Index and 25% Bloomberg US Aggregate Bond Index. This is the primary benchmark. Inflation Benchmark — CPI plus 5% (where 5% approximates the effective withdrawal rate for spending distributions and fees). Peer Benchmark — Top quartile of NACUBO Study of Endowments for institutions with endowments of similar market value.

Performance Reporting	A quarterly report of investment performance, asset allocation, and liquidity will be provided by UVIMCO to the Budget, Finance and Investment Committee.	
Liquidity	<u>Liquidity</u>	<u>Allowable Range</u>
	Daily, monthly, or quarterly	60-100%
	Greater than quarterly or illiquid	0-40%
Asset Allocation	<u>Asset Class</u>	<u>Allowable Range</u>
	Cash	0-10%
	Fixed Income	0-30%
	Public Global Equity	30-80%
	Marketable Alternatives	0-15%
	Private Investments	0-30%
Holdings Requirements	a) No direct investments in fossil fuels. No new, nor extension of existing, private investments in fossil fuels. b) No direct or private investments in tobacco. c) No direct or private investments in the manufacture of cluster munitions as defined by the Oslo Treaty of December 2008. d) No direct or private investments in companies doing business with or otherwise aiding the governing regime of Sudan.	
Gifts and Other Additions	This is the primary and default investment pool for contributions by donors and for other additions by the Board. Gifts and other additions buy units each quarter, based on that quarter's ending market value per unit.	
Investment Return, Net	The pool's quarter-ending net investment return is credited to each unit owned at the start of the quarter.	
Spending Distributions and Other Withdrawals	Spending distributions and other withdrawals sell units each quarter, based on that quarter's ending market value per unit. Spending distributions will be assessed on a quarterly basis according to the following annualized calculation: 4.5% of the pool's average market value per unit for the trailing 20 quarters multiplied by the number of units as of December 31, for use the following fiscal year beginning July 1.	

Underwater Protocol	Whenever the December 31 market value of a permanent endowment is 90% or less of the historical gift amount, spending distributions will be suspended the following fiscal year.
Fees	An endowment management fee will be assessed based on the following annualized calculation: • 1.0% of the pool's average market value per unit for the trailing 20 quarters multiplied by the number of units as of December 31, for use the following fiscal year beginning July 1. ○ 20% to support the operations of the University of Vermont ○ 80% to support the operations of UVM Foundation

APPENDIX 2 – PLANNED GIVING POOLS

Pool Name	Planned Giving Pools
Investment Oversight	Budget, Finance, and Investment Committee
Investment Management	University Treasurer and State Street Investment Management

Investment Objectives	To grow inflation-adjusted value intended to benefit both the income beneficiary and the University by achieving investment returns that exceed distributions and fees, while exceeding performance benchmarks, for the following planned giving vehicles: Gift Annuity - Beneficiaries are paid fixed payments based on original gift value, and payments can be made from principal or income. A total return investment approach can be applied. Standard Payout Trusts - Beneficiary payments are based on the trust payout rate applied to an annual market value. Payments can be made from income or principal and a total return investment approach can be applied. Net Income Payout Trust - Beneficiary payments are based on the income (dividends and interest) earned by the portfolio up to but not exceeding the payout rates. Trusts established with a “make up provision” can use excess income in a given year to meet prior year short falls. If specified in the trust document, realized capital gains may be considered distributable income. Due to the need to generate income, an income-oriented investment approach must be applied. However, an equity allocation should be maintained to offset the effect of inflation on trust principal. Annuity Payout Trusts - Beneficiary payments are fixed based on the original gift value. Payments can be made from income or principal and a total return investment approach can be applied. Pooled Income Fund - Beneficiary payments are based on the income (dividends and interest) earned by the portfolio. Due to the need to generate income, an income-oriented investment approach must be applied. However, an equity allocation should be maintained to offset the effect of inflation on trust principal. This planned giving vehicle will cease no later than June 30, 2035.
Investment Strategy	Time Horizon —The Pool’s assets are to be invested for the long term, and a higher short-term volatility in these assets is to be expected and accepted. Total Return — The total return on the Pool will be evaluated on a five (5) year rolling basis and should be equal to an amount sufficient to maintain the purchasing power of these assets and provide necessary capital to fund distributions, fees, and other withdrawals.

	Risk Tolerance — Prudent investing requires taking reasonable risks in order to raise the likelihood of achieving the targeted investment returns. The Pool will be structured to maintain prudent levels of diversification. In terms of relative risk, the volatility of the Pool should be in line with the risk of the primary benchmark. Liquidity — The Pool will maintain adequate liquidity to meet requirements for distributions, fees, and investment commitments for each quarter. Fees — Fees and expenses associated with investment activities shall be appropriate and reasonable to maximize return and appreciation.																																			
Benchmarks	Market Passive Benchmark — 75% MSCI All Country World Index and 25% Bloomberg US Aggregate Bond Index. This is the primary benchmark.																																			
Performance Reporting	A report of investment performance, asset allocation, and liquidity will be provided by State Street Investment Management to the Budget, Finance and Investment Committee at least annually.																																			
Liquidity	<u>Liquidity</u> Daily, monthly, or quarterly Greater than quarterly or illiquid	<u>Allowable Range</u> 80-100% 0-20%																																		
Asset Allocation	<u>Charitable Gift Annuities</u> <table><thead><tr><th><u>Asset Class</u></th><th><u>Allowable Range</u></th></tr></thead><tbody><tr><td>Cash</td><td>0-5%</td></tr><tr><td>Fixed Income</td><td>10-70%</td></tr><tr><td> <i>Investment Grade Fixed Income</i></td><td>10-30%</td></tr><tr><td> <i>Non-Investment Grade Fixed Income</i></td><td>0-15%</td></tr><tr><td> <i>Non-US Fixed Income</i></td><td>0-10%</td></tr><tr><td> <i>Treasury Inflation Protected Securities</i></td><td>0-15%</td></tr><tr><td>Public Global Equity</td><td>20-90%</td></tr><tr><td> <i>US Large Cap Equity</i></td><td>10-45%</td></tr><tr><td> <i>US Mid Cap Equity</i></td><td>0-15%</td></tr><tr><td> <i>US Small Cap Equity</i></td><td>0-15%</td></tr><tr><td> <i>International Developed Equity</i></td><td>10-45%</td></tr><tr><td> <i>Emerging Markets Equity</i></td><td>0-20%</td></tr><tr><td>REITs</td><td>0-15%</td></tr><tr><td>Commodities</td><td>0-15%</td></tr></tbody></table> <u>5%, 6%, 6.5% Standard Payout CRUTS and Effective Payout CRATS</u> <table><thead><tr><th><u>Asset Class</u></th><th><u>Allowable Range</u></th></tr></thead><tbody><tr><td>Cash</td><td>0-5%</td></tr></tbody></table>		<u>Asset Class</u>	<u>Allowable Range</u>	Cash	0-5%	Fixed Income	10-70%	<i>Investment Grade Fixed Income</i>	10-30%	<i>Non-Investment Grade Fixed Income</i>	0-15%	<i>Non-US Fixed Income</i>	0-10%	<i>Treasury Inflation Protected Securities</i>	0-15%	Public Global Equity	20-90%	<i>US Large Cap Equity</i>	10-45%	<i>US Mid Cap Equity</i>	0-15%	<i>US Small Cap Equity</i>	0-15%	<i>International Developed Equity</i>	10-45%	<i>Emerging Markets Equity</i>	0-20%	REITs	0-15%	Commodities	0-15%	<u>Asset Class</u>	<u>Allowable Range</u>	Cash	0-5%
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Emerging Markets Equity	0-10%
REITs	0-15%
Commodities	0-15%
7% Standard Payout CRUTS and Effective Payout CRATS	
<u>Asset Class</u>	<u>Allowable Range</u>
Cash	0-5%
Fixed Income	10-90%
Investment Grade Fixed Income	10-35%
Non-Investment Grade Fixed Income	0-15%
Non-US Fixed Income	0-10%
Treasury Inflation Protected Securities	0-15%
Public Global Equity	10-90%
US Large Cap Equity	5-35%
US Mid Cap Equity	0-15%
US Small Cap Equity	0-15%
International Developed Equity	5-35%
Emerging Markets Equity	0-10%
REITs	0-15%
Commodities	0-15%
8%+ Standard Payout CRUTS and Effective Payout CRATS	
<u>Asset Class</u>	<u>Allowable Range</u>
Cash	0-5%
Fixed Income	20-80%
Investment Grade Fixed Income	20-40%
Non-Investment Grade Fixed Income	0-15%
Non-US Fixed Income	0-10%
Treasury Inflation Protected Securities	0-15%
Public Global Equity	10-80%
US Large Cap Equity	5-35%
US Mid Cap Equity	0-15%
US Small Cap Equity	0-15%
International Developed Equity	5-35%
Emerging Markets Equity	0-15%
REITs	0-15%
Commodities	0-15%

	<u>Net Income Payout Trusts</u> The Treasurer is authorized to determine the asset allocation for net income payout trusts. <u>Pooled Income Fund</u> <table> <tr> <th><u>Asset Class</u></th><th><u>Allowable Range</u></th></tr> <tr> <td>Cash</td><td>0-50%</td></tr> <tr> <td>Fixed Income</td><td>0-70%</td></tr> <tr> <td>Public Global Equity</td><td>0-80%</td></tr> <tr> <td> <i>High Yield</i></td><td>0-50%</td></tr> <tr> <td> <i>Hybrid</i></td><td>0-30%</td></tr> <tr> <td>REITs or Global Real Estate</td><td>0-25%</td></tr> </table>	<u>Asset Class</u>	<u>Allowable Range</u>	Cash	0-50%	Fixed Income	0-70%	Public Global Equity	0-80%	<i>High Yield</i>	0-50%	<i>Hybrid</i>	0-30%	REITs or Global Real Estate	0-25%
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<i>High Yield</i>	0-50%														
<i>Hybrid</i>	0-30%														
REITs or Global Real Estate	0-25%														
Holdings Requirements	None.														
Gifts and Other Additions	This investment pool is exclusively for contributions by donors for charitable trusts. Gifts and other additions buy units each month, based on that month's ending market value per unit.														
Investment Return, Net	The pool's month-ending net investment return is credited to each unit owned at the start of the month.														
Spending Distributions and Other Withdrawals	Spending distributions are determined based on the terms of each donor agreement.														
Underwater Protocol	Not applicable.														
Fees	Not applicable.														

CONSENT AGENDA

October 17, 2026

AUDIT COMMITTEE

1. Resolution approving Audit Committee Charter revisions

WHEREAS, on September 21 2026, the Audit Committee conducted its annual review of its charge and charter;

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

COMMITTEE OF THE WHOLE

2. Resolution approving amendments to the Presidential Performance Review Policy and the Presidential Compensation Policy and Guidelines

BE IT RESOLVED, that the Board of Trustees hereby approves amendments to the Presidential Performance Review Policy and the Presidential Compensation Policy and Guidelines, as set forth in Appendices B and C to this document, to clarify the purpose, process, and timeframes for initiating and completing annual and comprehensive presidential performance reviews and to make related housekeeping revisions.

EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE

3. Resolution approving the Addison County 4-H Foundation, Incorporated; the Rutland County 4-H Foundation, Incorporated; and the Vermont State 4-H Foundation Incorporated; as Affiliated Organizations

BE IT RESOLVED, that the Board of Trustees hereby approves continuation of the Addison County 4-H Foundation, Incorporated; the Rutland County 4-H Foundation, Incorporated; and the Vermont State 4-H Foundation, Incorporated, subject to the execution of a Memorandum of Understanding for each organization pursuant to the University's Affiliated Organizations Policy.

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

BUDGET, FINANCE & INVESTMENT COMMITTEE

4. Resolution approving Harris-Millis Dining Hall Renovation Project

WHEREAS, on October 16, 2026, the administration presented the scope, estimated project cost and funding plan for the Harris-Millis Dining Hall Renovation Project;

BE IT RESOLVED, that the Budget, Finance & Investment Committee recommends that the Board of Trustees authorize the Senior Vice President for Finance and Administration to execute contracts with Truex Cullins and Whiting-Turner Construction Company, and approve project expenditures of up to \$11,300,000, consistent with the information presented; and

BE IT FURTHER RESOLVED, that such expenditures be funded from University Housing and Dining Reserves.

5. Resolution approving Multipurpose Center Project expenditures

BE IT RESOLVED, that the Senior Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into contracts with architects Truex Cullins & Partners and PC Construction for enabling pre-construction activities associated with the Multipurpose Center Project for a combined cost not to exceed \$10,000,000.

BE IT FURTHER RESOLVED, that the Senior Vice President for Finance and Administration, or their successor or designee, is hereby authorized to enter into an agreement for design development of the Recreation and Wellness elements of the Multipurpose Center Project for a cost not to exceed \$800,000.

6. Resolution approving tuition rates for fiscal year 2028

BE IT RESOLVED, that the Board of Trustees hereby approves the following tuition rates effective with the 2027-2028 academic year:

In-state tuition \$17,276 per year, or \$720 per credit hour.

Out-of-state tuition \$48,288 per year, or \$2,012 per credit hour.

Medical student in-state tuition \$40,304 per year.

Medical student out-of-state tuition \$75,066 per year.

7. **Resolution setting the undergraduate comprehensive fee, acceptance fee, student government association and inter residence association fee for fiscal year 2028**

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

Undergraduate comprehensive fee	\$3,006
Acceptance fee	\$500
Student Government Association (SGA) fee	\$252
Inter Residence Association (IRA) fee	\$30

8. **Resolution setting program fees in the College of Nursing and Health Sciences, Grossman School of Business, and College of Engineering and Mathematical Sciences for fiscal year 2028**

BE IT RESOLVED, that the Board of Trustees hereby sets the following fee rate for undergraduate students:

Program fee	\$1,000
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9. **Resolution setting the graduate comprehensive fee, graduate student senate fee, and continuous registration fee for graduate students for fiscal year 2028**

BE IT RESOLVED, that the Board of Trustees hereby sets the following fee rates for full-time graduate students:

Graduate comprehensive fee	\$2,422
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Graduate student senate fee

- Less than 5 credits, \$15 per semester
- 5 or more credits, \$25 per semester

Graduate student continuous registration fee

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

10. **Resolution approving room and meal plan rates for fiscal year 2028**

BE IT RESOLVED, that the Board of Trustees hereby approves the room and meal plan rates for the 2027-2028 academic year as follows:

Room Rates Per Year

Layout	Standard	Enhanced	Premium
Traditional Single	\$11,414	\$11,636	\$11,970
Traditional Double	\$9,902	\$10,096	\$10,382
Traditional Triple	\$7,900	\$8,050	
Traditional Quad	\$6,686	\$6,818	
Suite Single	\$11,874	\$12,104	\$12,452
Suite Double	\$10,368	\$10,570	\$10,870
Suite Triple	\$8,668	\$8,836	\$9,086
Private Single			\$12,974
Private Double			\$11,528
Private Triple			\$9,554

Meal Plan Rates

Type	
Retail Points Plan	\$5,292
All Access Plan	\$5,292
Flex Plan	\$5,912
All Access Plus Plan	\$5,564

11. Resolution approving 2027 summer session tuition

BE IT RESOLVED, that the Board of Trustees hereby approves the tuition rate for summer session 2027 of \$494 per credit hour for in-state students and \$1,360 per credit hour for out-of-state students except that, with prior approval from the Provost, graduate programs may maintain summer tuition rates for 2027 in-state and out-of-state students equal to the prior fall and spring tuition rates for their program.

12. Resolution approving delegated authority to set online undergraduate program tuition and fees

BE IT RESOLVED, that the Board of Trustees hereby delegates authority to the Provost, in consultation with the Senior Vice President for Finance and Administration, to set tuition and fee rates for fully online undergraduate programs. The rates will be set based on program demand and an assessment of the national market for similar online programs. Tuition will not be less than \$475 per credit hour or greater than \$2,225 per credit hour; fees will be between \$35 and \$100 per credit hour.

UVM BOARD

13. Resolution approving the 2026-2027 Wilbur Trust Fund grant awards

WHEREAS, during the 2026-2027 academic year, 139 Vermont high school students received grants from the Wilbur Trust Fund ranging from \$245 to \$14,354; and

WHEREAS, grant notification includes a proviso that indicates that receipt of the funding is subject to approval by the University of Vermont Board;

BE IT RESOLVED, that the University of Vermont Board hereby approves the Wilbur Fund grant awards for academic year 2026-2027, totaling \$785,204; and

BE IT FURTHER RESOLVED, that the remaining balance of the Wilbur Funds shall be awarded to eligible students prior to close of fiscal year 2027, consistent with the terms of the fund.

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

AUDIT COMMITTEE

Charter

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

I. Principal Responsibilities

The principal responsibilities of the Committee shall include:

- a. promoting the development and monitoring the effectiveness of systems for enterprise risk management and internal controls. At least annually, reviewing with management the University's processes for identifying, prioritizing, mitigating, and reporting institutional opportunities and risks;
- b. reviewing and, as appropriate, making recommendations to the Board regarding institutional policies relevant to the scope of Committee responsibilities, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, cyber- and information security, and document retention;
- c. ensuring that audit plans encompass significant and material aspects of University operations;
- d. full authority and oversight of the internal audit function including appointment decisions, performance evaluations, and employment termination of the chief internal auditor;
- e. implementing a selection process to retain the independent auditor and making a recommendation to the Board of Trustees for approval. Recommending such additional audits as the Committee and/or the Board must approve under the Board's reserved authority;
- f. maintaining direct and effective communication with independent auditors on behalf of the Board;
- g. reviewing the results of internal and external audits (including the annually audited financial statements), and assessing the quality and timeliness of management's response and corrective actions;
- h. reviewing the effectiveness of the University's practices related to monitoring its compliance with laws and regulations;
- i. reviewing the results of management's investigation and resolution of any reported, or otherwise discovered, significant instances of noncompliance;

- j. evaluating the scope and quality of internal and independent audit services, and the degree of coordination and appropriate degree of independence between them;
- k. reporting regularly and promptly to the Board regarding matters within the scope of the Committee charge; and,
- l. periodically reviewing expense reimbursements, or summaries thereof that have been submitted by the President and reviewed and certified by the Vice President for Finance & Administration and Treasurer, who serves as the Chief Financial Officer (“CFO”) of the University.

II. Membership

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

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

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

III. Authority

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

IV. Adoption of Charter

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

Audit Committee Guidelines

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

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

I. Retention of the Independent Audit Firm

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

II. Retention of Other Audit Services

- a. The independent audit firm retained to conduct the mandatory annual audit of the financial statements and/or compliance audits generally shall not be eligible for University engagements to perform non-audit services that would violate the U.S. Government Accountability Office Independence Standard. If, due to extenuating circumstances, and in the exercise of its reasonable discretion, management deems it to be in the best interests of the University to retain the independent audit firm for non-audit services, the proposed retention is subject to review and action by the Committee where the retention will result in fees of \$25,000 or more.
- b. Contracts for non-audit services with independent audit firms not already retained by the University to conduct the mandatory annual audit of the financial statements and/or compliance audits are subject to review and recommendation by the Committee and subsequent Board consideration and action when such retentions will result in fees of \$1,000,000 or more and notice to the committee of agreements of \$500,000 or more.

III. Oversight of Audits

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

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

a.b. [Review the Internal Audit Charter and any significant revisions;](#)

b.c. review audit plans developed in consultation with independent audit firms, including (i) the critical accounting policies and practices to be used; (ii) all alternative treatments of financial information discussed with management, ramifications of alternative treatment and the treatment preferred by the firm; (iii) other material communications between the firm and management; and (iv) required communications from the firm under Auditing Standards AU-C Section 250;

e.d. subject to subsequent Board consideration and action, review and accept the mandatory annual audit of the financial statements. Review the Uniform Guidance audit, and the financial agreed upon procedures report of institutional National Collegiate Athletic Association programs;

d.e. resolve disagreements between management and the independent audit firm regarding financial reporting;

e.f. review the independent audit firm management letter comments regarding institutional financial and information technology and security internal controls, accounting policies and procedures, and management's response to those comments;

f.g. review with management and the independent audit firm their respective judgments about the quality of University accounting principles; the consistency, and the degree of aggressiveness or conservatism, in the application of accounting principles; the reasonableness of significant accounting judgments; and the clarity and completeness of the financial statements and related disclosures;

g.h. confirm with management that the annual financial statements disclose all material off-balance sheet transactions, arrangements, obligations, and other relationships of the University with unconsolidated entities or other persons that may have a material current or future effect on institutional financial condition, and the results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses;

h.i. receive reports from management, the Office of Audit Services and the independent audit firm, regarding new and significant accounting standards to understand their impact on institutional financial statements;

i.j. receive reports from the Office of Audit Services regarding any findings of fraud

which, in single incident or aggregate, results in an institutional uninsured or insured loss in excess of \$10,000, or potentially significant reputational damage to the university;

k. review the organizational structure, qualifications, independence, scope of services inclusive of office charter, and adequacy of resources of the University's Office of Audit Services;

j.l. receive and review an annual confirmation from the Chief Internal Auditor regarding organization independence of the internal audit activity and any impairment to independence or objectivity;

k.m. annually review the appointment, evaluate the performance and set the salary of the chief internal auditor;

l.n. identify and document specific administrative responsibilities relevant to the routine operations of the office of chief internal auditor that are assigned to the President;

m.o. review results of the Quality Assurance and Improvement Program, including internal and external assessments, and management's corrective actions;ensure that regular quality assessment reviews of the internal audit operations are performed in accordance with Institute of Internal Auditors standards; and,

n.p. meet separately with both the internal and external auditors without management representatives present subject to the requirement of the Vermont open meeting laws.

IV. Internal Controls

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

a. Certifications

i. The Committee will receive periodic reports from management on representations it is rendering in conjunction with mandatory annual audit of the financial statements and/or compliance audits as well as significant and material debt financing, such as issuance of bonds.

ii. Without limitation on IV a(i), the Committee will receive from the CFO a record of certification along with the annual financial statement report that:

a. The CFO has approved the financial statements,

b. Based on the CFO's knowledge, the report does not contain any material errors or omissions,

c. Based on the CFO's knowledge, the financial statements materially present the financial condition and result of operations,

d. The CFO is responsible for establishing and maintaining a system of internal controls over financial reporting, and that,

e. The CFO has disclosed to the auditors and the Audit Committee all significant internal control deficiencies and changes that could materially affect financial data.

b. Policy Review.

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

c. Required Disclosures and Compliance Monitoring.

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

d. Confidential Reporting.

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

V. Enterprise Risk Management

a. Oversee management's enterprise risk management process on behalf of the Board.

b. Receive periodic updates on management's process to identify, prioritize, mitigate, and report institutional risks including the process to map risks to relevant Board Committees.

VI. Compliance and Privacy

a. Review with the Office of Compliance and Privacy Services, and management the effectiveness of the University's practices related to monitoring compliance with laws and regulations;

b. Review with the Office of Compliance and Privacy Services and management, findings of internal compliance auditing and monitoring activities;

c. Review with the Office of Compliance and Privacy Services and management, findings of government agency audits, investigations, reviews and monitoring activities that the Director considers significant, that are initiated by a government agency as a result of a whistleblower report, or on a for-cause basis, or that result in a fine, penalty, refund, disallowance or questioned cost in excess of \$10,000;

d. Review with the Office of Compliance and Privacy Services and management, the process for communicating the Code of Conduct and Ethical Standards to University personnel and for monitoring compliance therewith;

- e. Receive periodically, but not less than annually, reports from the Office of Compliance and Privacy Services on its activities;
- f. Receive updates from the Office of Compliance and Privacy Services, and management on new and emerging compliance issues, including their impact to the University; and,
- g. Receive as needed, through the Audit Committee Chair, compliance matters communicated directly by the Chief Internal Auditor or Director of Compliance Services and Chief Privacy Officer.

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

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

Revised by the Audit Committee: November 12, 2007

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

Revised by the Audit Committee: April 28, 2009

Approved by the Board of Trustees: May 16, 2009

Revised by the Audit Committee: October 11, 2010

Approved by the Board of Trustees: October 30, 2010

Revised by the Audit Committee: November 14, 2011

Approved by the Board of Trustees: February 4, 2012

Revised by the Audit Committee: September 15, 2014

Approved by the Board of Trustees: October 18, 2014

Revised by the Audit Committee: September 12, 2016

Approved by the Board of Trustees: October 22, 2016

Revised by the Audit Committee: July 10, 2017

Approved by the Board of Trustees: October 21, 2017

Revised by the Audit Committee: September 14, 2020

Approved by the Board of Trustees: September 25, 2020

Revised by the Audit Committee: September 16, 2024

Approved by the Board of Trustees: October 26, 2024

Revised by the Audit Committee: September 15, 2025

Approved by the Board of Trustees: October 18, 2025

Revised by the Audit Committee: September 21, 2026

Approved by the Board of Trustees: October 17, 2026

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

PRESIDENTIAL PERFORMANCE REVIEW POLICY

Policy

The Board of Trustees should annually review the performance of the president. In addition, the board should conduct a comprehensive presidential performance review covering a period of a minimum of three years and maximum of five years.

The purpose of the annual review is to assess progress on institutional priorities and strategic goals; acknowledge accomplishments, strengths, areas for growth, challenges, and support needed to help ensure success; confirm alignment with the university's mission and identified strategic priorities; and to allow the President and the Board to set mutually agreeable goals for the coming year. The annual review will help inform annual decisions on compensation adjustments and other terms of presidential employment.

The purpose of the comprehensive review is broader than the annual review. The comprehensive review assesses long-term effectiveness and progress over multiple years in furthering institutional priorities and strategic goals. The comprehensive review should include a presidential self-assessment; feedback from key constituents on the progress of the President in achieving institutional priorities; and feedback from members of the board that includes focus on the effectiveness of the relationship between the president and the board in the discharge of their respective and collective governance responsibilities.

The review processes are not intended as a substitute for regular, ongoing communication about progress toward goals between the president and the board.

The board shall periodically review and, as necessary or desirable, revise this policy and its associated procedures in light of experience gained, best practices, and legal developments as applicable.

Procedures

Annual review

Criteria and Scope

The annual review will cover the preceding year. The criteria for evaluation and information responsive to those criteria will be based principally on the president's self-assessment with respect to goals mutually set by the board chair and the president, in consultation with the board, for the year in review. The review will encompass input from Trustees, solicited in the manner described below, and such additional information as the board Annual Review Subcommittee may request of the president to assist in its assessment of progress toward the mutually established goals.

President's Self-Assessment

The *retrospective* elements of the president's self-assessment will customarily include:

- A copy of the mutually-agreed upon goals, with a description of efforts to meet them and the president's progress assessment.
- A description of other personal or institutional achievements of which the Annual Review Subcommittee should, or might, be informed by the president as aspects of performance or accomplishment.
- Identification of significant institutional or personal challenges the president faced over the course of the review year that affected progress toward goals, with particular focus on those that are likely to persist into the upcoming year or beyond.
- Presidential self-assessment of relationships with the board, key governance and constituency group leaders, or other significant stakeholders.
- Key areas in which the board has been especially supportive.

The *prospective* elements of the president's self-assessment will customarily include:

- Goals the president proposes for him/herself and the institution over the course of the upcoming year, and (2) next five years.
- The president's professional development plans and any associated requests of the board.

- The president's assessment of the university's principal current opportunities and challenges.
- Key areas in which the president would especially benefit from board support.

The Annual Review Subcommittee

The board chair will appoint an *ad hoc* Annual Review Subcommittee from the membership of the executive committee. The subcommittee ordinarily will be comprised of no fewer than five members. The board chair may, in the chair's discretion, serve as a member of the subcommittee. If the chair serves on the subcommittee, the chair will serve *ex officio* as chair of the subcommittee.

The review and the review process shall be confidential. Following consideration by the subcommittee of the president's self-assessment and input solicited from other trustees, the subcommittee will advise the executive committee (in an executive session from which the president will be excused) of the status of its review. Subsequent to the executive committee meeting, the board chair will, in an executive session from which the president will be excused, convey to the full board the results of the review and provide adequate opportunity for board discussion and deliberations regarding the findings. Promptly thereafter, the board chair will meet with the president to discuss the results of the review. A significant portion of the latter meeting shall include articulation of performance goals for the upcoming year.

The annual review process should generally be initiated in the summer and completed by the fall board meeting.

Setting of Goals

Subsequent to the completion of the annual review process described above, the board chair will, in consultation with the president, establish and memorialize in writing performance goals for the upcoming year. In addition, the chair will convey to the president any recommendations, concerns, or priorities arising out of the review process and the board's discussion of review outcomes. The board shall promptly approve or ratify the goals established by the chair and president for the upcoming year.

Setting of Compensation and other Terms of Employment

In conjunction with its review process, the subcommittee will make a recommendation to the board chair regarding any component of an annual salary adjustment based on merit. Compensation and other terms of employment will otherwise be set pursuant to guidelines adopted by the board, provided that the annual compensation review process shall occur subsequent to completion of the annual performance review.

Comprehensive Review

At approximately three or five-year intervals, the board chair will initiate a comprehensive review process.

Criteria and Scope

The comprehensive review, the purpose of which is described above, will be based on the president's self-assessment of progress toward goals mutually set by the board and the president, including those articulated in the institutional strategic plan; all previous reviews, including annual reviews; input solicited from trustees, leaders of governance groups, senior administrators, and significant constituencies and stakeholders with direct and substantial knowledge and experience with the president and the university, regarding progress toward established institutional goals and the effectiveness of relationships necessary to furthering those goals and to maintaining sound institutional governance.

The Review Committee

The board chair will appoint an *ad hoc* Comprehensive Review Committee from the membership of the board to be comprised of no fewer than five members. The board chair will serve as a member and chair of the review committee. In addition, the chair may, following consultation with the board, retain a qualified consultant to assist in the review process, including creation of interview questions, conduct of interviews, and development of recommendations for enhancement of the performance effectiveness of the president and the president-board relationship.

The Review Process

In addition to the procedures outlined above for the comprehensive review, the following procedures will apply:

- Prior to commencement of the comprehensive review process, the chair will summarize for the board the steps associated with the process.
- The university community will be informed of commencement of the review through a communication from the board chair and president. The purpose, scope, and procedures associated with the review will be described in the communication.
- The substance of the review process, including deliberations, shall be confidential.
- The review process will customarily be completed within approximately 6 months of its initiation.
- The results of the review, including recommendations, will be discussed and synthesized by the review committee, with the assistance of any consultant the university may have retained.
- The chair will review the results of the review with the full board in executive session, from which the president will be excused. Following provision of an adequate opportunity to deliberate regarding the review results, the chair will promptly meet with the president to share the result of the review. The chair will convey to the president any recommendations or specific requests and expectations associated with the review, which will be memorialized as an amendment to the President's annual performance goals.
- At the conclusion of the foregoing steps, the Board Chair will issue a final communication to the University community announcing completion of the review process.

Adapted from: AGB Board Basics Annual Presidential Performance Reviews (2001)

Approved by the Board of Trustees: May 18, 2007

Amended by the Board of Trustees: May 17, 2008

Ratified by the Executive Committee: June 4, 2008

Amended by the Board of Trustees: February 4, 2017

Amended by the Board of Trustees:

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

BOARD OF TRUSTEES

PRESIDENTIAL COMPENSATION POLICY AND GUIDELINES

This policy and its guidelines are intended for use by the University Board of Trustees in rendering presidential annual compensation adjustment decisions.

Policy

The Board of Trustees seeks to attract and retain highly effective and skilled presidents; to recognize presidential achievements; and to compensate the president in a manner that advances these goals in a fiscally responsible way.

Procedures

As part of the annual presidential performance review process, the board's Annual Review Subcommittee will formulate a recommendation regarding a compensation adjustment for the president. The compensation recommendation should be informed by the criteria and guidelines set forth below. All members of the subcommittee shall be independent, without any actual or appearance of conflict of interest in the matter of the setting of presidential compensation.

The subcommittee will advise the executive committee (in an executive session from which the president will be at least initially excused) of its proposed compensation adjustment and the associated rationale. The board chair will then meet with the president to discuss the proposed adjustment. After the chair and the president meet, the subcommittee will advise the full board (in an executive session from which the president will be at least initially excused) of the proposed adjustment. The board will take final action on the compensation adjustment through a resolution authorizing the chair to finalize the performance evaluation of the president and the president's compensation. The president shall not be eligible for, nor shall the president receive, salary or other types of compensation from a third party (exclusive of standard university benefits) without the prior authorization of the Board of Trustees.

The board chair will memorialize the approved compensation adjustment in a memorandum addressed to the senior vice president for finance and administration, the chief human resources officer, and the vice president for legal affairs and general counsel. The Office of

the Board of Trustees shall retain the memorandum in a manner consistent with the university's record retention requirements.

Criteria and Guidelines

Criteria for assessing and adjusting compensation will include:

- *Merit*, meaning presidential performance in relation to board-established annual presidential performance goals and the president's sustained contributions to the achievement of institutional objectives.
- *Market competitiveness*, using relevant institutional comparators as identified by qualified internal personnel or a qualified external compensation consultant, with respect to salary, benefits, deferred compensation, and perquisites.
- *Equity*, including relationship to university senior administrators' compensation and the compensation guidelines and parameters set for the institution as a whole.

Subject to consistency with governing law and relevant market practices, compensation may be comprised of elements in addition to base salary and the benefits plans otherwise available to university officers. For example, components of compensation may include incentives for achievement of specific performance objectives or to encourage retention; tax-deferred compensation; professional association, civic, and club memberships; wellness or health maintenance programs; and sabbatical or other professional development opportunities.

Compliance

The president shall be solely responsible for individual income tax or other tax liability attributable as result of the compensation and expense payments or reimbursement awarded. The president and the university shall respectively maintain all payment and expense records required for tax and other compliance purposes as well as by applicable university policies.

Periodic Review

The board shall periodically review these guidelines and revise them as desirable or necessary considering the university's ability to attract and retain outstanding presidential leadership within the parameters of available fiscal resources; the evolution of institutional compensation guidelines; best practices in setting compensation for university presidents and executive officers; and applicable legal developments.

Approved by the Board of Trustees: May 18, 2007

Amended by the Annual Review Subcommittee: December 9, 2011

Approved by the Board of Trustees: February 4, 2012

Amended by the Board of Trustees: