

## 1995 Resolutions

### October 21, 1995

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- 2) Audit Firm for Fiscal Year 1996 Audit
- 3) Staff Actions
- 4) Approval of Degrees
- 5) Amendment of Section 242.6 of the Officers' Handbook
- 6) Amendment of Section 246 of the Officers' Handbook
- 7) Coordination of Environmental Science Programs
- 8) FY97 State Capital Appropriation Request
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- 10) Lease of 438 and 438 ½ College Street, Burlington
- 11) Acceptance of Gifts and Grants
- 12) Fiscal Year 1997 State Appropriation Request – General University and Morgan Horse Farm
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- 3) Establishment of Wallace Professorship (appointing Dr. Jerold F. Lucey)
- 4) Amendment of Section 209.4 of the Officers' Handbook
- 5) Acceptance of Gifts and Grants
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- 7) Purchase of a Perpetual Right of First Refusal for 1201 Spear Street
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- 2) Authorization for President to Award Degrees
- 3) Elimination of Department of Technical Nursing
- 4) Deed of Easement for Underground Telephone Line to New England Telephone from Main Street South to P-F-C Complex
- 5) Easements for Underground Utility Service for the Newman Center
- 6) Acceptance of Gifts and Grants
- 7) Ratification of Actions Involving Fletcher Allen Provider Corporation
- 8) Authorization for Amendment of Articles of Association of University Medical Education Associates, Inc.
- 9) Issues of Equal Opportunity and Diversity
- 10) Commission on Racial Equality and Multicultural Education
- 11) (Resolution amending the Articles of Association due to the merging of UVM and FAHC)
- 12) Retiring Trustees (Sean Campbell, Alexander Newcomb, James Shea, Sallie Soule, and Ruth Stokes)
- 13) Police Services
- 14) Joint Committee on Honorary Degrees

**RESOLUTIONS  
FULL BOARD**

**October 21, 1995**

**AUDIT COMMITTEE**

**Acceptance of Fiscal Year 1995 Annual Audit**

WHEREAS, the books and accounts of the University of Vermont and State Agricultural College for the Fiscal Year ended June 30, 1995, have been audited by KPMG Peat Marwick, Certified Public Accountants, under the supervision of the Auditor of Accounts, State of Vermont, and the report of such audit published in detail in accordance with 16, V.S.A., Section 2281(a);

BE IT RESOLVED, that in accordance with authorization contained in the Bylaws, the Board hereby accepts such audit in lieu of the annual audit, and that the same be considered as the report of the Audit Committee.

**Audit Firm for Fiscal Year 1996 Audit**

RESOLVED, that the Board of Trustees authorizes the Interim Vice President for Administration to enter into a contract with KPMG Peat Marwick, Certified Public Accountants, to conduct the annual audit of the University and other related audits for and during the fiscal year ending June 30, 1996, under the terms and conditions of KPMG Peat Marwick's proposal dated January 20, 1993, and contingent upon receipt of a confirmation letter from KPMG Peat Marwick, consistent with the terms and conditions of said proposal. The annual audit shall be conducted in compliance with the requirements of the University Bylaws and state and federal law.

**EDUCATIONAL POLICY COMMITTEE**

**Staff Actions**

RESOLVED, that the Board of Trustees receives the list of staff actions and approves leaves of absence noted within.

**Approval of Degrees**

RESOLVED, that the Board of Trustees approves the awarding of degrees to those students who have completed degree requirements and who have been recommended by their respective deans and approved by the Faculty Senate.

**Amendment of Section 242.6 of the Officers' Handbook**

RESOLVED, that the Board of Trustees approves the amendment of Section 242.6, Outside Professional Services, as recommended by the Faculty Senate.

### **Amendment of Section 246 of the Officers' Handbook**

RESOLVED, that the Board of Trustees approves the amendment of Section 246, Sabbatical Leaves, as recommended by Faculty Senate.

### **Coordination of Environmental Science Programs**

BE IT RESOLVED, that the Board of Trustees emphatically urges the Provost's Office to conclude the negotiations relative to coordination and consolidation of the environmentally-oriented curriculum, especially the two Environmental Science programs now in existence on campus, in time to be reflected in next year's catalogue. The Board further requests a detailed update at the February meeting.

### **BUILDINGS AND GROUNDS COMMITTEE**

#### **FY97 State Capital Appropriation Request**

RESOLVED, that the President be and hereby is authorized to request \$2,500,000 from the Governor and Legislature of the State of Vermont for Fiscal Year 1997 for upgrades to its Central Heating Plant.

#### **Joint State Capital Appropriation Request FY97**

RESOLVED, that the President be and is authorized to jointly sponsor and request from the Governor and Legislature of the State of Vermont, with other Vermont agencies and departments, a capital appropriation request for fiscal year 1997 in the amount of \$500,000 for renovations to Carrigan Hall for the Vermont Center for Food Science.

#### **Lease of 438 and 438 ½ College Street, Burlington**

WHEREAS, the Roman Catholic Diocese of Burlington, Vermont, has offered to lease the property located at 438 and 438 ½ College Street to the University for a term of fifty (50) years; and

WHEREAS, this property is adjacent to the University's main campus westerly of Waterman Building and easterly of 86 South Williams Street; and

WHEREAS, a lease of this property is compatible with the long-range Campus Master Plan;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby authorizes the President or Interim Vice President for Administration, or their successors, to negotiate the lease of the property for non-residential University use and to execute any and all instruments necessary to accomplish that purpose.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

BE IT FURTHER RESOLVED, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

## **FINANCE AND BUDGET COMMITTEE**

### **Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of \$1,500,401 for the period July 1, 1995 through September 22, 1995, and grants/contracts in the amount of \$17,346,983 for the period May 1, 1995, through July 31, 1995.

### **Fiscal Year 1997 State Appropriation Request - General University and Morgan Horse Farm**

RESOLVED, that the President be and hereby is authorized to request from the Governor and the Legislature of the State of Vermont an appropriation for general operations of The University of Vermont in the amount of \$27,276,493 for Fiscal Year 1997.

BE IT FURTHER RESOLVED, that the President be and hereby is authorized to request an appropriation for general operations of the Morgan Horse Farm in the amount of \$10,941 for Fiscal Year 1997.

### **1996 Summer Session Tuition**

RESOLVED, that the Board of Trustees hereby approves increases in tuition for the Summer Session and for Off-Campus and Distance Learning courses from \$206 to \$216 per credit hour for in-state students and from \$448 to \$484 per credit hour for out-of-state students, the increases to become effective with the 1996 Summer Session.

**RESOLUTIONS  
FULL BOARD**

**August 19, 1995**

**EDUCATIONAL POLICY COMMITTEE**

**Staff Actions**

RESOLVED, that the Board of Trustees receives the list of staff actions and approves leaves of absence noted within.

**Merger of Departments of Medical Technology and Radiologic Technology**

RESOLVED, that the Board of Trustees approves the merger of the Departments of Medical Technology and Radiologic Technology in the School of Allied Health Sciences into a Department of Biomedical Technologies.

**Establishment of Wallace Professorship**

RESOLVED, that the Board of Trustees approves the establishment of the Harry W. Wallace Professorship of Neonatology in the Department of Pediatrics and the appointment of Dr. Jerold F. Lucey, Professor of Pediatrics, as the first Wallace Professor.

**Amendment of Section 209.4 of the Officers' Handbook**

RESOLVED, that the Board of Trustees approves the amendment of Section 209.4, Lecturers, as recommended by the Faculty Senate.

**FINANCE AND BUDGET COMMITTEE**

**Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of \$2,281,598 for the period of April 11, 1995 through June 10, 1995, and grants/contracts in the amount of \$10,317,339 for the period of February 1, 1995, through April 30, 1995.

**Maine Medical Student Tuition, 1995-96**

RESOVLED, that the Board of Trustees hereby approves the following change in the College of Medicine tuition rate for the 1995-96 academic year: Maine regional compact student tuition for

fourth-year students from \$17,730-\$18,240. This will supersede the resolution of May 12, 1995 which had set this tuition at \$16,570.

## **FULL BOARD**

### **Purchase of Perpetual Right of First Refusal for 1201 Spear Street**

WHEREAS, the Herbert and Joan Martin property located at 1201 Spear Street is adjacent to the southerly of the University's 33 acre Edlund 1968 Tract on the westerly side of Spear Street; and

WHEREAS, purchase of this property is compatible with the long-range Campus Master Plan;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby authorizes the President or Interim Vice President for Administration, or their successors, to negotiate a perpetual right of first refusal for the property and to execute any and all instruments necessary to accomplish that purpose.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

BE IT FURTHER RESOLVED, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

### **Progress Report for Strategic Plan for Increasing Diversity**

WHEREAS, this Board requested from the President by resolution issued at its February 1995 meeting the development of a strategic plan for increasing diversity at this University as more particularly described in such resolution; and

WHEREAS, the President made initial report as requested at the May 1995 meeting of this Board; and further report through University officers at this August meeting of the Board; and

WHEREAS, the President, through the senior administration has established goals and timetables pursuant to the direction of this Board at its February 1995 meeting;

BE IT RESOLVED, that the Board accepts the August 1995 report of the President and directs that he, through himself and/or appropriate members of the administration, demonstrate progress toward such goals consistent with good faith efforts and legal requirements; and

BE IT FURTHER RESOLVED, that the President through himself and/or appropriate members of the administration report on progress toward goals periodically to this Board; consult as necessary and desirable with the ad hoc Committee on Diversity established by this Board at its

May 1995 meeting; and, as directed by this Board in its February 1995 resolution, make comprehensive report on progress toward goals at the May 1996 meeting of this Board.

**Recognition of Efforts towards Improving Diversity**

BE IT RESOLVED, that this Board recognize the outstanding and dedicated work of the administration, and President Salmon in particular, toward initiating a substantial effort for improving diversity on this campus as well as in dealing with the multitude of issues resulting from the cost pressures being exerted on the University.



**RESOLUTIONS  
FULL BOARD**

**May 13, 1995**

**INVESTMENT COMMITTEE**

**Consolidated Endowment Budget Policy**

RESOLVED, that the annual budgets for spending from the Endowment Fund be set at 4.5 percent of the average market value for the previous 13 quarters. The Investment Committee shall have the option of phasing in this new methodology over a period not to exceed five years.

**EDUCATIONAL POLICY COMMITTEE**

**Staff Actions**

RESOLVED, that the Board of Trustees receives the list of staff actions and approves leaves of absence noted within.

**Authorization for President to Award Degrees at Commencement**

RESOLVED, that the Board of Trustees authorizes the President to award degrees in course at the associate, bachelor's, master's, doctoral, and fifth-year certificate level to the students of The University of Vermont who, on or before May 19, 1995, are certified by the deans and recommended by the Faculty Senate for their appropriate degrees. The list of names of the students to whom these degrees are awarded shall be recorded as part of the permanent minutes of this meeting.

**Equal Opportunity in Educational Programs and Activities Policy**

RESOLVED, that the Board of Trustees approves the Equal Opportunity in Educational Programs and Activities Policy as follows: "The University of Vermont and State Agricultural College is committed to a policy of equal educational opportunity. The University therefore prohibits discrimination on the basis of race, color, religion, national or ethnic origin, age, sex, sexual orientation, marital status, or disability, as those terms are defined under applicable law, in admitting students to its programs and facilities and in administering its admissions policies, educational policies, scholarships and loan programs, athletic, and other institutionally administered programs or activities made available to students at the University. The University also prohibits unlawful harassment defined in 16 V.S.A. §11(a)(26) as verbal or physical conduct based on a student's race, creed, color, national origin, sex, sexual orientation, marital status, or disability and which has the purpose or effect of substantially interfering with a student's educational performance or creating an intimidating, hostile, or offensive environment.

Sexual harassment is more fully defined in the University's Policies and Procedures Governing Complaints of Discrimination and Sexual Harassment."

BE IT FURTHER RESOLVED, that the Board of Trustees delegates to the President the responsibility for developing educational programs designed to prevent harassment and developing procedures for handling complaints, consistent with the requirements of 16 V.S.A. §2284.

### **Equal Employment Opportunity and Affirmative Action Policy**

RESOLVED, that the Board of Trustees approves the Equal Employment Opportunity and Affirmative Action Policy as follows: "The University of Vermont and State Agricultural College is committed to a policy of equal employment opportunity and to a program of affirmative action in order to fulfill that policy. The University will accordingly recruit and hire into all positions qualified persons in light of job-related requirements, and will not unlawfully discriminate against applicants and employees in employment matters on the basis of unlawful criteria, such as race, color, religion, national origin, sex, sexual orientation, disability, age, or status as a disabled or Vietnam-Era Veteran, as these terms are defined under applicable law. In addition, The University of Vermont recognizes that sexual harassment is a form of unlawful sex discriminations, and it is therefore the policy of the University that sexual harassment will not be tolerated."

### **Establishment of Gund Professorship and Appointment of Gund Professor**

RESOLVED, that the Board of Trustees approves the establishment of the Gund Chair in Liberal Arts and approves the appointment of Phillip J. Cooper as the Gund Professor of Liberal Arts.

### **Amendment of Section 223.2, Officers' Handbook (Criteria in Appointment, Reappointment, Promotion, and Tenure Decisions)**

RESOLVED, that the Board of Trustees approves the amendment of Sections 223.2 of the Officers' Handbook that pertains to the importance of academic advising in evaluations of teaching, as recommended by the Faculty Senate.

## **BUILDINGS AND GROUNDS COMMITTEE**

### **Transportation Fee**

RESOLVED, that the Transportation Fee be increased from \$22 to \$23 per semester effective August 27, 1995, for students enrolled for 12 credit hours or more; and,

BE IT FURTHER RESOLVED, that the fee for students enrolled in between four and 11 credit hours be calculated proportionally as part of the comprehensive fee for part-time students.

### **Authorization for Sale of Marples' Gift, Shoreham, Vermont**

WHEREAS, the University has acquired from Robert and Helen Marples an unrestricted gift of property located in Happy Evie Lakeshore Development in the Town of Shoreham containing a summer camp; and

WHEREAS, the University has no educational use for the property;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby authorizes the President or Interim Vice President for Administration, or their successors, to sell or otherwise dispose of this property and to execute any and all instruments necessary to accomplish that purpose, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

### **FINANCE AND BUDGET COMMITTEE**

#### **Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of \$2,244,672 for the period January 13, 1995, through April 10, 1995, and grants/contracts in the amount of \$11,531,144 for the period November 1, 1994, through January 31, 1995.

#### **Fiscal Year 1996 Budget Premises: General University**

RESOLVED, that the Board of Trustees hereby approves the budget premises for the Fiscal Year 1996 which lead to a General Fund operating budget for the University of \$132,847,000, as described in the attached materials, and authorizes the President to proceed with detailed budget preparation in accordance with these premises.

#### **Fiscal Year 1996 Operating Budget: Morgan Horse Farm**

RESOLVED, that the Board of Trustees approves the recommended operating budget for the Morgan Horse Farm for Fiscal Year 1996 in the amount of \$299,923.

#### **Tuition and Overseas Program Charges for Fiscal Year 1996**

RESOLVED, that the Board of Trustees hereby approves increases in the following tuition rates effective with the 1995-96 academic year:

- a. In-state tuition from \$6,210 to \$6,468 per year, or \$269.50 per credit hour.
- b. Out-of-state tuition from \$15,516 to \$16,164 per year, or \$673.50 per credit hour.

c. Medical student in-state tuition from \$13,750 to \$14,150 per year; out-of-area tuition from \$25,900 to \$26,650 per year. Maine regional compact student tuition for fourth-year students from \$16,100 to \$16,570.

BE IT FURTHER RESOLVED, that the Board of Trustees approves for Fiscal Year 1996 the student charge for the Buckham Overseas Program of \$18,544 (includes all fees, room, board, and travel).

**Room and Meal Plan Rates, Fiscal Year 1996**

RESOLVED, that the Board of Trustees hereby approves room and meal plan rates for Fiscal Year 1996 as follows:

Double room (per year)	\$3,242
Single room (per year)	\$3,698
Large single room (per year)	\$3,964
Triple room (per year)	\$2,632
Lite meal plan only (per year)	\$1,390
Average meal plan (per year)	\$1,790
Full meal plan (per year)	\$2,050

**Fees for Fiscal Year 1996**

RESOLVED, that the Board of Trustees approves increases in the following fees effective with the 1995-96 academic year:

- a. Student Health Fee from \$180 to \$185 per year;
- b. Student Association Fee from \$78 to \$80 per year;
- c. Transportation Fee from \$44 to \$46 per year;
- d. Student Center Fee from \$32 to \$22 per year.

**Distance Learning – Authorization to Borrow**

RESOLVED, that the Board of Trustees hereby authorizes the President, the Vice President for Administration, the Treasurer, or any officer holding the above positions on an interim basis, to obtain and enter into a bank line-of-credit not to exceed \$1,900,000 for the purposes of establishing the UVM Distance Learning Network, and, further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions hereto fore mentioned.

### **Energy Savings Line-of-Credit**

RESOLVED, that the Board of Trustees hereby authorizes the Vice President for Administration, Controller, Treasurer, or any officer holding the above positions on an interim basis to obtain and enter into a bank line of credit not to exceed \$1,500,000 for the purpose of planning and completing certain energy savings projects, and, further, that any officer of this corporations is hereby authorized to certify this resolution to whom it may concern.

### **Establishment of Account with First Vermont Bank**

WHEREAS, the University of Vermont's Southern Continuing Education Center (the Center) in Brattleboro, Vermont, works within communities and with other educational providers in Windsor, Rutland, and Bennington counties to provide local logistical support for Evening Division and Summer Session activities offered in central Vermont; and

WHEREAS, it is necessary to safeguard cash collected for tuition and fees collected from courses offered in southern Vermont; and to control and expedite tuitions refunds for courses canceled by the Center;

BE IT FURTHER RESOLVED, the following officers are authorized to sign checks drawn on the First Vermont Bank account: Treasurer, Treasury Specialist III, Treasury Specialist II, Regional Continuing Educations Coordinator, and Director of Continuing Educations, or any officer holding the above positions on an interim basis.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary of the Board of Trustees will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

### **Establishment of Account with the Vermont Federal Bank**

WHEREAS, The University of Vermont has accepted a contract from the Vermont State Department of Mental Health in support of the "Vermont Systems for Tracking Client Progress Project" requiring The University's Department of Psychology to conduct certain research and pay subject costs to participants in various parts of the State; and

WHEREAS, it is necessary to safeguard cash collected and disbursed on behalf of that project;

BE IT RESOLVED, that the following officers and persons are authorized to sign checks drawn on the Vermont Federal Bank: Kathleen Payne, Treasurer; Sandra Bossick, Treasury Specialist III; Patricia A. Douglas, Treasury Specialist II; Michelle Gendebien, Research Assistant; and John D. Burchard, Project Investigator.

This resolution supersedes all previous resolutions on this subject.

### **Signatory Authority - Checks**

BE IT RESOLVED, that the Board of Trustees hereby authorizes only the following officers to sign checks drawn on the accounts of The University of Vermont: the President, the Vice President for Administration, and the Treasurer, or any officer holding the above positions on an interim basis.

BE IT FURTHER RESOLVED, that the Treasury Specialist III and the Treasury Specialist II are authorized to sign checks drawn on the accounts of the University up to a limit of \$100,000 per item.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

### **Signatory Authority - Charitable Trusts**

WHEREAS, the University of Vermont and State Agricultural College is named Trustee for certain charitable trusts of which the University is named as final beneficiary; and

WHEREAS, from time to time documents relating to securities transfers, purchases, and sales are required in connection with the operation of these trusts;

BE IT RESOLVED, that the President, Vice President for Administration, Controller, and Treasurer, are hereby authorized to execute any and all instruments necessary, proper, and desirable for that purpose.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those person appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

### **Sale of Securities**

BE IT RESOLVED, that the Board of Trustees hereby authorizes only the following officers to sell securities received as contributions to the University up to a limit of \$1,000,000: Rayburn V. Lavigne, Interim Vice President for Administration; Susan H. Brooks, Controller; and Kathleen Payne, Treasurer. The sale of securities in excess of \$1,000,000 in value will require the prior approval of the Chair of the Investment Committee.

BE IT FURTHER RESOLVED, that Rayburn V. Lavigne, Interim Vice President for Administration, Susan H. Brooks, Controller, and Kathleen Payne, Treasurer, are authorized to execute any and all instruments necessary, proper, and desirable for that purpose; and further that

any officer of this Corporation is hereby authorized to certify this resolution to who it may concern.

This resolution supersedes all previous authorizations on this subject.

**Signatory Authority - UVM Pooled Income Fund**

WHEREAS, the Board of Trustees has appointed the University of Vermont and State Agricultural College as the custodian for securities held in *connection* with the UVM Pooled Income Fund; and

WHEREAS, from time to time documents relating to securities transfers, purchases, and sales are required in connection *with* the operation of this fund;

BE IT RESOLVED, that the President, Vice President for Administration, Controller, and Treasurer are hereby authorized to execute any and all instruments necessary, proper, and desirable for that purpose.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

**Signatory Authority - Purchase/Order Checks**

BE IT RESOLVED, that the Board of Trustees hereby authorizes the following officers of The University of Vermont to execute purchase/order checks on behalf of the University: the Treasurer; Treasury Specialist III; Treasury Specialist II; Director of Purchasing; Information Systems Specialist, Purchasing; Manager, University Store, and Financial Manager, University Store and, further, that any officer of this Corporation is hereby authorized to certify this resolution to whom it may concern.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

**Establishment of Account with the Penn Security Bank and Trust Company**

BE IT RESOLVED, that in connection with an agreement between the University and the Penn Security Bank and Trust Company, whereby that banking institution will serve as the University's vendor for credit card collections, the Vice President for Administration, the Controller, or the Treasurer may be signatories on that account.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary of the Board of Trustees will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

#### **Banknorth - MicroACH/Smart ACH**

BE IT RESOLVED, that the University of Vermont and State Agricultural College is authorized to engage in the initiation of Credit and Debit Entries through the MicroACH system computer software program offered by the Howard Bank and to enter into an agreement with the Howard Bank for that purpose.

BE IT FURTHER RESOLVED, that the Vice President for Administration, Controller, Treasurer, and any officer holding the above positions on an interim basis, is authorized to enter into and execute the SMART ACH Services Agreement and the security and operations procedure and other addenda thereto (collectively the "Agreement") between the University of Vermont and State Agricultural College and the Howard Bank providing for the initiation of Credit or Debit Entries by the Company.

BE IT FURTHER RESOLVED, that the Vice President for Administration, Controller, Treasurer, and any officer holding the above positions on an interim basis, is authorized to designate, from time to time, one or more employees or agents to initiate or confirm Credit or Debit Entries pursuant to the Agreement and to take any other actions necessary and incident thereto.

BE IT FURTHER RESOLVED, that any officer of this Corporation is hereby authorized to certify this resolution to whom it may concern.

#### **Banknorth - Sweep Account Service**

BE IT RESOLVED, that for purposes of utilizing the sweep account services of the Howard Bank, the University of Vermont and State Agricultural College shall enter into a Sweep Account Service Agreement with the Howard Bank containing such terms and provisions as any one of the officers, employees, or agents of the University who are named below and the Howard Bank shall agree upon, the execution of such Agreement to be conclusive evidence of the executing person's approval of all of the terms and provisions of such Agreement. This authorization shall also extend to the execution on behalf of the University of Vermont and State Agricultural College of a Master Repurchase Agreement with the Howard Bank, if necessary or desirable, in order to effect the terms of the Sweep Account Service Agreement. Such officers, employees, or agents of the University of Vermont State Agricultural College shall, from time to time, designate one or more individuals ("Authorized Agent"), who shall have full power and authority to initiate transfers between the University's accounts, obtain account information, or perform any function specifically designated in writing on Schedule A of the Agreement. The following officers, employees, or agents of the University, acting singly, are hereby given the power and authority to execute the Sweep Account Service Agreement, to designate Authorized



Agents aforesaid, and to execute additional exhibits to such Agreement in order to, from time to time, select different services: Rayburn V. Lavigne, Interim Vice President for Administration; Susan H. Brooks, Controller; Kathleen Payne, Treasurer.

BE IT FURTHER RESOLVED, that any officer of this Corporation is hereby authorized to certify this resolution to whom it may concern.

#### **Banknorth – Direct ACH Service**

BE IT RESOLVED, that the Vice President for Administration, The Controller, the Treasurer, or any officer holding the above positions on an interim basis, is authorized to enter into and execute the Direct ACH Services Agreement and the security and operations procedure and other addenda thereto (collectively the “Agreement”) between the University of Vermont and State Agricultural College and the Howards Bank providing for the initiation of Credit or Debit Entries by the University of Vermont and State Agricultural College, and to execute additional Schedules to said Agreement in order to, from time to time, select different services.

BE IT FUTHER RESOLVED, that the Vice President for Administration, the Controller, the Treasurer, or any officer holding the above positions on an interim basis, is authorized to designate, from time to time, one or more employees or agents to initiate or confirm Credit or Debit Entries pursuant to the Agreement and to take any other actions necessary and incident thereto.

BE IT FURTHER RESOLVED, that any officer of this Corporation is hereby authorized to certify this resolution to whom it may concern.

#### **Banknorth - Desktop Banking Account Reconciliations Processing**

BE IT RESOLVED, that the Board of Trustees authorizes the Vice President for Administration, the Controller, the Treasurer, or any officer holding the above positions on an interim basis, to enter into and execute the Account Reconciliation Processing Service Agreement and all its Exhibits and Schedules (collectively the “Agreement”) between the University of Vermont and State Agricultural College and the Howard Bank.

BE IT FURTHER ESOLVED, that the Board of Trustees authorizes the Vice President for Administration, the Controller, the Treasurer, or any officer holding the above positions on an interim basis, to execute on behalf of the University additional exhibits to said Agreement in order to, from time to time, select different services.

BE IT FURTHER RESOLVED, that any officer of this Corporation is hereby authorized to certify this resolution to whom it may concern.

#### **Signatory Authority - Endowment Funds**

WHEREAS, the Board of Trustees has fiduciary responsibility for the University of Vermont and State Agricultural College Consolidated Endowment Funds, The University of Vermont

Trust, certain Separately Invested Endowment funds, certain Charitable Trusts and the Pooled Income Fund; and

WHEREAS, from time to time documents relating to securities transfers, purchases, and sales are required in connection with the operation of these trusts;

BE IT RESOLVED, that the President, Vice President for Administration, Controller, Treasurer, or any officer holding the above positions on an interim basis, are hereby authorized to execute any and all instruments necessary, proper, and desirable for that purpose.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the position heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

### **Establishment of Account with the Howard Bank**

WHEREAS, The University of Vermont's central Vermont Continuing Education Center (the Center) is Berlin, Vermont, works within communities <md with other educational providers in Washington, Orange, Caledonia, Essex, and Lamoille Counties to provide local logistical support for Evening Division and Summer Session activities offered in central Vermont; and

WHEREAS, it is necessary to safeguard cash collected for tuition and fees collected from courses offered in central Vermont, and to control and expedite tuition refunds for courses canceled by the Center;

BE IT FURTHER RESOLVED, the following officers are authorized to sign checks drawn on the Howard Bank account: Treasurer, Treasury Specialist III, Treasury Specialist II, Regional Continuing Education Coordinator, and Director of Continuing Education, or any officer holding the above positions on an interim basis.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary of the Board of Trustees will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

### **Transfers Between Corporate Accounts**

BE IT RESOLVED, that the Board of Trustees hereby authorizes the Vice President for Administration, Treasurer, Treasury Specialist III, Treasury Specialist II, or any officer holding the above positions on an interim basis, to issue telephone instructions to banks for the purpose of conducting University business by making transfers between the University's corporate accounts at banks and the University's accounts at other institutions.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary of the Board of Trustees will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

This resolution supersedes all previous authorizations on this subject.

**Joint Committee on Honorary Degrees**

RESOLVED, that the President be and hereby is authorized to offer and confer an honorary degree to those individuals recommended by the Joint Committee on Honorary Degrees.

**RESOLUTIONS  
FULL BOARD**

**February 4, 1995**

**EDUCATIONAL POLICY COMMITTEE**

**Staff Actions**

RESOLVED, that the Board of Trustees receives the list of staff actions and approves leaves of absence noted within.

**Authorization for President to Award Degrees**

RESOLVED, that the Board of Trustees authorizes the President to award degrees in course at the associate, bachelor's, master's, doctoral, and fifth-year certificate level to the students of The University of Vermont who, on or before March 1, 1995, are certified by the deans and recommended by the Faculty Senate for their appropriate degrees. The list of names of the students to whom these degrees are awarded shall be recorded as part of the permanent minutes of this meeting.

**Elimination of Department of Technical Nursing**

RESOLVED, that the Board of Trustees approves the elimination of the Department of Technical Nursing and the termination of the associate's degree program in the School of Nursing, effective at the end of the 1995-96 academic year.

**Deed of Easement for Underground Telephone Line to New England Telephone from Main Street South to P-F-C Complex**

WHEREAS, the University is owner of property in the City of Burlington on which is located its Patrick Gymnasium Complex; and

WHEREAS, in the course of relocating utilities for the upgrade of University Heights buildings 10 through 23, that were recently acquired from University Apartments, Inc., it has become necessary to relocate the underground telephone service for Patrick Gymnasium; and

WHEREAS, the University desires and is willing to grant an easement to allow New England Telephone to relocate, extend, operate and maintain an underground telephone distribution system to serve the University's Patrick Gymnasium Complex;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby authorizes the President or Interim Vice President for Administration, or their successors, to grant an easement to New England Telephone and to execute any and all instruments necessary to accomplish that

purpose, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

### **Easements for Underground Utility Service for the Newman Center**

WHEREAS, the University is the owner of property on its main campus which is leased to the Roman Catholic Diocese of Burlington, Vermont, for its Newman Center; and

WHEREAS, in the course of relocating utilities for the upgrade of University Heights buildings 10 through 23 that were recently acquired from University Apartments, Inc., it has become necessary to relocate the underground services for the Newman Center; and

WHEREAS, the University desires and is willing to grant easements to (a) Burlington Electric Department, for electric service; (b) New England Telephone, for telephone service; and (c) Adelphia Cable Communications, for cable television service to the Newman Center;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby authorizes the President or Interim Vice President for Administration, or their successors, to grant the easements and to execute any and all instruments necessary to accomplish that purpose, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern.

BE IT FURTHER RESOLVED, that the Secretary or Assistant Secretary will provide certificates of incumbency, as required, showing the names and signatures of those persons appointed to any of the positions heretofore mentioned.

### **FINANCE AND BUDGET COMMITTEE**

#### **Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of \$3,258,594.93 for the period September 24, 1994, through January 12, 1995, and grants/contracts in the amount of \$17,502,966 for the period August 1, 1994, through October 31, 1994.

### **FULL BOARD**

#### **Ratification of Actions Involving Fletcher Allen Provider Corporation**

WHEREAS, the Executive Committee of the University of Vermont and State Agricultural College (UVM) Board of Trustees passed certain resolution on December 14, 1994 (the December Resolutions) approving certain arrangements with an entity identified in the December Resolutions as Fletcher Allen Physician Corporation; and

WHEREAS, the actual corporate name of said entity was amended to Fletcher Allen Provider Corporations;

THEREFORE, BE IT RESOLVED, that all references to FAPC in the December Resolutions shall be deemed to mean Fletcher Allen Provider Corporations.

BE IT FURTHER RESOLVED, that all of the December Resolutions, including but not limited to the identification of FAPC as an approved faculty practice plan option for UVM College of Medicine faculty who wish to engage in the clinical practice of medicine pursuant to Section 242 of the UVM *Officers' Handbook* and the authorization for UVM to enter into agreements with FAPC, are hereby ratified and affirmed.

**Authorization for Amendment of Articles of Association of University Medical Education Associates, Inc.**

WHEREAS, the Articles of Association of University Medical Education Associates, Inc. (UMEA) provide that an amendment to the Articles of Association is subject to the approval of the UVM Board of Trustees; and

WHEREAS, the Trustees and Members of UMEA have unanimously approved an amendment to UMEA's Articles of Association pursuant to a Unanimous Written Consent, a copy of which is attached hereto as Exhibit A;

THEREFORE, BE IT RESOLVED, that the amendment to UMEA's Articles of Association, as proposed in the Unanimous Written Consent attached hereto as Exhibit A, is hereby approved.

**DIVERSITY**

**Issues of Equal Opportunity and Diversity**

WHEREAS, it is the policy of the University of Vermont and State Agricultural College, by and through its Board of Trustees, to provide to all qualified applicants for enrollment and employment equal opportunity with respect to admission and employment respectively; and

WHEREAS, it is the policy of this University, by and through its Board, to recognize diversity as a core educational value; and

WHEREAS, this Board on February 3, 1995, received a report from the University Commission on Racial Equality and Multicultural Education and commentary from students and other members of the University community which raised concerns about progress with respect to issues of equal opportunity and diversity;

NOW, THEREFORE, IT IS RESOLVED as follows:

1. That the Board hereby reiterates its commitment to the policies as described in the first two paragraphs above and, toward such ends;
2. That the Board directs its chairperson and the President to meet and establish a strategic plan for increasing diversity at this University in the enrollment and retention of students, and the employment and retention of faculty, staff and administrators, such plan to include goals and timetables relative to such goals;
3. That the President make an initial report to the Board at its May 1995 meeting, and a comprehensive report to the Board at its May 1996 meeting, with respect to initiatives undertaken and outcomes achieved to date.

**Commission on Racial Equality and Multicultural Education**

BE IT RESOLVED, that the Board of Trustees of the University of Vermont and State Agricultural College commends the University Commission on Racial Equality and Multicultural Education, and its chairperson, Kathleen Manning, for their work on issues relating to their charge, and encourages them to continue in their efforts to effectuate the policies of the University and this Board with respect to equality of opportunity and diversity as a core educational value.

**UNIVERSITY MEDICAL EDUCATION ASSOCIATES, INC.**

**UNANIMOUS WRITTEN CONSENT OF TRUSTEES AND MEMBERS**

Pursuant to the provisions of Section 2308 of Title 11 of the Vermont Nonprofit Corporation Act, the undersigned, being all of the trustees and members of University Medical Education Associates, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Vermont, do unanimously consent to the adoption of the following resolutions to be effective as if adopted at a duly called and held meeting of the trustees and members.

WHEREAS, the independent faculty groups operating under agreements with the University of Vermont and State Agricultural College ("UVM") merged with and into Fletcher Allen Health Care, Inc. as of December 30, 1994, and the separate corporate existence of each independent faculty group ceased thereon, the trustees and members of the Corporation now wish to delete the provision in each of the Corporation's Articles of Association and By-laws that requires four (4) of the members of the Corporation to be presidents of such independent faculty groups.

NOW, THEREFORE, it is unanimously voted:

VOTED: To amend the Articles of Association of the Corporation to delete that portion of Section 2 of Article V that requires that each of the four (4) Department Chairmen of the UVM College of Medicine that are elected as members of the Corporation be a president of an independent faculty group which is operating under an agreement with UVM, so that Section 2 of Article V, as amended, will read as follows:

"2. Four (4) clinical Department Chairpersons from the College of Medicine, University of Vermont and State Agricultural College. A clinical Department Chairperson member shall be elected by a majority vote of the clinical Department Chairpersons of the College of Medicine. The terms of the clinical Department Chairperson members shall be for two (2) years or for the unexpired portion thereof in such manner that not more than two (2) terms will expire in the same year."

and, further, that the President and Secretary of the Corporation are hereby authorized, empowered, and directed to take any and all actions necessary or appropriate to effectuate the foregoing, including, without limitation, the execution and delivery of Amended Articles of Association; provided, however, that any such actions taken by the President or Secretary of the Corporation pursuant to this resolution are subject to the approval of the UVM Board of Trustees.



VOTED: Pursuant to Section 1 of Article XI of the By-laws of the Corporation, to delete Section 6 of Article IV of the By-laws in its entirety, which section provides that each of the four (4) Department Chairmen of the UVM College of Medicine that are elected as members of the Corporation must each be a president of an independent faculty group which is operating under an agreement with UVM; and that the President and Secretary of the Corporation are hereby authorized, empowered, and directed to take any actions necessary or appropriate to effectuate the foregoing; provided, however, that this resolution shall be given no further effect and shall be deemed to be abandoned by the Corporation in the event that the UVM Board of Trustees does not approve of the actions taken by the Corporation with respect to the amendment of Section 2 of Article IV of the Articles of Association.

Dated as of the\_ day of January, 1995.

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Thomas P. Salmon

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John W. Frymoyer, M.D.

\_\_\_\_\_  
Henry M. Tufo, M.D.

\_\_\_\_\_  
Richard E. Tarrant

\_\_\_\_\_  
Edward L. Austin, Jr.

## **FULL BOARD**

### **Retiring Trustees**

WHEREAS, Sean Campbell, Alexander Newcomb, James Shea, Sallie Soule, and Ruth Stokes are nearing the completion of their terms as Trustees of The University of Vermont; and

WHEREAS, Sean Campbell has provided distinguished service and practical advice to the Board, particularly through his roles as Chair of the Alumni Affairs and Development Committee and as Vice Chair of the Buildings and Grounds Committee; and

WHEREAS, Alec Newcomb has ably served this Board in his involvement with the Student Activities Committee and as Vice Chair of the Audit Committee, and has been a strong voice for enhancing the educational experience for UVM students; and

WHEREAS, James Shea has offered wise counsel and important perspectives to the Board, especially through his membership on the Investment and Advancement Committees; and

WHEREAS, Sallie Soule has committed herself to the work of this Board with enthusiasm, common sense, and good humor, particularly in her service as Vice Chair and Chair of the Educational Policy Committee and her membership on the Finance and Budget Committee; and

WHEREAS, Ruth Stokes has provided unselfish, energetic and creative leadership to this Board and this University in her responsibilities as Vice Chair and Chair of the Finance and Budget Committee, member of the Educational Policy Committee, Chair of the Presidential Search Committee, and Chair of the Board of Trustees;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont and State Agricultural College expresses its most sincere appreciation, deep respect, and heartfelt good wishes to Sean Campbell, Alec Newcomb, Jim Shea, Sallie Soule, and Ruth Stokes.

### **Police Services**

WHEREAS, there has been enacted legislation authorizing the Board of Trustees to establish a department of police services, 16 V.S.A. §2283; and

WHEREAS, the Board of Trustees is thereby authorized to appoint police officers and a director of the department pursuant to the terms of such legislation; and

WHEREAS, the University operated such a department under the general authority of the Board of Trustees before the effective date of the specified legislation, and thereafter operated the department under the authority of said statute;

BE IT THEREFORE RESOLVED, that the Board of Trustees hereby acknowledges it establishment and operation of the Department of Police Services as of the effective date of such statute, and assigns to the President or his/her designee responsibility for the appointment of the Department's chief and officers, such appointment to be effective upon the filing with the Secretary of the Board of said written appointments and accompanying oaths; and

BE IT FUTHER RESOLVED, that this resolution is intended in clarification of a resolution of this Board adopted May 2, 1992, and shall operate in substitution for such resolution retroactive to the effective date of 16 V.S.A. §2283, July 1, 1992.

**Joint Committee on Honorary Degrees**

RESOLVED, that the President be and hereby is authorized to offer and confer an honorary degree to those individuals recommended by the Joint Committee on Honorary Degrees.