

## 2007 Resolutions

### February 10, 2007

- 1) Acceptance of Gifts and Grants
- 2) Deferred Maintenance Projects
- 3) Energy Conservation Projects
- 4) DeGoesbriand Fit-Up (Phase I)
- 5) Cook Commons Renovations
- 6) Marsh/Austin/Tupper Renovation Project
- 7) Resolution Authorizing Establishment of Sub-Committee to evaluate an Interest Rate Swap
- 8) Resolution to Approve A Cross-College Undergraduate Minor in Biochemistry
- 9) Resolution to Approve A Policy for Obtaining Approval To Use Another Unit's Courses For Degree Requirements
- 10) Resolution To Approve An Undergraduate Minor in Pharmacology
- 11) Retiring Trustee Resolutions  
Mark S. Young  
Thomas A. Little  
Richard W. Hube, Jr.  
Kathleen C. Hoyt  
Kami M. Patrizio

### April 9, 2007

- 1) Grant of Option to Purchase Property between UVM and Vermont Transco LLC
- 2) Approval of Committee and Chair Appointments

### April 30, 2007

- 1) Resolution Regarding Honorary Degrees

### May 18, 2007

- 1) Resolution Approving Appointment of Board Chair

### May 19, 2007

- 1) Acceptance of Gifts and Grants
- 2) Fiscal Year 2008 Budget Premises: General Fund
- 3) Tuition Charges for Fiscal Year 2008
- 4) Room and Meal Plan Rates, Fiscal Year 2008
- 5) Fees for Fiscal Year 2008
- 6) Fiscal Year 2008 Operating Budget: Morgan Horse Farm
- 7) DeGoesbriand Fit-up (Phase II)
- 8) Williams Hall Renovations
- 9) Rowell Hall Renovations
- 10) Research Laboratory Renovations
- 11) Information Technology Infrastructure Renovations
- 12) Endowment Management Fee Resolution

- 13) Resolution Regarding Investment Advisory Services
- 14) Resolution To Revise Delegation and Retention of Board Authority
- 15) Resolution to Approve Recognition of Matrix Centers
- 16) Resolution to Approve A New Minor in Geospatial Technologies
- 17) Resolution to Approve A Name Change for the Department of Art
- 18) Resolution Ratifying the Campus Demonstrations: Rights and Responsibilities Policy
- 19) Plant Science Facility
- 20) Colchester Research Facility
- 21) Reaffirm Divestiture from Sudan
- 22) Interest Rate Exchange Agreement
- 23) General Obligation Bonds, Series, 2007

**July 9, 2007**

- 1) Resolution Approving Appointments to the *ad hoc* Presidential Comprehensive Review Committee
- 2) Resolution Approving Appointments to the Arena Task Force
- 3) Resolution Authorizing Offer for Purchase of Delta Psi Property

**August 13, 2007**

- 1) Resolution Approving Appointments to the Campus Life Task Force II
- 2) Resolution Approving Campus Life Task Force II Charge
- 3) Resolution Authorizing Final Offer for Purchase and Purchase of Delta Psi Property

**September 8, 2007**

- 1) Resolution Revising Exhibit 1 of the University Statement of Investment Objectives and Policies
- 2) Endowment Management Fee Resolution
- 3) Resolution Reaffirming Consolidated Endowment Budget Policy
- 4) Resolution in Memoriam for Raul Hilberg
- 5) Resolutions Endorsing Strategic Capital Plan Projects Ranking Model and Criteria
- 6) Resolution Approving University Bylaws Amendments
- 7) Resolution Authorizing UVM-City of Burlington Agreement
- 8) Resolution regarding Presidential Compensation and Contract
- 9) Acceptance of Gifts and Grants
- 10) Plant Science Facility
- 11) Resolution Approving Amendments to University of Vermont Debt Management Policy
- 12) Resolution Approving the Appointment of Jeffrey Horbar, M.D. as the Jerold F. Lucey Chair in Neonatal Medicine
- 13) Resolution Approving the Appointment of James Hudziak, M.D. as the Achenbach Chair in Developmental Psychopathology
- 14) Resolution Approving Recognition of the UVM Center for Clinical and Translational Science as a Matrix Center
- 15) Resolution Approving a New Minor in Ecological Agriculture
- 16) Resolution Approving a New Minor in Soil Science

- 17) Resolution Approving a New Minor in Sustainable Landscape Horticulture
- 18) Resolution Approving a New Minor in Food Systems
- 19) Resolution Approving the Establishment of a Department of Asian Languages and Literatures
- 20) Resolution Approving a Name Change for the Dietetics Major in Nutrition and Food Sciences
- 21) Resolution Authorizing Award of Degrees
- 22) Given Courtyard Infill & Mechanical Systems Upgrade
- 23) Aiken Hall Project
- 24) Terrill Hall HVAC Project
- 25) Deferred Maintenance Projects FY 2009
- 26) Harris-Millis Residence Hall Project (Phase I)
- 27) Resolution Approving Audit Committee Charter Revision

**October 4, 2007**

- 1) Resolution approving University of Vermont Board Bylaws Amendments

**October 15, 2007**

- 1) Resolution Adopting Changes to Audit Committee Assignments

**November 30, 2007**

- 1) Resolution approving Bylaws Amendments

**December 1, 2007**

- 1) Resolution Approving Audit Committee Charter Revision
- 2) Resolution for President to Confer Honorary Degrees
- 3) Resolution Re-Authorizing Final Offer for Purchase and Purchase of Delta Psi Property
- 4) Resolution Recommending Revision of the Investment Subcommittee Charge
- 5) Colchester Research Facility Renovations
- 6) Given Courtyard Infill & Mechanical Systems Upgrade
- 7) Greening of Aiken
- 8) Terrill Hall Renovation
- 9) Deferred Maintenance Projects FY '09
- 10) Harris/Mills Residential Complex Phase I
- 11) Acceptance of Gifts and Grants
- 12) Summer Session Tuition Rates
- 13) State Capital Appropriation Request – Fiscal Year 2009
- 14) General University and Morgan Horse Farm FY 2009 State Appropriation Request
- 15) Resolution Approving a Policy to Award Conjoint Degrees
- 16) Resolution Approving a New Minor in Anthropology
- 17) Resolution Approving a Name Change for the Department of Obstetrics and Gynecology
- 18) Resolution Approving the Creation of a Bachelor of Arts Degree in Chinese and a Bachelor of Arts Degree in Japanese
- 19) Resolution Approving the Naming of the Pole Barn at the Jericho Research Forest

- 20) Terrill Hall Project
- 21) Given Courtyard and Mechanical Systems Upgrade Project
- 22) Classroom Improvements Project FY '09
- 23) Research Infrastructure Fund FY '09
- 24) Resolution Approving Amendments to the University of Vermont Debt Policy and Policies Regarding the Funding of Capital Projects
- 25) Resolution Regarding Five-Year Presidential Comprehensive Review
- 26) Resolution Approving Wilbur Fund Investment Management Agreement

**December 14, 2007**

- 1) Acceptance of Fiscal Year 2007 Annual Audit
- 2) Audit Firm for Fiscal Year 2008 Audit

# **CONSENT AGENDA**

**February 10, 2007**

## **BUDGET, FINANCE AND INVESTMENT COMMITTEE**

### **(1) Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of \$10,142,991 for the period October 1, 2006, through December 31, 2006, and grants and contracts in the amount of \$19,436,962 for the period October 1, 2006, through December 31, 2006.

### **(2) Deferred Maintenance Projects**

WHEREAS, the University is undertaking a systematic program to reduce its backlog of facilities deferred maintenance; and

WHEREAS, the highest priority projects for fiscal year 2008 (including building envelope, mechanical, and electrical projects) in Ira Allen Chapel, Dewey Hall, Given Building, 16 Colchester Avenue, 70 South Williams Street, Fleming Museum, and other buildings have been identified, and work must begin on design and engineering so that the majority of the construction can occur during the summer 2007; and

WHEREAS, an allocation of \$6,000,000 for deferred maintenance elimination has been previously included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence various FY '08 deferred maintenance activities (the "Project") and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$6,000,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$6,330,000, included in which shall be

Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$120,000 and capitalized interest in an amount not to exceed \$210,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$6,330,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

### **(3) Energy Conservation Projects**

WHEREAS, the University is committed to energy efficiency and conservation; and

WHEREAS, the University wishes to undertake various energy conservation projects in the PFG Athletic Complex, the adjacent Parking Garage, the Central Heating Plant, Marsh Life Science, Votey Hall, Williams Hall, the Residential Learning Center at University Heights, and in various other facilities; and

WHEREAS, an allocation of \$1,000,000 for Energy Conservation projects has been previously included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence various energy conservation activities (the “Project”) and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$1,000,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$1,055,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$20,000 and capitalized interest in an amount not to exceed \$35,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$1,055,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(4) DeGoesbriand Fit-Up (Phase I)**

WHEREAS, the University wishes to adapt certain spaces in the DeGoesbriand building to be occupied by various functions from the College of Medicine currently housed in other University buildings and in off-campus leased space; and

WHEREAS, an allocation of \$500,000 for phase I of this estimated \$2,300,000 two-phase project was included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence Phase I of the DeGoesbriand Fit-Up Project and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$500,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$530,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$10,000, and capitalized interest in an amount not to exceed \$20,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and



WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$530,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(5) Cook Commons Renovations**

WHEREAS, the University wishes to renovate the dining hall known as Cook Commons in the Billings Center following the opening of the Dudley Davis Center; and

WHEREAS, an allocation of \$1,100,000 for this project has been previously included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Cook Commons Renovation Project and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$1,100,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$1,165,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$25,000 and capitalized interest in an amount not to exceed \$40,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$1,165,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(6) Marsh/Austin/Tupper Renovation Project**

WHEREAS, the University wishes to undertake renovations to the Marsh/Austin/Tupper residence halls during the summer of 2007; and

WHEREAS, an allocation of \$4,400,000 for this project has been previously included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Marsh/Austin/Tupper Renovation Project and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$4,400,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$4,645,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$90,000 and capitalized interest in an amount not to exceed \$155,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$4,645,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(7) Resolution Authorizing Establishment of Sub-Committee to evaluate an Interest Rate Swap**

WHEREAS, the University of Vermont has a strategic plan that calls for a variety of capital investments to further the overall purposes of that plan; and

WHEREAS, the University desires to effectively manage access to capital; to manage its credit to meet its long-term strategic objectives while maintaining creditworthiness consistent with the most favorable relative cost of capital and borrowing terms; to limit risk to its debt portfolio; and to permit the optimization of the investment of the University's working capital and cash balances; and

WHEREAS, the University has an opportunity to enter into a potentially desirable debt refunding through the use of an interest rate swap;

NOW, THEREFORE, BE IT RESOLVED that the Board establish a temporary Sub-committee of the Budget, Finance and Investment Committee and the Sub-Committee be charged with evaluating the terms, conditions and criteria relevant to an interest rate swap and bringing forward a recommendation for specific action to the full committee and/or Executive Committee of the Board to execute and appoint Deborah McAneny, Robert Cioffi, Susan Hudson-Wilson and Ian Boyce as members of the Sub-Committee.

BE IT FURTHER RESOLVED, that this Sub-Committee be constituted as long as this task requires or through March of 2007.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE**

**(8) Resolution To Approve A Cross-College Undergraduate Minor in Biochemistry**

RESOLVED, that the Board of Trustees approves a Cross-College Undergraduate Minor in Biochemistry as approved by the Provost on November 28, 2006, and by the President on December 4, 2006.

**(9) Resolution To Approve A Policy for Obtaining Approval To Use Another Unit's Courses For Degree Requirements**

RESOLVED, that the Board of Trustees approves a policy for obtaining approval to use another unit's courses for degree requirements as approved by the Provost on December 14, 2006, and by the President on December 18, 2006.

**(10) Resolution To Approve An Undergraduate Minor in Pharmacology**

RESOLVED, that the Board of Trustees approves an Undergraduate Minor in Pharmacology as approved by the Provost on December 14, 2006, and by the President on December 18, 2006.

**FULL BOARD**

**(11) Retiring Trustee Resolutions**

***Mark S. Young (2001-2007)***

WHEREAS, Mark S. Young is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Mark Young has provided the Board with common sense insights, cogent commentary and practical ideas grounded in the Vermont tradition during his service as Vice Chair and Chair of the Audit Committee and Vice Chair and Secretary of the Vermont Agricultural College Board, and membership on the Investment, University Advancement, Audit, Executive and Educational Policy and Institutional Resources Committees;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont and State Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Mark S. Young.

***Thomas A. Little (2001-2007)***

WHEREAS, Thomas A. Little is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Tom Little has offered wise and perceptive counsel, and has been a principled voice of reason and progress during his service as Secretary of the Board, and in his committee leadership as Vice Chair of Academic and Student Programs, Vice Chair and Chair of Diversity, Chair of the Vermont Agricultural College Board, and Chair of the Joint Committee on Honorary Degrees, and membership on the Academic and Student Programs, Audit, Diversity, Investment, Board Governance, Executive, and Educational Policy and Institutional Resources Committees;

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

***Richard W. Hube, Jr. (2001-2007)***

WHEREAS, Richard W. Hube is nearing the completion of his term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Rick Hube has provided sound advice, provocative viewpoints, and effective strategies to the University during his appointment as Vice Chair of the Board Governance Committee and Vice Chair and Chair of the Vermont Agricultural Board, and as a member of the Facilities and Technologies, University Advancement, Audit, Diversity, Board Governance, Nominating, and Budget, Finance and Investment Committees, and member of the Vermont Regional Campaign Committee;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont State and Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Richard W. Hube.

***Kathleen C. Hoyt (2001-2007)***

WHEREAS, Kathleen C. Hoyt is nearing the completion of her term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Kathy Hoyt has been a creative problem solver, logical thinker, and successful consensus builder during her committee leadership as Vice Chair and Chair of Investment, Vice Chair and Chair of Finance & Budget, Chair of the Debt Subcommittee, and Vice Chair of the *ad hoc* Committee on Socially Responsible Investing, and service as a member of the Investment, Finance & Budget, Audit, Facilities and Technologies, Executive, and Budget, Finance & Investment Committees as well as the Committee on Health Education and *ad hoc* Labor Advisory Committee;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont State and Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Kathleen C. Hoyt.

***Kami M. Patrizio (2005-2007)***

WHEREAS, Kami M. Patrizio is nearing the completion of her term as Trustee of The University of Vermont and State Agricultural College; and

WHEREAS, Kami Patrizio has articulated clear perspectives, offered astute and useful guidance, and has participated fully and intensively in her membership on Board Committees,

including Academic and Student Programs, Diversity, Audit, Board Governance, and Educational Policy and Institutional Resources;

THEREFORE, BE IT RESOLVED, that the Board of Trustees of The University of Vermont State and Agricultural College expresses its appreciation, affection, and heartfelt best wishes to Trustee Kami M. Patrizio.

## **EXECUTIVE COMMITTEE**

**Monday, April 9, 2007**

### **Grant of Option to Purchase Property between UVM and Vermont Transco LLC**

BE IT RESOLVED, that in connection with an electric facility upgrade to Vermont Electric Power Company, Inc.'s existing electric substation located adjacent to and southwesterly of Centennial Field Stadium off of East Avenue (the "Substation Parcel"), the University is hereby authorized to grant an option to purchase (the "Option Agreement") to Vermont Transco LLC, a subsidiary of Vermont Electric Power Company, Inc., for certain parcels and easements on the University's land adjacent to the Substation Parcel, with the Option Agreement being generally consistent with the terms and conditions presented to the Board by the administration in connection with this Resolution;

BE IT FURTHER RESOLVED, the Vice President for Finance and Administration, Treasurer or his/her designee, are hereby authorized to execute the Option Agreement and any and all documents and instruments that are necessary and desirable for the above-described purposes, including but not limited to a Warranty Deed, Vermont Property Transfer Tax Return, and related documents if the option is exercised;

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

### **Approval of Committee and Chair Appointments**

RESOLVED, that the Executive Committee approves the Committee and Chair appointments for 2007 set forth in Attachments 6 and 7.



**The University of Vermont and State Agriculture College  
Board of Trustees Standing Committees  
April 2007**

	<b>Audit</b>	<b>Board Governance</b>	<b>Budget, Finance &amp; Investment</b>	<b>Educational Policies &amp; Institutional Resources</b>	<b>Executive</b>	<b>University of Vermont Board</b>	<b>Vermont Agricultural College Board</b>
President, <i>ex-officio</i>		X	X	X	X		
Amidon-09	C	X	X		X		Sec'y
Ayer-11				X			X
Betts-10				X		X	
Botzow-11 (Sec'y)	X	X	X		X		X
Boyce-06		X	X			C	
Chen-13			X				X
Cioffi, F.-11 (VC)					VC		
Cioffi, R.-08		C	Co-VC		X	X	
Davis-13	X		X				
Donovan-11			X				X
Douglas, <i>ex-officio</i>							
Heath-09				C	X		X
Hilton-12			X			X	
Hudson-Wilson-12			X			X	
Leddy-09				X			X
Lisman-08 (C)					C	X	
McAneny-10		X	C		X	X	
Pecor-08				X		X	
Rice-09	X			X			
Snow-10	VC			X		VC	
Sweaney-13		X		X			X
White-13	X			X			X
Winder-08		X	X				
Young, R.-09			Co-VC		X		

Christine Hertz

C = chair  
VC = vice chair  
CO-VC = co-vice chair  
Sec'y = secretary

**The University of Vermont and State Agriculture College  
Board of Trustees Other Committees  
April 2007**

	<b>Investment Subcommittee</b>	<b>Sub-Cmte for Presidential Evaluation</b>	<b>Ad Hoc Labor Advisory Group</b>	<b>Honorary Degrees Work Group</b>
President, <i>ex-officio</i>				
Amidon-09				
Ayer-11				X
Betts-10				
Botzow-11 (Sec'y)		X		
Boyce-06	X			X
Chen-13				X
Cioffi,F.-11 (VC)		VC		Leader
Cioffi,R.-08	C			
Davis-13	X		X	
Donovan-11				X
Douglas, <i>ex-officio</i>				
Heath-09		X	X	
Hilton-12				X
Hudson-Wilson-12	X			
Leddy-09				
Lisman-08 (C)		C	X	
McAneny-10				
Pecor-08				
Rice-09				X
Snow-10	VC			
Sweaney-13				
White-13	X			
Winder-08				
Young,R-09		X		

C = chair  
VC = vice chair  
Sec'y = secretary

## **EXECUTIVE COMMITTEE**

**Monday, April 30, 2007**

### **Resolution Regarding Honorary Degrees**

*As approved by the Board of Trustees: November 11, 2006*

*Approved as amended by the Executive Committee: April 30, 2007*

WHEREAS the Board of Trustees established the Joint Committee on Honorary Degrees on December 4, 1976, and revised the makeup of the Committee on October 14, 2000; and

WHEREAS, in light of the Board of Trustees' reorganization of its Committees, the Joint Committee on Honorary Degrees has been retired as a freestanding committee; and

WHEREAS, the Committee on Educational Policy and Institutional Resources, under Committee reorganization, now has responsibility for recommending Honorary Degree award recipients; and

WHEREAS, the Board, and its Committee on Educational Policy and Institutional Resources, conclude that the makeup, role, and function of the former Joint Committee on Honorary Degrees are important to retain within the new Committee structure;

THEREFORE, BE IT RESOLVED that:

The Committee on Educational Policy and Institutional Resources ("the Committee") shall establish an Honorary Degrees work group, to which the following appointments shall be made by the Committee Chair following appropriate consultation:

- A member of the Committee, who will serve as the work group leader;
- Additional members of the Committee, one of whom will be a student trustee
- The University President, *ex officio*
- The President of the Faculty Senate, *ex officio*
- The President of the Student Government Association, *ex officio*
- The President of the Senior Class Council, *ex officio*
- Two additional members of the faculty, to be designated by the Faculty Senate President
- An Alumni Relations representative, to be designated by the Vice President for Development and Alumni Relations
- One administrative officer or staff employee, to be designated by the University President;
- and other Trustees as recommended by the Board Chair

BE IT ALSO RESOLVED, that the Honorary Degrees work group annually shall develop recommendations to the Committee regarding candidates for Honorary Degrees; and the Committee shall convey those recommendations to the full Board of Trustees no later than November of each year; and

BE IT FINALLY RESOLVED, that Honorary Degree candidates shall be reviewed under the selection criteria recommended by the outgoing Joint Committee on Honorary Degrees, as attached hereto, and the Committee shall periodically review the criteria and recommend to the Board any changes the Committee may deem necessary or desirable.

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

**BOARD OF TRUSTEES**

**May 18, 2007**

**Resolution Approving Appointment of Board Chair**

RESOLVED, that the Board hereby accepts the recommendation of the Nominating Committee and approves the appointment of Carl Lisman as Chair, effective immediately.

## CONSENT AGENDA

May 19, 2007

### **BUDGET, FINANCE AND INVESTMENT COMMITTEE**

#### **(1) Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts gifts in the amount of \$6,666,524 for the period December 30, 2006, through March 30, 2007, and grants and contracts in the amount of \$18,049,300 for the period January 1, 2007, through March 31, 2007.

#### **(2) Fiscal Year 2008 Budget Premises: General Fund**

RESOLVED, that the Board of Trustees hereby approves the budget premises for Fiscal Year 2008, which lead to a General Fund operating budget for the University of \$251,023,000, and authorizes the President to proceed with detailed budget preparation in accordance with these premises.

#### **(3) Tuition Charges for Fiscal Year 2008**

RESOLVED, that the Board of Trustees hereby approves increases in the following tuition rates effective with the 2007-2008 academic year:

- a. In-state tuition from \$9,832 to \$10,422 per year, or \$590 per credit hour.
- b. Out-of-state tuition from \$24,816 to \$26,306 per year, or \$1,490 per credit hour.
- c. Medical student in-state tuition from \$24,480 to \$25,460 per year for first-year students; from \$24,480 to \$25,460 for second-year students; from \$24,480 to \$25,460 for third-year students; and from \$24,320 to \$25,290 for fourth-year students.  
Medical student out-of-state tuition from \$42,850 to \$44,560 per year for first-year students; from \$42,850 to \$44,560 for second-year students; from \$42,850 to \$44,560 for third-year students; and from \$42,550 to \$44,250 for fourth-year students.

#### **(4) Room and Meal Plan Rates, Fiscal Year 2008**

RESOLVED, that the Board of Trustees hereby approves room and meal plan rates for Fiscal Year 2008 as follows:

	<u>per year</u>
Private Single with Bath	\$6,774
Private Double with Bath	\$6,616
Suite Single with Shared Bath	\$6,406
Suite Double with Shared Bath	\$5,532
Traditional Single	\$6,248

Traditional Double	\$5,426
Traditional Triple	\$4,326
Traditional Quad	\$3,624
Basic Meal Plan	\$2,044
Average Meal Plan	\$2,598
Carte Blanche Meal Plan	\$2,906

**(5) Fees for Fiscal Year 2008**

RESOLVED, that the Board of Trustees approves increases to student fees from \$1,492 to \$1,632 effective with the 2007-2008 academic year.

**(6) Fiscal Year 2008 Operating Budget: Morgan Horse Farm**

RESOLVED, that the Board of Trustees approves the recommended operating budget for the Morgan Horse Farm for Fiscal Year 2008 in the amount of \$362,584.

**(7) DeGoesbriand Fit-up (Phase II)**

WHEREAS, the University wishes to fit-up certain spaces in the DeGoesbriand building to be occupied by various functions from the College of Medicine currently housed in other University buildings and in off-campus leased space; and

WHEREAS, an allocation of \$500,000 for phase I of this estimated \$2,100,000 two-phase project was included in the *2007 Strategic Capital Plan* and approved at the February Board meeting; and

WHEREAS, phase II is ready to proceed at a cost of \$1,600,000; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the DeGoesbriand Fit-up Project (Phase II) and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$1,600,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$1,688,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$32,000, and capitalized interest in an amount not to exceed \$56,000: and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$1,688,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(8) Williams Hall Renovations**

WHEREAS, the University wishes to undertake certain improvements including upgrading mechanical ventilation systems and replacing a pottery kiln in Williams Hall; and  
WHEREAS, an allocation of \$2,000,000 for this project has been previously included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Williams Hall Renovation Project and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$2,000,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$2,110,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$40,000, and capitalized interest in an amount not to exceed \$70,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$2,110,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.



Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(9) Rowell Hall Renovations**

WHEREAS, the University wishes to undertake certain improvements in Rowell Hall to accommodate the teaching and research activities of the Rehabilitation and Movement Sciences Department; and

WHEREAS, an allocation of \$2,500,000 for this project has been previously included in the *2007 Strategic Capital Plan*; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Rowell Hall Renovation Project and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$2,500,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$2,637,500, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$50,000, and capitalized interest in an amount not to exceed \$87,500; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$2,637,500 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

#### **(10) Research Laboratory Renovations**

WHEREAS, the University wishes to undertake certain renovations in Votey Hall, Cook Physical Science Building, and Farrell Hall to enable new sponsored research; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Research Laboratory Renovations Project and to execute any and all contracts and documents necessary to undertake the Project at a total cost not to exceed \$1,500,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$1,582,500, included in which shall be

Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$30,000, and capitalized interest in an amount not to exceed \$52,500; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$1,582,500 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

### **(11) Information Technology Infrastructure Renovations**

WHEREAS, the University wishes to undertake certain improvements in its information technology infrastructure, which includes its student information systems and its server and data storage facilities; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (“the Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time;

NOW THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Information Technology Renovation Project and to execute any and all contracts and documents necessary to undertake the Project at a cost not to exceed \$7,000,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$7,385,000 included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$140,000, and capitalized interest in an amount not to exceed \$245,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$7,385,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenses.

Section 4. This declaration shall take effect from and after its adoption.

**(12) Endowment Management Fee Resolution**

*(originally approved by the Board in September 2003)*

BE IT RESOLVED, that the Board of Trustees hereby approves a 0.5 percent fee applied to the University endowment to cover reasonable costs associated with endowment management and operation; and

BE IT FURTHER RESOLVED that, on a fiscal year basis beginning July 1, 2003, the fee will be calculated and assessed annually as 0.5 percent of the average market value of the University endowment for the four (4) quarters ending December 31 of the prior calendar year, starting with January 1, 2002, through December 31, 2002; and

BE IT FINALLY RESOLVED, that continuation of the fee beyond June 30, 2008, shall be contingent upon Board re-authorization, following Budget, Finance and Investment Committee review and recommendation to be completed no later than September 30, 2007.

**(13) Resolution Regarding Investment Advisory Services**

BE IT RESOLVED, that the President, Provost, Vice President for Finance and Administration, Associate Vice President for Finance and Controller, or any officer holding the above positions on an interim basis, singly is authorized to enter into a contract with Cambridge Associates LLC for the purpose of serving as an investment advisor to the University for the period July 1, 2007 to June 30, 2008, at a fee of \$204,000.

This resolution supersedes all previous authorizations.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE**

**(14) Resolution To Revise Delegation and Retention of Board Authority**

RESOLVED, that the Board of Trustees revises its resolution of September 11, 2004, entitled *Resolution Regarding Delegation and Retention of Board Authority* as follows:

(6) creation or elimination of, and material changes in, academic programs and departments; establishment of, ~~and appointments to,~~ endowed professorships, with periodic reports from the administration to the Board of appointments made thereto; and approval of the faculty medical practice plan;

**(15) Resolution To Approve Recognition of Matrix Centers**

RESOLVED, that the Board of Trustees approves the amendment to the Officers Handbook or its Successor creating the process for review and recognition of Matrix Centers as approved by the Provost on April 24, 2007 and the President on April 25, 2007.

**(16) Resolution To Approve A New Minor in Geospatial Technologies**

RESOLVED, that the Board of Trustees approves a new minor in Geospatial Technologies as approved by the Provost on April 24, 2007, and by the President on April 26, 2007.

**(17) Resolution to Approve A Name Change for the Department of Art**

RESOLVED, that the Board of Trustees approves a name change for the Department of Art to the Department of Art and Art History as approved by the Provost on April 24, 2007, and by the President on April 25, 2007.

**(18) Resolution Ratifying the Campus Demonstrations: Rights and Responsibilities Policy**

RESOLVED, that the Board ratifies the Campus Demonstrations: Rights and Responsibilities Policy effective as approved by the Faculty Senate on May 17, 2007 and the President on May 18, 2007.

**(19) Plant Science Facility**

WHEREAS, the Board of Trustee's Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$50,000,000 for the proposed Plant Science Facility and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their September meeting.

**(20) Colchester Research Facility**

WHEREAS, the Board of Trustee's Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$5,500,000 for the proposed renovations to the Colchester Research Facility and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their September meeting.

## FULL BOARD

### (21) Reaffirm Divestiture from Sudan

RESOLVED, that the Board of Trustees approves the re-affirmation of the resolution for Divestment from Sudan adopted by the Board of Trustees on May 18, 2006 and amended by the Executive Committee on June 12, 2006;

BE IT FUTHER RESOLVED, that the Budget, Finance and Investment Committee, as successor to the Committee on Socially Responsible Investing, will review and reaffirm this resolution on an annual basis.

### (22) Interest Rate Exchange Agreement

WHEREAS, the University has evaluated the risks and exposures related to interest rate exchange agreements, including, but not limited to counterparty risk, termination risk, rollover risk, basis risk, tax event risk, and amortization risk; and

WHEREAS, the University has decided to approve the form of interest rate exchange agreements that may be entered into to manage its borrowings, reduce or hedge its exposure to changes in interest rates, and provide for a lower cost of borrowing; and

WHEREAS, in connection with the proposed issuance of refunding bonds, the University desires to authorize the execution and delivery of an interest rate exchange agreement between the University and a qualified counterparty pursuant to which, on a future date, the University would receive payments based on a variable rate and would make payments based on a fixed rate in accordance with the terms and conditions set forth in such agreement, or pursuant to which the University could terminate the agreement and either receive a termination payment (if fixed rates have risen) or make a payment (if fixed rates have declined); and

WHEREAS, copies of the form of interest rate exchange agreement in substantially final form (including the master agreement, schedule, confirmation, and credit support annex) have been filed with the Board of Trustees of the University;

NOW THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. Qualified Counterparties. The Vice President for Finance and Administration and Treasurer of the University (the "Treasurer") is authorized to select one or more of the following firms (or affiliates thereof) to participate in the bidding of an interest rate exchange agreement:

<u>Counterparty</u>	<u>Moody's Rating</u>	<u>S&amp;P Rating</u>	<u>Fitch Rating</u>
The Bank of New York	Aaa	AA	AA-
Citibank, N.A.	Aaa	AA+	AA+
JPMorgan Chase Bank, N.A.	Aaa	AA	AA-
Morgan Stanley Capital Services Inc.	Aa3	A+	AA-

(guaranteed by Morgan Stanley & Co.  
Incorporated)

UBS AG

Aa2

AA+

Section 2. Form of the Interest Rate Exchange Agreement. The form and content of the interest rate exchange agreement (including the master agreement, schedule, confirmation, and credit support annex, all of which, as modified and executed by the University and a qualified counterparty, shall be called the "Interest Rate Exchange Agreement"), is hereby approved, and the Treasurer is authorized to execute and deliver the Interest Rate Exchange Agreement with each of the counterparties specified in Section 1, with such changes, additions, deletions and modifications as he may deem necessary or desirable.

Section 3. Bidding Procedure. The Treasurer is authorized to approve the terms of the bidding procedure by which a qualified counterparty to an interest rate exchange agreement shall be selected.

Section 4. Ad-Hoc Sub-Committee on Swaps. The Chair of the Budget, Finance and Investment Committee is authorized to establish an Ad Hoc Sub-Committee on Swaps (the "Swap Sub-Committee") and appoint the members and chair of such Swap Sub-Committee.

Section 5. Terms of the Interest Rate Exchange Agreement. In connection with the proposed issuance of refunding bonds, the Treasurer (following approval from the Swap Sub-Committee) is authorized to execute a confirmation to the interest rate exchange agreement with the counterparty selected through the bidding procedures, pursuant to which the University will pay a fixed rate not to exceed 5.00% and receive a variable rate equal to the SIFMA Index or a percentage of LIBOR, in either case being a variable rate that is reasonably expected to be equivalent over time to the variable rate paid on tax-exempt variable rate general obligation bond issues of obligors of generally the same creditworthiness as the University. The term of the agreement shall not exceed the term of 31 years from the effective date and shall have a maximum notional amount not to exceed \$210,000,000.

Section 6. Annual Review. The Budget, Finance and Investment Committee of the Board of Trustees will review, no less often than annually, the terms and conditions of the Interest Rate Exchange Agreement for purposes of compliance and to ensure its continuing suitability. That Committee may direct the Treasurer to consider additions, deletions, and modifications deemed necessary or desirable.

Section 7. No Personal Liability. No stipulation, obligation, or agreement herein contained or contained in the Interest Rate Exchange Agreement shall be deemed to be a stipulation, obligation or agreement of any officer, agent or employee of the University in his or her individual capacity, and no such officer, agent or employee shall be personally liable on the obligations under an interest rate exchange agreement or be subject to personal liability or accountability by reason of the University entering such agreement.

Section 8. Actions of Officers. The officers of the Board of Trustees of the University and the officers of the University are hereby authorized, empowered and directed to do any and all other acts and to execute any and all other documents, which they, in their



discretion, deem necessary and appropriate to consummate the transactions contemplated by (i) this Resolution and (ii) the Interest Rate Exchange Agreement; except that none of the above shall be authorized or empowered to do anything or execute any document which is in contravention, in any way, of (a) the specific provisions of this Resolution, (b) the specific provisions of the Interest Rate Exchange Agreement, (c) any agreement to which the University is bound, (d) any rule or regulation of the University or (e) any applicable law, statute, ordinance, rule or regulation of the United States of America or the State of Vermont.

Section 9. Severability of Invalid Provisions. If any one or more of the agreements or Provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or shall be determined to be against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements, or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Interest Rate Exchange Agreement authorized hereunder.

Section 10. Conflicting Provisions. All resolutions or parts thereof of the Board of Trustees of the University in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 11. Effective Date. This Resolution shall take effect upon its adoption.

### **(23) General Obligation Bonds, Series, 2007**

WHEREAS, the University has decided to issue its General Obligation Bonds, Series 2007 (the "Series 2007 Bonds"), to provide funds (i) to refund all outstanding commercial paper notes of the University (including the payment of interest thereon), (ii) to refund a portion of the outstanding Series 1998 Bonds, Series 2002 Bonds and Series 2005 Bonds (defined herein) of the University (including the payment of interest and redemption premium thereon), (iii) to finance the cost of certain capital projects of the University which have been authorized by the Board prior to or on the date hereof and (iv) to pay the costs of issuance relating to the Series 2007 Bonds, which purposes have been found by the Board to be necessary and desirable; and

WHEREAS, the present value of the aggregate debt service savings from the refunding of the general obligation bonds of the University shall be at least 3% of the principal amount of the refunded bonds; and

WHEREAS, the University desires to authorize the issuance of the Series 2007 Bonds in an aggregate initial principal amount not to exceed \$296.6 million; and

WHEREAS, the University has issued its General Obligation Bonds, Series 1990 (the "Series 1990 Bonds"), Series 1998 (the "Series 1998 Bonds"), Series 2002 (the "Series 2002 Bonds") and Series 2005 (the "Series 2005 Bonds") pursuant to the terms of an Indenture dated as of February 1, 1990 (the "Trust Indenture") between the University and The Bank of New York (as successor to TD Banknorth, N.A.), as trustee (the "Trustee"), as amended and supplemented by the Series 1998 and First Supplemental Indenture, the Series 2002 and Second Supplemental

Indenture, and the Series 2005 and Third Supplemental Indenture), (the Trust Indenture, as amended, hereafter referred to as the “Indenture”), and

WHEREAS, the University proposes to issue the Series 2007 Bonds on a parity with the Series 1990 Bonds, the Series 1998 Bonds, the Series 2002 Bonds and the Series 2005 Bonds pursuant to the terms of the Indenture and a Series 2007 and Fourth Supplemental Indenture thereto (the “Fourth Supplemental Indenture”) between the University and the Trustee; and

WHEREAS, the University desires to execute and deliver a Bond Purchase Agreement (the “Bond Purchase Agreement”) between the University and Citigroup Global Markets Inc. and UBS Securities LLC (the “Underwriters”), pursuant to which the University will sell the Series 2007 Bonds to the Underwriters in accordance with the terms and conditions set forth therein; and

WHEREAS, in connection with the issuance and sale of the Series 2007 Bonds, a Preliminary Official Statement (the “Preliminary Official Statement”) and a final Official Statement (the “Official Statement”) will be prepared by the University, which will present information about the University, the terms of the Series 2007 Bonds and the security for the Series 2007 Bonds, among other things; and

WHEREAS, the University desires to execute and deliver a Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”) between the University and the Trustee, pursuant to which the University will be obligated to update certain information in the Official Statement and provide certain other notices to specified repositories in accordance with the terms and conditions set forth therein; and

WHEREAS, the University desires to execute and deliver an Escrow Agreement (the “Escrow Agreement”) between the University and the Trustee, as escrow agent, pursuant to which the escrow agent shall purchase Government Obligations (as defined in the Indenture) and make a cash deposit to comply with the requirements of Article XI of the Indenture with respect to payment of the refunded bonds; and

WHEREAS, copies of the forms of the following documents relating to the transactions described above have been filed with the University:

1. the Fourth Supplemental Indenture;
2. the Bond Purchase Agreement;
3. the Continuing Disclosure Agreement;
4. the Preliminary Official Statement; and
5. the Escrow Agreement;

NOW THEREFORE, BE IT RESOLVED AS FOLLOWS:

Section 1. Issuance of Series 2007 Bonds. The Board hereby approves and confirms the issuance of the Series 2007 Bonds by the University in the initial principal amount of not

more than \$296.6 million (of which not more than \$81.4 million shall be for the purpose of refunding outstanding commercial paper or financing the cost of projects authorized prior to or on the date hereof and not more than \$215.2 million shall be for the purpose of refunding outstanding general obligation bonds of the University, in each case including the costs of issuance, insurance premium if any and other related expenses), bearing a true interest cost not exceeding 6.00% per annum and maturing not later than October 1, 2047 with a first maturity or sinking fund installment date not later than October 1, 2008 to provide funds (i) to refund all currently outstanding commercial paper notes of the University, (ii) to refund a portion of the outstanding Series 1998 Bonds, Series 2002 Bonds and Series 2005 Bonds of the University and (iii) to finance the cost of certain capital projects of the University which have been authorized prior to or on the date hereof. The Board hereby finds and determines that these purposes are necessary and desirable, and the President or Vice President for Finance and Administration and Treasurer of the University, subject to the limitations set forth herein, are authorized and directed to determine (i) whether a policy of municipal bond insurance should be obtained with respect to all or a portion of the Series 2007 Bonds (based on whether such policy will be cost effective considering both the interest cost of the Series 2007 Bonds if such a policy was obtained and the insurance premium, and based on whether the insurer will require that the University comply with certain covenants); and (ii) whether the Series 2007 Bonds should be issued as two or more sub-series of bonds (based on whether the issuance of the Series 2007 Bonds in two or more sub-series will facilitate debt management, marketing of the bonds, or compliance with federal tax law restrictions). Those officials are further authorized and directed to determine the terms of the Series 2007 Bonds subject to the limitations set forth above, including determining the redemption provisions of the Series 2007 Bonds based on financial or structural benefits to the University and marketing considerations. The form and content of the Series 2007 Bonds as set forth in the Fourth Supplemental Indenture are hereby approved and confirmed. The President or the Vice President for Finance and Administration and Treasurer and the Secretary or the Assistant Secretary of the Board are authorized and directed to execute and deliver the Series 2007 Bonds for and on behalf of the University, in substantially the form and content set forth in the Fourth Supplemental Indenture, but with such changes, additions or deletions as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, additions or deletions.

Section 2. Authorization to Determine Bond Redemptions. The President or Vice President of Finance and Administration and Treasurer of the University is authorized and directed to determine which maturities (or portions of maturities) of the Series 1998 Bonds, Series 2002 Bonds and Series 2005 Bonds shall be refunded with the proceeds of the Series 2007 Bonds and the dates of redemption of such refunded bonds; provided that there are aggregate present value savings of at least 3% of the refunded par amount.

Section 3. Authorization of Fourth Supplemental Indenture. The Board hereby approves and confirms the form and content of the Fourth Supplemental Indenture. The President or Vice President of Finance and Administration and Treasurer of the University and the Secretary or Assistant Secretary of the Board are hereby authorized and directed to execute and deliver the Fourth Supplemental Indenture for and on behalf of the University, in substantially the form and content presented to the Board, but with such changes, additions or deletions as shall to them seem necessary, desirable or appropriate, their execution thereof to constitute conclusive evidence of their approval of any and all such changes, additions or deletions. From

and after the execution and delivery of the Fourth Supplemental Indenture, the President and Vice President of Finance and Administration and Treasurer and the Secretary or Assistant Secretary of the Board and all other officers of the Board and the University are hereby authorized, empowered and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Fourth Supplemental Indenture as executed.

Section 4. Authorization of Bond Purchase Agreement. The Series 2007 Bonds shall be awarded and sold to the Underwriters pursuant to the terms of the Bond Purchase Agreement at an underwriters' discount or fee of not more than 0.5% (\$5.00 per \$1,000 bond) of the principal amount of the Series 2007 Bonds and the Series 2007 Bonds shall be authenticated and delivered to or upon the order of the Underwriters upon payment of the purchase price set forth in the Bond Purchase Agreement. The form and content of the Bond Purchase Agreement are hereby approved and confirmed. The President or Vice President of Finance and Administration and Treasurer of the University is hereby authorized and directed to execute and deliver the Bond Purchase Agreement for and on behalf of the University, in substantially the form and content presented to the University, but with such changes, additions or deletions as shall to him or her seem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence of his approval of any and all such changes, additions or deletions therein. From and after the execution and delivery of the Bond Purchase Agreement, the President and Vice President for Finance and Administration and Vice President of Finance and Administration and Treasurer and all other officers of the Board and the University are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Bond Purchase Agreement as executed.

Section 5. Authorization of Continuing Disclosure Agreement. The form and content of the Continuing Disclosure Agreement are hereby approved and confirmed. The President or Vice President of Finance and Administration and Treasurer of the University is hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement for and on behalf of the University, in substantially the form and content presented to the Board, but with such changes, additions or deletions as shall to him or her seem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence of his approval of any and all such changes, modifications, additions or deletions. From and after the execution and delivery of the Continuing Disclosure Agreement, the President and the Vice President of Finance and Administration and Treasurer and all other officers of the Board and the University are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Continuing Disclosure Agreement as executed.

Section 6. Authorization of Escrow Agreement. The form and content of the Escrow Agreement are hereby approved and confirmed. The President or Vice President of Finance and Administration and Treasurer of the University is hereby authorized and directed to execute and deliver the Escrow Agreement for and on behalf of the University, in substantially the form and content presented to the Board, but with such changes, additions or deletions as shall to him or her seem necessary, desirable or appropriate, his execution thereof to constitute conclusive evidence of his approval of any and all such changes, modifications, additions or deletions. From and after the execution and delivery of the Escrow Agreement, the President or Vice

President of Finance and Administration and Treasurer of the University and all other officers of the Board and the University are hereby authorized and directed to do all such acts and things and to execute all such documents as may be necessary to carry out and comply with the provisions of the Escrow Agreement as executed.

Section 7. Approval of Preliminary Official Statement and Official Statement. The form, terms and content of the Preliminary Official Statement and the Official Statement in substantially the form of the Preliminary Official Statement (but including the terms of the Series 2007 Bonds) are authorized, approved and confirmed, with such changes, additions or deletions therein as shall seem necessary, desirable or appropriate to the President or Vice President of Finance and Administration and Treasurer of the University. The use of the Preliminary Official Statement and of the Official Statement by the Underwriters in connection with the sale of the Series 2007 Bonds is hereby authorized, approved and confirmed. The President or Vice President of Finance and Administration and Treasurer of the University is authorized to execute the Official Statement on behalf of the University.

Section 8. Tax Certificates. The officers of the Board and the University are hereby authorized to execute a certificate in order to evidence the University's compliance with the Internal Revenue Code of 1986 and the applicable Income Tax Regulations thereunder.

Section 9. No Personal Liability. No stipulation, obligation or agreement herein contained or contained in the Series 2007 Bonds, the Indenture, the Fourth Supplemental Indenture, the Bond Purchase Agreement, the Continuing Disclosure Agreement, the Escrow Agreement or any other instrument related to the issuance of the Series 2007 Bonds shall be deemed a stipulation, obligation or agreement of any officer, agent or employee of the University in his or her individual capacity, and no such officer, agent or employee shall be personally liable on the Series 2007 Bonds or be subject to personal liability or accountability by reason of the issuance thereof.

Section 10. Actions of Officers. The officers of the Board and of the University are hereby authorized and directed to do any and all other acts and to execute any and all other documents, which they, in their discretion, deem necessary and appropriate in order to consummate the transactions contemplated by (i) this Resolution, (ii) the Indenture and the Fourth Supplemental Indenture and (iii) the documents presented to this meeting; except that none of the above shall be authorized or empowered to do anything or execute any document which is in contravention, in any way, of (a) the specific provisions of this Resolution, (b) the specific provisions of the Indenture and the Fourth Supplemental Indenture, (c) any agreement to which the University is bound, (d) any rule or regulation of the University or (e) any applicable law, statute, ordinance, rule or regulation of the United States of America or the State of Vermont.

Section 11. Severability of Invalid Provisions. If any one or more of the agreements or provisions herein contained shall be held contrary to any express provision of law or contrary to the policy of express law, though not expressly prohibited, or against public policy, or shall for any reason whatsoever be held invalid, then such covenants, agreements or provisions shall be null and void and shall be deemed separable from the remaining agreements and provisions

and shall in no way affect the validity of any of the other agreements and provisions hereof or of the Series 2007 Bonds authorized hereunder.

Section 12. Conflicting Provisions. All prior resolutions or parts thereof of the Board in conflict with the provisions herein contained are, to the extent of such conflict, hereby superseded and repealed.

Section 13. Effective Date. This Resolution shall take effect upon its adoption.

## **EXECUTIVE COMMITTEE**

**Monday, July 9, 2007**

### **Resolution Approving Appointments to the ad hoc Presidential Comprehensive Review Committee**

RESOLVED, that the Executive Committee approves the appointments to the ad hoc Presidential Comprehensive Review Committee as set forth in Attachment A.

### **Resolution Approving Appointments to the Arena Task Force<sup>1</sup>**

RESOLVED, that the Executive Committee approves the Trustee appointments to the Arena Task Force as set forth in Attachment B and delegates authority to the President to appoint the remaining members in consultation with the Board Chair;

BE IT FURTHER RESOLVED that the President shall report to the Executive Committee at its next meeting on the faculty, staff, student and administrative appointments made to the Arena Task Force.

### **Resolution Authorizing Offer for Purchase of Delta Psi Property**

RESOLVED, that the Executive Committee authorizes the President to make an offer for the purchase of Delta Psi property on terms and conditions consistent with his report of this date, final terms of which are subject to approval of the Board.

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<sup>1</sup> The formal name of the task force is the Campus Life Task Force II. An amended resolution with the remaining appointments was presented at the August 13, 2007 Executive Committee meeting.

The University of Vermont and State Agriculture College  
 Board of Trustees Other Committees  
 July 2007

	Investment Subcommittee	Sub-Cmte for Presidential Evaluation	<i>ad hoc</i> Presidential Comprehensive Review Committee	Arena Task Force	Ad Hoc Labor Advisory Group	Honorary Degrees Work Group
President, <i>ex-officio</i>						
Amidon-09						
Ayer-11						X
Betts-10						
Botzow-11 (Sec'y)		X	X			
Boyce-06	X			C		X
Chen-13						X
Cioffi,F.-11 (VC)		VC	VC	X		Leader
Cioffi,R.-08	C					
Davis-13	X				X	
Donovan-11						X
Douglas, <i>ex-officio</i>						
Heath-09		X	X	X	X	
Hilton-12						X
Hudson-Wilson-12	X			X		
Leddy-09						
Lisman-08 (C)		C	C		X	
McAneny-10						
Pecor-08						
Rice-09						X
Snow-10	VC					
Sweaney-13						
White-13	X					
Winder-08				X		
Young,R-09		X	X			

C = chair  
 VC = vice chair  
 Sec'y = secretary

(faculty)  
 (faculty)  
 (faculty)  
 (student)  
 (student)  
 (student)  
 (student)  
 (admin)  
 (admin)  
 (admin)  
 (admin)  
 (staff)  
 (staff)



## **EXECUTIVE COMMITTEE**

**Monday, August 13, 2007**

### **Resolution Approving Appointments to the Campus Life Task Force II**

RESOLVED, that the Executive Committee approves the appointments to the Campus Life Task Force II as set forth in Attachment A.

(This resolution supersedes the “Resolution Approving Appointments to the Arena Task Force” that was passed by the Executive Committee on July 9, 2007.)

### **Resolution Approving Campus Life Task Force II Charge**

RESOLVED, that the Executive Committee approves the Campus Life Task Force II charge as set forth in Attachment B.

### **Resolution Authorizing Final Offer for Purchase and Purchase of Delta Psi Property**

BE IT RESOLVED, that the Executive Committee authorizes the President, or the Vice President for Finance and Administration, to make a final offer for the purchase of the Delta Psi property located at 61 Summit Street, Burlington, on material terms and conditions consistent with the President’s report and recommendations of this date; and

BE IT FURTHER RESOLVED, that the Executive Committee authorizes the President or the Vice President for Finance and Administration, to take all steps necessary to effectuate the purchase of said property on such terms and conditions, including the execution of a purchase and sales agreement and other requisite documents.

**The University of Vermont and State Agriculture College**  
**Board of Trustees Other Committees**  
**August 2007**

	<b>Investment Subcommittee</b>	<b>Sub-Cmte for Presidential Evaluation</b>	<i>ad hoc</i> <b>Presidential Comprehensive Review Committee</b>	<b>Campus Life Task Force II</b>	<b>Ad Hoc Labor Advisory Group</b>	<b>Honorary Degrees Work Group</b>
President, <i>ex-officio</i>						
Amidon-09						
Ayer-11						X
Betts-10						
Botzow-11 (Sec'y)		X	X			
Boyce-06	X			C		X
Chen-13						X
Cioffi,F.-11 (VC)		VC	VC	VC		Leader
Cioffi,R.-08	C					
Davis-13	X				X	
Donovan-11						X
Douglas, <i>ex-officio</i>						
Heath-09		X	X	X	X	
Hilton-12						X
Hudson-Wilson-12	X			X		
Leddy-09						
Lisman-08 (C)		C	C		X	
McAneny-10						
Pecor-08						
Rice-09						X
Snow-10	VC					
Sweaney-13						
White-13	X					
Winder-08				X		
Young,R-09		X	X			

C = chair  
VC = vice chair  
Sec'y = secretary

Robert Manning.....faculty  
Robert Tyzbir .....faculty  
Sheila Weaver.....faculty  
Kesha Ram.....student  
Jill Hoffman.....student  
Tom Chaney.....student  
Andrew Kasprisin...student  
Mackenzie Leonard..student  
Rocki Lee DeWitt...admin  
Karen Meyer.....admin  
Thomas Gustafson...admin  
Michelle Mullarkey..staff  
Rose Laba.....staff  
Jeffrey Schulman.....staff  
Jon Porter.....staff  
Janet Terp.....alum

**Campus Life Task Force II**  
**University of Vermont**  
**Board of Trustees**

**Charge**

The Campus Life Task Force II is charged with the following:

- identifying, articulating, and assessing campus needs – current and future - relative to major events, health, fitness and recreation and intercollegiate athletics
- assessing existing University programs and their associated facilities in light of these needs
- developing recommendations and strategies that will help UVM more effectively meet these needs, improve campus life, and strengthen our competitive position
- identify and analyze potential approaches to assemble the resources necessary to implement these recommendations

The Task Force will meet with members of the University administration, students, faculty, staff, alumni and others as it deems appropriate, for the purpose of formulating recommendations with respect to the degree of facility and resource needs. The Task Force is encouraged to visit other campuses and similar venues as well as consider previous studies and recommendations as a means of benchmarking critical dimensions of campus life at the University.

The Task Force will make its recommendations to the Chairman of the University of Vermont and State Agricultural College Board of Trustees. It is anticipated that the Task Force will complete its work and present its findings to the Board in conjunction with its February 2008 meeting.

The Task Force will exercise its charge in a manner consistent with University governance, including the Board's reserved rights and delegations of authority.

# CONSENT AGENDA

September 8, 2007

## INVESTMENT SUBCOMMITTEE

### (1) Resolution Revising Exhibit 1 of the University Statement of Investment Objectives and Policies

RESOLVED, that Exhibit 1 of the University Statement of Investment Objectives and Policies, shall hereafter read as revised below:

#### **EXHIBIT 1 UNIVERSITY OF VERMONT ASSET ALLOCATION STRATEGY**

<b>Strategy</b>	<b>Implementation</b>	<b>Target</b>	<b>Range</b>
U. S. Equity	Core exposure to passive index complemented by one or more satellite managers	20.0	15-40
Global ex U. S. Equity	One or more managers investing in developed or emerging markets	24.0	15-40
• <i>Developed Markets</i>	<i>Subset of Global ex-US Equity</i>	14.0	5-25
• <i>Emerging Markets</i>	<i>Subset of Global ex-US Equity</i>	10.0	5-15
Marketable Alternatives <sup>1</sup>	A group of complementary managers with a distinct approach to investing, each offering attractive levels of return while not being fully correlated with major equity or debt markets	20.0	15-25
Real Estate/Inflation Hedging	Includes private real estate investments via commingled funds and public real assets (e.g., energy and other commodity-related securities)	12.5	10-25
Venture Capital/Private Equity	Focus will be on high quality of funds, providing a broad range of diversification	10.0	5-15
Fixed Income	One or more managers will be used to provide broad diversification to high quality domestic fixed income	12.5	10-25
Cash and Cash Equivalents	Small amounts of cash may be held for purposes that the Investment Subcommittee deems necessary	1.0	0-5

**(2) Endowment Management Fee Resolution**

BE IT RESOLVED, that the Board of Trustees hereby approves a 0.5 percent fee applied to the University endowment to cover reasonable costs associated with endowment administration, management and operation; and

BE IT FURTHER RESOLVED, that on a fiscal year basis beginning July 1, 2008, the fee will be calculated and assessed annually as 0.5 percent of the average market value of the University endowment for the previous 13 quarters ending December 31 of the prior calendar year; and

BE IT FINALLY RESOLVED, that the Investment Subcommittee will review and make recommendation to the Budget, Finance and Investment Committee regarding the reaffirmation or revision of the fee each year no later than September 30.

**(3) Resolution Reaffirming Consolidated Endowment Budget Policy**

RESOLVED, that the Consolidated Endowment Budget Policy, is reaffirmed as stated below:

BE IT 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, ending December 31 of the prior calendar year.

Original Resolution: Board of Trustees' Meeting - May 13, 1995

Reaffirmed: Board of Trustees' Meeting – September 8, 2007

**COMMITTEE OF THE WHOLE**

**(4) Resolution in Memoriam for Raul Hilberg**

WHEREAS, Dr. Raul Hilberg served the University with distinction and dedication beginning in 1956 and retiring in 1991 as Professor Emeritus of Political Science; and

WHEREAS, Dr. Hilberg had a substantial, visible, and positive impact upon generations of students, faculty and staff to whom his profound and abiding commitment was felt and known; and

WHEREAS, Dr. Hilberg was recognized by the University of Vermont in 1992 by the establishment of the Center for Holocaust Studies in his honor; and

WHEREAS, Dr. Hilberg was one of the foremost Holocaust scholars and researchers recognized world-wide for his accomplishments and contributions to the field of studies; and

WHEREAS, Dr. Hilberg was a deeply valued, beloved, and compassionate colleague and friend to so many members of the University community and beyond;

NOW, THEREFORE, BE IT RESOLVED, that the Board of Trustees of the University of Vermont approves the establishment of the Raul Hilberg Distinguished Professorship in the College of Arts and Sciences, on the terms and conditions reported by the administration to the Board; and

BE IT FINALLY RESOLVED, that the Board of Trustees of the University of Vermont expresses its deep appreciation for Dr. Hilberg's teaching, research and service, and sends heartfelt condolences and this remembrance to the family of Dr. Raul Hilberg.

**(5) Resolutions Endorsing Strategic Capital Plan Projects Ranking Model and Criteria**

WHEREAS, at the request of the Board, the administration has developed a strategic capital plan projects ranking model ("the model"); and

WHEREAS, the model contains thirteen criteria by means of which projects are assessed;

NOW, THEREFORE, BE IT RESOLVED, that the Board endorses the model, including its criteria; and

BE IT FURTHER RESOLVED, that the Board directs the administration to institute the model and report to the Board and its Committees annually and in due course on its application and progress, including any changes in the rankings, in conjunction with reports on the strategic financial plan; and

BE IT FINALLY RESOLVED, that the administration shall present any proposed substantive changes to the model, including its criteria, to the Board for its review and approval.

**(6) Resolution Approving University Bylaws Amendments**

RESOLVED, that the Committee of the Whole hereby approves the proposed amendments to the University Bylaws shown as Attachment A hereto.

**(7) Resolution Authorizing UVM-City of Burlington Agreement**

BE IT RESOLVED, that this Committee recommends that the Board authorize the President, or members of the administration to whom he delegates such responsibility, to conclude negotiations with the City of Burlington regarding a UVM-City Agreement ("Agreement"), such Agreement to contain material terms and conditions substantially consistent with the report and recommendations of the administration on this date; and

BE IT FURTHER RESOLVED, that the Committee recommends that the Board authorize the President to execute a final Agreement consistent with those material terms and conditions.

**(8) Resolution regarding Presidential Compensation and Contract**

WHEREAS, the Executive Committee subcommittee on presidential evaluation and compensation (“the subcommittee”) during the past year engaged in work consistent with its charge; and

WHEREAS, on this date, at the request and with the authorization of the Executive Committee the subcommittee has reported its findings and deliberations to this Board; and

WHEREAS, the Board has now received such report and itself deliberated;

BE IT RESOLVED, that the Board hereby authorizes the Board Chair to finalize a presidential salary award for FY08 and otherwise to effect presidential contract adjustments in a manner consistent with the deliberations of the Board.

**BUDGET, FINANCE AND INVESTMENT COMMITTEE**

**(9) Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts grants and contracts in the amount of \$41,328,926 for the period April 1, 2007, through July 31, 2007, and gifts in the amount of \$8,196,231 for the period May 31, 2007, through June 30, 2007.

**Capital Project Resolution – Step II**

**(10) Plant Science Facility**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope and preliminary estimate of \$50,000,000 for the Plant Science Facility (the Project) at its May 2007 meeting and found it an institutional priority, consistent with the *Strategic Capital Plan* and worthy of further consideration; and

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its May 2007 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review and approval at the September 2007 meeting; and

WHEREAS, the Educational Policy and Institutional Resource Committee updated the preliminary estimate from \$50,000,000 to \$55,700,000 at its July 2007 meeting to allow for the construction of a basement level for mechanical equipment and service functions that will free up above-ground space for program growth; and

WHEREAS, the Vermont General Assembly has previously appropriated \$10,000,000 toward the Project; and

WHEREAS, the balance of the Project cost will come from grants, gifts and University financing; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Plant Science project, and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$55,700,000; and

BE IT FURTHER RESOLVED, that the Vice President for Finance and Administration and University Treasurer, or his successor or designee, is hereby authorized to deconstruct the Agricultural Engineering Building, which is located within the proposed site limits of the Plant Science project;

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$44,235,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$835,000 and capitalized interest in an amount not to exceed \$1,700,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$44,235,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;



NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(11) Resolution Approving Amendments to University of Vermont Debt Management Policy**

RESOLVED, the University of Vermont Debt Management Policy, shall hereafter read as follows in Attachment B, until further revised by this Board.

**EDUCATIONAL POLICY AND INSTITUTIONAL RESOURCES COMMITTEE**

**(12) Resolution Approving the Appointment of Jeffrey Horbar, M.D. as the Jerold F. Lucey Chair in Neonatal Medicine**

RESOLVED, that the Board of Trustees approves the appointment of Jeffrey Horbar, M.D. as the Jerold F. Lucey Chair in Neonatal Medicine.

**(13) Resolution Approving the Appointment of James Hudziak, M.D. as the Achenbach Chair in Developmental Psychopathology**

RESOLVED, that the Board of Trustees approves the appointment of James Hudziak, M.D. as the Achenbach Chair in Developmental Psychopathology.

**(14) Resolution Approving Recognition of the UVM Center for Clinical and Translational Science as a Matrix Center**

RESOLVED, that the Board of Trustees approves the creation of the UVM Center for Clinical and Translational Science as a Matrix Center as approved by the Provost on August 16, 2007, and by the President on August 16, 2007.

**(15) Resolution Approving a New Minor in Ecological Agriculture**

RESOLVED, that the Board of Trustees approves a new minor in Ecological Agriculture, as approved by the Provost on June 11, 2007, and by the President on June 13, 2007.

**(16) Resolution Approving a New Minor in Soil Science**

RESOLVED, that the Board of Trustees approves a new minor in Soil Science as approved by the Provost on June 11, 2007, and by the President on June 13, 2007.

**(17) Resolution Approving a New Minor in Sustainable Landscape Horticulture**

RESOLVED, that the Board of Trustees approves a new minor in Sustainable Landscape Horticulture as approved by the Provost on June 11, 2007, and by the President on June 13, 2007.

**(18) Resolution Approving a New Minor in Food Systems**

RESOLVED, that the Board of Trustees approves a new minor in Food Systems as approved by the Provost on June 28, 2007, and by the President on June 28, 2007.

**(19) Resolution Approving the Establishment of a Department of Asian Languages and Literatures**

RESOLVED, that the Board of Trustees approves the establishment of a Department of Asian Languages and Literatures in the College of Arts and Sciences as approved by the Provost on June 28, 2007, and by the President on June 28, 2007

**(20) Resolution Approving a Name Change for the Dietetics Major in Nutrition and Food Sciences**

RESOLVED, that the Board of Trustees approves changing the name of the Dietetics major in Nutrition and Food Sciences to Dietetics, Nutrition and Food Sciences as approved by the Provost on June 28, 2007, and by the President on June 28, 2007.

**(21) Resolution Authorizing Award of Degrees**

RESOLVED, that the Board delegates to the President and, in the event of his absence or unavailability, to the Provost, each *ex officio*, the authority to award academic degrees following Faculty Senate approval of the awarding of those degrees; and

BE IT FURTHER RESOLVED, that this authority will be for the academic year 2007 – 2008 or until the Board revokes its delegation.

**Capital Projects Resolutions – Step I**

**(22) Given Courtyard Infill & Mechanical Systems Upgrade**

WHEREAS, the Board of Trustees Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$14,500,000 for the

proposed Given Courtyard Infill & Mechanical Systems Upgrade and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their November meeting.

**(23) Aiken Hall Project**

WHEREAS, the Board of Trustees Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$13,000,000 for the proposed Aiken Hall Project and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their November meeting.

**(24) Terrill Hall HVAC Project**

WHEREAS, the Board of Trustees Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$2,000,000 for the proposed Terrill Hall HVAC Project and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their November meeting.

**(25) Deferred Maintenance Projects FY 2009**

WHEREAS, the Board of Trustees Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$5,000,000 for the proposed Deferred Maintenance Projects FY 2009 and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their November meeting.

**(26) Harris-Millis Residence Hall Project (Phase I)**

WHEREAS, the Board of Trustees Educational Policy and Institutional Resources Committee has carefully reviewed the program, scope, and preliminary estimate of \$4,000,000 for the proposed Harris-Millis Residence Hall Project (Phase I) and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at their November meeting.

## **AUDIT COMMITTEE**

### **(27) Resolution Approving Audit Committee Charter Revision**

RESOLVED, that the Audit Committee hereby approves the revision to the Audit Committee Charter as shown in Attachment C.

Amended and Restated Bylaws of the  
University of Vermont and State Agricultural College  
as Approved by the Board of Trustees  
on February 7, 1998  
and Revised on September 8, 2007

**ARTICLE I: Name**

**Section 1.1. Name:** The name of the corporation is the University of Vermont and State Agricultural College. These Bylaws refer to the corporation as the "University."

**ARTICLE II: Purpose**

**Section 2.1. Purpose:** The University shall be recognized and utilized as an instrumentality of the State of Vermont for providing public higher education, with all the rights and powers incident to corporations. The University shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future federal tax code).

**ARTICLE III: Offices**

**Section 3.1. Offices:** The principal office of the University shall be located in Burlington, Vermont. The University Board of Trustees (hereinafter "Board of Trustees") may designate other offices within or without the State of Vermont as the business of the University may require.

**ARTICLE IV: Trustees**

**Section 4.1. Number and Qualification:** The Board of Trustees shall consist of twenty-five (25) persons. The Board of Trustees shall be composed of the following members:

- Three (3) members shall be individuals appointed by the Governor of the State of Vermont with the consent of the Vermont Senate
- Nine (9) members shall be individuals elected by the Vermont Legislature, said nine members being the same individuals who constitute the Board of Trustees of the Vermont Agricultural College

- Nine (9) members shall be individuals elected by the Board of Trustees of the University of Vermont, said nine members being the same individuals who constitute the Board of Trustees of the University of Vermont
- Two (2) members shall be full-time students enrolled at the University ~~of Vermont and State Agricultural College~~ (each of whom must be at least 18 years old) elected by the Associated Directors for the Appointment of the University of Vermont and State Agricultural College Student Trustees, Inc.
- One (1) member shall be the Governor of the State of Vermont, by virtue of the office ("*ex officio*")
- One (1) member shall be the President of the University ~~of Vermont and State Agricultural College~~, *ex officio*

**Section 4.2. Manner of Appointment and Election:** The trustees shall be appointed or elected in the manner set forth in Section 4.1 of these Bylaws and in the Charter.

**Section 4.3. Term of Office:** The term of office of each trustee, other than the two student members and the *ex officio* members, shall be six (6) years and until his or her successor has been duly elected or appointed. The term of office of each student trustee shall be two (2) years. The *ex officio* trustees shall have a term of office lasting for such period as they serve in their respective offices. The term of office for each trustee other than the *ex officio* trustees shall begin on March 1 of the initial year of such term and expire on the last day of February in the final year of said term.

**Section 4.4. Duties and Powers:** The Board of Trustees shall have the entire management and control of the property and affairs of the University. All corporate powers shall be exercised by or under the authority of the Board of Trustees. The trustees may adopt such rules and regulations for the conduct of their meetings and the management of the University as they deem proper, not inconsistent with law or these Bylaws. These Bylaws and resolutions of the Board of Trustees shall take precedence over other documents and policies of the University.

**Section 4.5. Resignation:** Any trustee may resign his or her office at any time by delivering written notice of the resignation to the Chair of the Board, the President, or the Secretary of the Board. Unless the notice of resignation specifies a later effective date, the resignation shall take effect immediately.

**Section 4.6. Vacancies:** Any vacancy occurring in the Board of Trustees by death, resignation, or otherwise shall be promptly filled by the ~~party who appointed the trustee whose position is vacant, appointing authority, all as specified in the Charter~~. The trustee thus chosen shall hold office for the unexpired term of his or her predecessor and until the election and qualification of his or her successor.

**Section 4.7. Conflict of Interest Policy:** The Board of Trustees shall adopt a written conflict of interest policy, by resolution, which policy shall be reviewed periodically and revised as determined to be necessary or desirable.

## **ARTICLE V: Meetings of the Board of Trustees**

**Section 5.1. Notice of Meeting:** Notice of regular and special meetings of the Board of Trustees and its committees shall be given, and meetings shall be conducted, in accordance with the Vermont Nonprofit Corporation Act and the applicable state public access laws.

**Section 5.2. Waiver of Notice:** Whenever under the provisions of these Bylaws or of any statute any trustee is entitled to notice of any regular or special meeting, such meeting may be held without the giving of notice to trustees if every trustee entitled to notice waives the required notice in writing or by attendance at or participation in the meeting; provided, however, such waiver by trustees shall not affect the University's obligations, if any, to provide notice to persons other than trustees, including its obligations under state public access laws.

**Section 5.3. Meetings:** The regular meetings of the Board of Trustees shall include the annual meeting of the Board of Trustees shall be held in May of each year, the date and time to be fixed by the trustees by resolution. The annual meeting shall be held in Burlington, Vermont or such other place as the Board of Trustees may approve from time to time by resolution. Other regular meetings of the Board of Trustees shall be held at such times and places as the Board may determine at the annual meeting or from time to time. Special meetings of the Board of Trustees may be called by the Chair of the Board of Trustees, the President, or at the request of any five members of the Board of Trustees.

**Section 5.4. Telephone Meetings:** Members of the Board of Trustees and members of any committee designated ~~appointed~~ by the Board of Trustees may participate in a meeting of the ~~such~~ Board ~~or or such~~ committee by any means of communication, including audio conference or conference telephone call, by which all persons participating in the meeting may simultaneously hear each other, and participation in a meeting in such manner shall constitute presence in person at the meeting.

**Section 5.5. Quorum; Vote Necessary for Action:** At any meeting of the Board of Trustees, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. The act of a majority of the trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees, unless a greater vote is required by the Charter, these Bylaws, or by law. Should a quorum not be present, a lesser number may adjourn the meeting to some later time. At all meetings of the Board of Trustees, each trustee shall have one vote. Trustees are not entitled to vote by proxy.

## ARTICLE VI: Officers

**Section 6.1. Officers and Qualifications:** The officers of the University shall be ~~at~~the Chair, Vice Chair, and Secretary of the Board of Trustees; ~~at~~the University President, ~~a Treasurer, a Secretary, a~~ Provost, and Treasurer; and such other officers as the Board of Trustees may determine. Any two or more offices may be held by the same person, except (a) the offices of President and Secretary and (b) the offices of President and Provost. The Chair Vice Chair, and Secretary of the Board of Trustees, and the President, ~~and the Secretary~~ shall be members of the Board of Trustees. No trustee may be initially elected Chair ~~of the Board~~ unless he or she has at least two years of his or her term as trustee remaining. The Provost shall be an individual nominated by the President.

**Section 6.2. Election:** All officers of the University other than the President and the Chair of the Board of Trustees shall be elected annually by the Board of Trustees at a regular meeting held in the month of February, or at such other time as is determined by the trustees by resolution. The Chair of the Board of Trustees shall be elected in a manner consistent with the Charter. The President shall be elected at a regular or special meeting and said election shall be for an unspecified term.

**Section 6.3. Term of Office:** Except where a vacancy is being filled pursuant to the requirements of these Bylaws, Aall officers of the University shall take office effective March 1. All officers shall hold office until their successors have been duly elected and have qualified, or until removed from office in accordance with such procedures as may be adopted by the Board of Trustees from time to time.

**Section 6.4. Duties of Officers:** The duties and powers of the officers shall be as follows and as set by resolution of the Board of Trustees from time to time:

~~(a)~~ **Chair of the Board.** The Chair of the Board shall preside at all meetings of the Board of Trustees. If the Chair is absent, the Vice Chair of the Board ~~(if any)~~ shall preside. In the absence of both, the Secretary shall preside for the election of a ~~chairperson~~chair *pro tempore*.

(b) **President.** The President shall be the chief executive officer of the University and his or her duties shall be those that commonly pertain to the office of the president of a university. The President shall be the administrative head of the University and its constituent parts and he or she shall have the power to veto any act or resolution of any committee or other collective body within the University or its constituent parts except for the Board of Trustees and committees of said Board, subject to such procedures as the Board may adopt from time to time. The President shall cause to be called regular and special meetings of the Board of Trustees in accordance with the requirements of the Vermont Nonprofit Corporation Act, these Bylaws, ~~and the~~ applicable state public access laws. The President shall prepare the agenda for meetings of the Board of Trustees and the Executive Committee in consultation with the Chair of the Board. The President shall have authority to sign and execute all contracts in the name of the University and all notes,



drafts, or other orders for the payment of money, unless restricted in any specific instance by resolution of the Board of Trustees.

(c) **Treasurer.** The Treasurer shall be responsible for the receipt and investment of funds. The Treasurer shall also be responsible for the management of cash and securities. The Treasurer shall ensure that all trustees receive financial statements from the University, including comparisons of revenues and expenditures with the budget of the University. The Treasurer shall have such other responsibilities as may be assigned to him or her by the President or the Board of Trustees from time to time.

(d) **Secretary.** The Secretary shall record all votes and proceedings of the Board of Trustees or any committee thereof, unless the Board later delegates such duties to another person. The Secretary shall be custodian of the records and seal of the University and shall authenticate records of the University when required, unless the Board later delegates such duties to another person. The Secretary shall cause the University to maintain an office in Burlington, Vermont where the corporate records of the University shall be kept, and the Secretary shall procure and file in said office certified copies of all papers required by law to be filed with the Secretary of State. The Secretary shall cause the University to make records and documents available to the public in accordance with the applicable requirements of state public access laws. The Secretary shall perform the duties incident to the office of the Secretary as specifically delegated from time to time by the Board of Trustees and as may be required by the laws of the State of Vermont.

(e) **Provost.** The Provost shall be responsible for academic and administrative duties assigned by the President. During the absence or incapacity of the President, or in the case of the death or resignation of the President, the Provost shall assume the administrative duties of the President until such time as the Board of Trustees shall, by resolution, determine who shall exercise said duties or until the vacancy in the office of the President shall have been filled. When so acting, the Provost shall have all the powers and shall be subject to all the responsibilities of the office of the President and shall perform such duties and functions as the Board of Trustees may prescribe.

(f) **Other Officers.** Other officers shall perform such duties and such powers as may be assigned to them by the Board of Trustees.

**Section 6.5. Vacancies:** All vacancies in any office shall be filled by the Board of Trustees, either at a regular meeting or at a meeting specifically called for that purpose.

## ARTICLE VII: Committees

**Section 7.1. Standing Committees:** The standing committees of the Board of Trustees shall be as follows: Executive Committee, Investment Committee, Audit Committee, and other standing committees established by the Board of Trustees from time to time. Any committees, including standing committees, ~~which that~~ include non-trustees shall be advisory in nature and shall not have the right to exercise the authority of the Board of Trustees. The President of the University shall be an *ex officio* member of all committees except for the Audit Committee. The chair of each committee other than the Executive Committee shall prepare the agenda for meetings of the

committees. The President shall prepare the agenda for meetings of the Executive Committee in consultation with the Chair of the Board.

**Section 7.2. Composition and Duties of Standing Committees:** The standing committees shall be comprised of such members as may be determined by resolution of the Board of Trustees from time to time. Appointment of members to each standing committee must be approved by a majority of all ~~the~~ trustees in office when the action is taken. ~~Each standing committee shall have at least two persons who are members of the Board of Trustees.~~ Standing committees other than the Executive Committee shall have such duties as may be determined by resolution of the Board of Trustees from time to time.

**Section 7.3. Duties of the Executive Committee:** During the intervals between meetings of the Board of Trustees, the Executive Committee shall have all the powers of the Board of Trustees in management of the property and affairs of the University and may exercise the authority of the Board of Trustees except as may otherwise be provided by law. In addition to its authority to take action on matters ~~which that~~ cannot or should not be deferred to the ~~Board's~~ next scheduled meeting ~~of the Board of Trustees~~, the Executive Committee shall oversee the work of committees of the Board ~~of Trustees~~, ~~the~~ University's planning processes, and the ~~Board's~~ responsibility ~~of the Board of Trustees~~ to support the President and ~~to~~ assess his or her performance.

**Section 7.4. Ad hoc Committees:** The Board of Trustees may create ad hoc committees and appoint members to them from time to time. ~~Such~~ ~~The~~ creation of ~~such~~ committees and appointment of members must be approved by a majority of all the trustees in office when the action is taken. Each committee shall have at least two persons who are members of the Board of Trustees. If a committee includes non-trustees, the committee shall be advisory in nature and shall not have the right to exercise the authority of the Board of Trustees. The President of the University shall be an *ex officio* member of all ad hoc committees.

**Section 7.5. Liaisons and Representatives on Committees:** The President shall designate one or more members of his or her administrative staff as liaison officer to each ~~of the~~ standing and ad hoc committee ~~and specify their duties.~~ ~~The liaison officer shall investigate and analyze pertinent subjects, maintain records, and provide necessary copies to members of each committee, under the direction of the President and in consultation with the committee chair.~~ The Faculty Senate, the Student Government Association, the Alumni Council, and the Staff Council may ~~respectively~~ designate a representative to each of the committees at their discretion. ~~These~~ representatives may attend meetings of the committees and participate in discussions but shall not have any voting rights. ~~These representatives may attend and participate in executive sessions of the committees at the discretion of the respective committee chairperson in conformance with the applicable public access laws.~~

**Section 7.6. Meetings, Notices, Quorum:** The provisions set forth in Sections 5.1, 5.2, 5.4, and 5.5 of these Bylaws shall also apply to meetings of committees of the Board ~~of Trustees~~.

**Section 7.7. Vacancies:** Any vacancy occurring on a committee by death, resignation, or otherwise may be filled by the Board of Trustees. Such appointments to fill vacancies must be approved by a majority of all the trustees in office when the action is taken.

#### **ARTICLE VIII: Fiscal Year**

**Section 8.1. Fiscal Year:** The fiscal year of the University shall begin on the 1st day of July in each year and end on the 30th day of June in each year or such other dates as the Board of Trustees may determine from time to time by resolution.

#### **ARTICLE IX: Indemnification**

**Section 9.1. Mandatory Indemnification:** The University shall indemnify any individual who is or was a trustee or officer of the University to the extent that such indemnification is required under the Vermont Nonprofit Corporation Act.

**Section 9.2. Discretionary Indemnification:** The University may indemnify a trustee, officer, employee, or agent of the University to the extent permitted by the Vermont Nonprofit Corporation Act. The determination as to whether the University will consider providing discretionary indemnification shall be made by resolution of the Board of Trustees; ~~provided;~~ ~~however;~~ that the determination as to whether an individual has met the standard of conduct necessary to entitle him or her to be indemnified shall be made in the manner specified by the Vermont Nonprofit Corporation Act.

**Section 9.3. Advance for Expenses:** The University may pay for or reimburse the reasonable expenses incurred by a trustee, officer, employee, or agent of the University in advance of the final disposition of the proceeding in accordance with the Vermont Nonprofit Corporation Act.

**Section 9.4. Insurance:** Nothing herein shall affect the University's right to purchase and maintain insurance on behalf of an individual who is or was a trustee, officer, employee, or agent of the University. No individual for whom indemnification is intended hereunder shall be indemnified for any expenses or liability for which coverage is provided and reimbursement is paid under an insurance policy.

#### **ARTICLE X: Amendments**

**Section 10.1. Amendments:** ~~The Bylaws may be amended at any meeting of the trustees. The Bylaws may be amended~~ by an affirmative vote of ~~two-thirds a majority~~ of all ~~of the members of the Board of Trustees.~~ ~~The Bylaws may be amended at any meeting of the trustees, provided that~~ ~~the~~ notice of the meeting at which proposed amendments to the Bylaws are to be considered must state that the purpose, or one of the purposes, of the meeting is to consider ~~a~~ proposed amendment to the Bylaws. The notice must also contain or be accompanied by a copy or summary of the amendment.

## **ARTICLE XI: Miscellaneous**

**Section 11.1. References to Vermont Act:** All references in these Bylaws to the Vermont Nonprofit Corporation Act shall mean and include said Act as it may be amended, supplemented, or replaced from time to time.

**Section 11.2. References to the Charter:** All references in these Bylaws to the Charter shall mean the Charter of the University of Vermont and State Agricultural College as it may be amended, ~~supplemented-supplemented,~~ or replaced from time to time.

**Section 11.3. Inconsistencies with Charter:** To the extent that any provision of these Bylaws is inconsistent with the Charter, the Charter shall govern.

## **University of Vermont Debt Management Policy**

### ***I. Overview***

The university's debt will be managed by Treasury Operations in accordance with the following Debt Management Policy. (Treasury Operations encompasses the working activities of the Treasurer's office within the University.) This policy is a supplement to the University's Debt Policy.

### ***II. Objectives:***

1. To clarify the role of treasury operations as it relates to the overall management of the university's debt including, but not limited to, external debt payments, internal debt payments and processes, the investment of excess funds, debt covenant monitoring, and financial reporting and performance measures.
2. To provide an appropriate corporate governance structure for i) the investment and /or use of excess funds held by treasury operations and related to the university's debt service payments (both internal and external), and ii) to the establishment of a blended rate to be utilized internally for budgeting and collecting debt service payments at the operating unit level, and iii) for the regular monitoring and reporting of all matters related to the university's debt.

### ***III. Payments:***

#### ***External***

Treasury Operations is responsible for making external debt payments. External payments of interest and principal will be made according to schedules established by the respective debt instruments.

#### ***Internal***

- a) Treasury Operations is also responsible for the collection of debt service payments from internal operating units. Internal operating units will make debt service payments annually to Treasury Operations in accordance with a Memorandum of Understanding between the operating unit and Treasury Operations. A Memorandum of Understanding shall be established for each internal loan detailing a specific debt payment schedule. The debt payment schedule shall be determined by utilizing a blended interest rate. Internal debt service payments will be structured as level debt service payments of principal and interest, amortized over a period shorter than or equal to the useful life of the project as defined under the University's policy for capital assets, but in no event will the period be longer than the term of the external debt. The [Debt Subcommittee-Budget, Finance and Investment Committee](#) may authorize an alternative payment schedule for a project if circumstances warrant it.

The rate will be recalculated following each new long-term debt issue, retirement of debt, or annually in the absence of a new debt issue. The blended rate will be reviewed at least annually (as part of the budget process) by the ~~Debt Subcommittee and the Finance and Budget Committee~~ Budget, Finance and Investment Committee and adjusted as needed. Any other adjustments in the blended rate for any reason whatsoever shall follow the same approval process.

#### ***IV. Liquidity and Investments*** **Investment**

##### **1. Debt Proceeds:**

- a) Proceeds from issuance of long-term debt will be held in separate construction funds and accounted for separately.

##### **2. Treasury Operations Cash:**

- a) Treasury Operations will maintain a forecast of cash requirements needed to meet external debt service obligations and operating costs. The forecast will recognize liquidity needs to meet those obligations and costs together with the source of funds by which they will be met. The forecast will be updated at least twice a year and will look forward on a rolling 18 month basis. The forecast will demonstrate the sources for meeting projected payments during that 18 month period (see reporting below)
- b) Treasury Operations, as a part of the forecast of cash requirements, will be responsible for determining short-term liquidity needs for external payments or other approved use. These funds will be invested in the Limited Term Investment Pool in accordance with the *University of Vermont Statement of Objectives & Policies Related to Cash Balances* (“Cash Policy”) of the Board of Trustees.
- c) The balance of net assets held in Treasury Operations will be invested by purchasing shares in the Consolidated Long Term Investment Pool with the consent of the ~~Investment Committee~~ Budget, Finance and Investment Committee. Similar to a term endowment, **all** earnings will be re-invested. Shares may be liquidated as needed within the standards for notice of withdrawal as defined from time to time by the ~~Investment Committee~~ Budget, Finance and Investment Committee. The forecast of cash requirements will provide a plan for liquidation of shares to the ~~Investment Committee~~ Budget, Finance and Investment Committee as required to meet the defined payment obligations and meeting notice of withdrawal requirements.
- d) All capital projects for which management seeks internal debt financing will be subject to the same internal approvals as externally-financed projects in accordance with the parameters established by the Board for project approval.

## ***V. Planning, Reporting and Monitoring***

### ***Planning***

Planning for debt service payments shall be an integral part of the planning and forecasting process for the Strategic Financial Plan. The debt service schedules utilized to forecast the liquidity needs will be incorporated into each new iteration of the financial planning model. It is Treasury Operations' responsibility to monitor debt service liquidity needs as part of the financial planning and budgeting processes.

### ***Investment performance***

The investment performance of all net assets held and invested by Treasury Operations shall be reviewed quarterly by the ~~Investment Committee~~ Budget, Finance and Investment Committee and the ~~Debt Subcommittee~~. Investment performance shall be reported by category (long term, short term, or internal loan, and totals), by quarter, by year-to-date and since inception (of performance reporting).

## ***Accounting and Reporting***

1. Accounting: All transactions for external debt and internal loans will be recorded in the general ledger of the University and will be reported in accordance with generally accepted accounting principles.
2. University Financial Statements: All Board of Trustee members will be provided annually with a copy of the audited University of Vermont Annual Financial Statements.
3. Treasury Operations Financial Statements: Unaudited financial statements will be presented showing the position and changes in net assets of Treasury Operations on a semi-annual basis (December 31 and June 30).
4. Statement of Changes for the Consolidated Long Term Investment Pool: The Treasurer will provide this statement quarterly to the ~~Investment Committee~~ Budget, Finance and Investment Committee.
5. Treasury Operations Investments: The Treasurer will provide reports on the investment of Treasury Operation managed funds and net assets to the ~~Investment Committee~~ Budget, Finance and Investment Committee at each meeting.
6. Commercial Paper Update: The Treasurer will provide a quarterly update on the Commercial Paper program to the ~~Debt Subcommittee~~ Budget, Finance and Investment Committee.
7. Refinancing/Repayment Opportunities: At least annually the Treasurer will report to the ~~Debt Subcommittee and Finance and Budget Committee~~ Budget, Finance and Investment Committee regarding the financial situation of the university, in conjunction with the debt, and will recommend any beneficial opportunities to refinance the debt, restructure the debt, or accelerate principal payments.

8. Forecast of Cash Requirements: Twice a year, the Treasurer will prepare and present a forecast of cash requirements to the ~~both the Debt Subcommittee and the Investment Committee~~Budget, Finance and Investment Committee. The forecast will define payment requirements and sources to meet all payment obligations for the coming 18 months.

***Monitoring debt covenants***

Treasury operations shall be responsible for monitoring the compliance with all debt covenants and immediately reporting any and all matters of non-compliance to the ~~Debt Subcommittee~~Budget, Finance and Investment Committee.

Continuing Disclosure Agreement: The University will deliver certain financial and operating information relating to the University, including audited financial statements, and to report certain events relating to the Bonds (e.g., principal and interest payment delinquencies) to the nationally recognized municipal securities information repositories, rating agencies, bond insurers, and liquidity providers.

This policy shall be reviewed annually by the ~~Debt Subcommittee~~Budget, Finance and Investment Committee and amended from time to time as appropriate.

*Approved by Board of Trustees: May 20, 2006*

*Amended to reflect new committee names and approved by the Board of Trustees: September 8, 2007*



## **The University of Vermont Board of Trustees**

### **Audit Committee**

#### **Charge**

The Audit Committee is responsible for overseeing the quality and integrity of the University's financial statements, ensuring institutional compliance with mandatory auditing standards, and evaluating institutional systems of risk assessment and internal controls.

The Committee will accordingly review and monitor progress on annual plans for audits and related services; select and interact with independent auditors; assess management's response to audit findings; and evaluate the quality and effectiveness of institutional accounting procedures, the internal audit function, and institutional systems of risk assessment, internal control, and reporting.

A specification of Committee responsibilities will be set forth in a Charter approved by the Board. The Charter will be revised from time to time in light of accounting industry and legal developments applicable to non-profit corporations and institutions of higher education.

The Board shall annually elect no less than four Trustees Members of the Committee.\* Customary representatives may also be appointed to the Committee by the Faculty Senate, Student Government Association, Staff Council and Alumni Council.

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\* Pursuant to the University Bylaws, the President does not serve as an *ex officio* Member of this Committee. Article VII, section 7.1.

### **Charter**

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

#### **I. Principal Responsibilities**

The principal responsibilities of the Committee shall include:

- a. promoting the development and monitoring the effectiveness of an institutional system of risk assessment and internal controls;
- b. reviewing and, as appropriate, making recommendations to the Board, regarding institutional policies relevant to the scope of Committee responsibilities, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention;

- c. ensuring that audit plans encompass significant and material aspects of University operations;
- d. approving the selection and retention of the independent auditor and recommending such additional audits as the Committee and/or the Board must approve under the Board's reserved authority;
- e. maintaining direct and effective communication with independent auditors on behalf of the Board;
- f. reviewing the results of internal and external audits (including the annually audited financial statement), and assessing the quality and timeliness of management's response and corrective actions;
- g. evaluating the scope and quality of internal and independent audit services, and the degree of coordination and appropriate degree of independence between them; and
- h. reporting regularly and promptly to the Board regarding matters within the scope of the Committee charge.

## II. Membership

By resolution, the University of Vermont Board of Trustees shall annually appoint members to the Committee who are independent of management and the University. ~~Members of the Committee shall be considered independent as long as they do not directly or indirectly accept any consulting, advisory, or other compensatory fees from the University and are not affiliated persons of the University, its subsidiaries or management.~~

In the effective discharge of their duties, as itemized in this document, Audit Committee members will abide by the Board of Trustees Conflicts Policy.

Members of the Committee shall receive orientation appropriate to their Committee membership. They will have the goal of understanding general accounting, business and finance principles, including the ability to read and understand institutional financial statements. If possible, at least one member of the Committee will 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 periodically review the Charter and recommend to the Board revisions thereto, in view of evolving accounting standards, legal developments and experience gained.

*As approved by the Board of Trustee on November 13, 2004.*

*Approved as amended by the Board of Trustees on September 8, 2007.*

**UNIVERSITY OF VERMONT BOARD**

**October 4, 2007**

**Resolution approving University of Vermont Board Bylaws Amendments**

RESOLVED, that the University of Vermont Board hereby approves the proposed amendments to its Bylaws shown as Attachment A hereto.

**BYLAWS OF THE UNIVERSITY OF VERMONT AS ADOPTED BY  
THE BOARD OF TRUSTEES ON JUNE 10, 1955,  
AND AMENDED ON FEBRUARY 3, 1984, AND OCTOBER 4, 2007**

Article I  
Board of Trustees

Section 1. The Board of Trustees of the University of Vermont (hereinafter “the Board”) shall consist of nine members, as provided by the Acts of the General Assembly of the State of Vermont.

Section 2. It shall be the duty of the Trustees to elect successors to fill any vacancy that may occur among their number by reason of death, resignation, or otherwise.

Section 3. A majority of the members of the Board shall constitute a quorum for the transaction of business.

Article II  
Officers

Section 1. The officers of the Board shall consist of a Chair, a Vice Chair, and a Secretary, all of whom shall be elected by the Board at its annual meeting. In case of a vacancy in any office between annual meetings, the Board shall fill such vacancy until its next annual meeting.

Section 2. The Chair shall preside at all meetings of the Board and shall call such special meetings as deemed necessary.

Section 3. The Vice Chair shall exercise all the functions of the Chair in the event of the death, inability to act, or resignation of the Chair.

Section 4. The Secretary shall record all votes and proceedings of the Board, unless the Board later delegates such duties to another person. The Secretary shall be custodian of the records of the Board and shall authenticate records of the Board when required, unless the Board later delegates such duties to another person.

### Article III Meetings

Section 1. Regular meetings of the Board shall include its annual meeting, which shall be held at Burlington, Vermont, and shall be in the same location as the annual meeting of the Board of Trustees of the University of Vermont and State Agricultural College.

Section 2. Special meetings of the Board may be called by the Chairman, and must be called by the Chairman upon the written demand of any three members of the Board.

Section 3. Notice of regular and special meetings of the Board shall be given, and meetings shall be conducted, in accordance with the Vermont Nonprofit Corporation Act and the applicable state public access laws.

### Article IV Terms of Office

Section 1. The term of office of members of the Board shall be for six years. Any person who has been a member of the Board may serve more than one term and shall be eligible to fill any vacancy on the Board.

### Article V Amendments

Section 1. The Bylaws may be amended at any meeting of the trustees by an affirmative vote of a majority of all of the members of the Board. The notice of the meeting at which proposed amendments to the Bylaws are to be considered must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws. The notice must also contain or be accompanied by a copy or summary of the amendment, with notice to be given in accordance with the Vermont Nonprofit Corporation Act and the applicable state public access laws.

**EXECUTIVE COMMITTEE**

**Monday, October 15, 2007**

**Resolution Approving Changes to Audit Committee Assignments**

RESOLVED, that the Executive Committee approves the appointment of Bill Botzow as Vice Chair of the Audit Committee and the addition of Susan Hudson-Wilson to its membership as set forth in the charter revisions adopted by the Board on November 30, 2007.

**VERMONT AGRICULTURAL COLLEGE BOARD**

**November 30, 2007**

**Resolution approving Bylaws Amendments**

RESOLVED, that the Vermont Agricultural College Board hereby approves the proposed amendments to its Bylaws shown as Attachment A hereto.



BYLAWS OF THE VERMONT AGRICULTURAL COLLEGE AS  
**ADOPTED BY THE BOARD OF TRUSTEES ON JUNE 10, 1955**  
AND AS AMENDED BY THE VERMONT AGRICULTURAL BOARD ON NOVEMBER 30,  
2007

ARTICLE I

Officers

Section 1. The Officer of the Board of Trustees of the Vermont Agricultural College (hereinafter “the Board”) shall be a Chair, a Vice Chair, and a Secretary who shall be members of the Board. The officers named shall be elected at the annual meeting and shall hold office for one year or until their respective successors shall have been elected and shall have accepted election. Vacancies among the officers, however created, shall be filled by election by the Board and such vacancies may be filled at any meeting after the same shall have occurred. In the event of a vacancy in the office of the Chair, the Vice Chair shall be the Acting Chair until the vacancy shall have been filled

Section 2. The Chair of the Board shall preside at all meetings and shall have such duties as commonly belong to a chairman of a board of trustees or directors of a non-profit educational corporation or institution. The Vice Chair shall preside at meetings in the event that the Chair is unavailable.

Section 3. The Secretary shall record all votes and proceedings of the Board unless the Board later delegates such duties to another person. The Secretary shall be custodian of the records of the Board and shall authenticate records of the Board when required, unless the Board later delegates such duties to another person.

ARTICLE II

Meetings

Notice of regular and special meetings of the Board shall be given, and meetings shall be conducted, in accordance with the Vermont Nonprofit Corporation Act and applicable state public access laws.

Meetings shall be held at the time and at the place designated in such notice, but no meeting shall be called outside of the State of Vermont. The regular meetings of the Board shall include an annual meeting, which shall be held on the same day and at the same location as the annual meeting of the Board of Trustees of the University of Vermont and State Agricultural College.

## ARTICLE III

### Election of Members

Members of the Board are elected by the General Assembly of the State for a term of six years each, effective on the first day of March of the year elected, three trustees being elected at each regular legislative session.

## ARTICLE IV

### Amendments

These Bylaws may be amended at any meeting called for that purpose, provided that such amendments shall be concurred in by a majority of all of the members of the Board. The notice of any meeting at which proposed amendments to the Bylaws are to be considered must state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws. The notice must also contain or be accompanied by a copy or summary of the amendment, with notice to be given in accordance with the Vermont Nonprofit Corporation Act and applicable state public access laws.

# **CONSENT AGENDA**

**December 1, 2007**

## **COMMITTEE OF THE WHOLE**

### **(1) Resolution Approving Audit Committee Charter Revision**

RESOLVED, that the Audit Committee hereby approves the revisions to the Audit Committee Charter shown as Attachment A hereto.

### **(2) Resolution for President to Confer Honorary Degrees**

RESOLVED, that the President be and hereby is authorized to offer and confer honorary degrees at the 2008 Commencement to the individuals recommended by the Honorary Degree Work Group.

### **(3) Resolution Re-Authorizing Final Offer for Purchase and Purchase of Delta Psi Property**

BE IT RESOLVED, that the Board re-authorizes the President, or the Vice President for Finance and Administration, to make a final offer for the purchase of the Delta Psi property located at 61 Summit Street, Burlington, (the Project) on the revised material terms and conditions consistent with the President's report and recommendations of this date; and

BE IT FURTHER RESOLVED, that the Board authorizes the President or the Vice President for Finance and Administration, to take all steps necessary to effectuate the purchase of said property on such terms and conditions, including the execution of a purchase and sales agreement and other requisite documents and;

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized purchase the Delta Psi property and to execute any and all contracts and documents necessary to undertake the Project at a total purchase cost not to exceed \$660,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$700,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$15,000 and capitalized interest in an amount not to exceed \$25,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$700,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

## **BUDGET, FINANCE AND INVESTMENT COMMITTEE**

### **(4) Resolution Recommending Revision of the Investment Subcommittee Charge**

WHEREAS, the Investment Subcommittee of this Budget, Finance, & Investment Committee (BFI) asked the administration to examine the feasibility and efficacy of Wilbur Fund assets being co-invested with those of the University through purchase by the Wilbur Fund of shares in the University Long-Term Investment Pool; and

WHEREAS, the administration conducted due diligence to determine the terms and conditions, if any, under which such co-investment is appropriate under applicable law and financial accounting principles, obtaining such direction from qualified external consultants and University officials; and

WHEREAS, the Vice President for Finance and Administration reported to the Investment Subcommittee the results of this due diligence process and made certain recommendations regarding the proposed funds co-investment; and

WHEREAS, the Investment Subcommittee of this Committee has recommended as follows:

1. BFI recommend to the full Board revision of the Investment Subcommittee charge so that, for as long as the Investment Management Agreement remains in effect, at least one member of the University of Vermont Board of Trustees be appointed to serve as a member of BFI and its Investment Subcommittee, as attached hereto.

THEREFORE, BE IT RESOLVED, that BFI accepts the recommendations of the Investment subcommittee and forwards its favorable recommendation for action to the University Board of Trustees.

### **Subcommittee Charge**

The Subcommittee shall have responsibility for oversight, hiring, and termination of managers and advisors engaged for the investment of the University's Long-term Investment Pool, and shall report on these actions at regular meetings of the Budget, Finance, and Investment Committee ("the Committee"). The Subcommittee shall also exercise the responsibilities assigned to it with respect to investment of the Wilbur Fund under an Investment Management Agreement in effect between the University of Vermont and State Agricultural College Board and the University of Vermont Board ("Investment Management Agreement") under which Wilbur Fund assets are co-invested with those of the University.

The Subcommittee shall also be responsible for making adjustments to individual investment allocations to conform to the University's asset allocation policy as recommended by the Committee and approved by the Board. The Subcommittee shall also review the asset allocation policy and make recommendations to the Committee for its consideration at least once annually.

For as long as the Investment Management Agreement remains in effect between the University of Vermont and State Agricultural College Board and the University of Vermont Board, at least one member of the University of Vermont Board of Trustees ("UVM Board") shall be appointed to this Subcommittee, also thus serving as a member of the Budget, Investment, and Finance Committee, who shall among other responsibilities as a member of the Subcommittee act on behalf of, and report to, the UVM Board with respect to the investment of the Wilbur Fund.

The Subcommittee shall, between meetings of the Committee, make decisions relating to investment managers and investments that are necessary in the best interests of the University. Any such decisions shall be reported to the Committee and its next regular or special meeting.

The Subcommittee shall oversee the work of the University Treasurer with respect to execution of investment decisions and cash management policies in regards to the Limited-Term Investment Pool.

The Subcommittee will exercise its charge in a manner consistent with University governance, including the Board's reserved rights and delegations of authority.

*As approved by the Board of Trustees: November 11, 2006.*

*As revised by the Board of Trustees: December 1, 2007.*

## **Capital Projects Resolutions – Step II**

### **(5) Colchester Research Facility Renovations**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of \$5,500,000 for renovations to the Colchester Research Facility (the Project) at its May 2007 meeting and found it an institutional priority consistent with the *Strategic Capital Plan* and worthy of further consideration; and

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its May 2007 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and

WHEREAS, the proposed budget has been increased by the administration by \$200,000 to reflect the need to replace additional mechanical components; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence Colchester Research Facility renovations, and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$5,700,000; and

BE IT FURTHER RESOLVED, that the President and Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$6,015,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$115,000 and capitalized interest in an amount not to exceed \$200,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$6,015,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(6) Given Courtyard Infill & Mechanical Systems Upgrade**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of \$14,500,000 for the construction of the Given Courtyard Infill and Mechanical Systems Upgrade to the larger Given Building (the Project) at its September 2007 meeting and found it an institutional priority consistent with the *Strategic Capital Plan* and worthy of further consideration; and

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its September 2007 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and

WHEREAS, on November 30, 2007 the administration reported to EPIR about an expanded project to include not only the Given Courtyard Infill and the Mechanical Systems Upgrade, but also other backfill laboratory renovations in the Given Building; and

WHEREAS, EPIR has accordingly received an updated preliminary estimate of \$17,000,000 for the proposed Project and continues to find it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review; and

WHEREAS, the Project will be funded from \$1,750,000 of external funds, \$2,500,000 of internal reserves, combined with \$12,750,000 of University long-term borrowing; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Given Courtyard Infill & Mechanical Systems Upgrade, and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$17,000,000; and

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$13,460,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$260,000, and capitalized interest in an amount not to exceed \$450,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and



WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$13,460,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(7) Greening of Aiken**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of \$13,000,000 for the proposed Aiken Hall Project (the Project) at its September 2007 meeting and found it an institutional priority consistent with the *Strategic Capital Plan* and worthy of further consideration; and

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its September 2007 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review; and

WHEREAS, the Project will be funded from \$5,000,000 of anticipated gifts and grants combined with \$8,000,000 of University long-term borrowing; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until pledges are received or bonds can be issued at the appropriate time for the Project;

NOW THEREFORE, BE IT RESOLVED, that upon the securing of the necessary gifts and grants and the satisfaction of other contingencies, the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are

hereby authorized to commence the Aiken Hall Project and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$13,000,000; and

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$8,440,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$160,000, and capitalized interest in an amount not to exceed \$280,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$8,440,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(8) Terrill Hall Renovation**

WHEREAS, on September 7, 2007, the Educational Policy and Institutional Resources Committee (EPIR) reviewed the program, scope, and preliminary estimate of \$2,000,000 for the Terrill Hall HVAC Project; and

WHEREAS, on that date EPIR found the proposed Project to be an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review; and

WHEREAS, on that date, EPIR endorsed the proposed Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval at its November 2007 meeting; and

WHEREAS, on November 30, 2007 the administration reported to EPIR about an expanded project, to henceforth be known as the Terrill Hall Renovation Project (the Project), to include not only upgrading the HVAC system upgrade, but also other mechanical, electrical, and structural system improvements, including the reconfiguration of the facility to accommodate research growth within the Animal Science department; and

WHEREAS, EPIR has accordingly received an updated preliminary estimate of \$7,500,000 for the proposed Project and continues to find it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the "Resolution") on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Terrill Hall Project and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$7,500,000;

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the Project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$7,915,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$150,000, and capitalized interest in an amount not to exceed \$265,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$7,915,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(9) Deferred Maintenance Projects FY '09**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of \$5,000,000 for the proposed Deferred Maintenance Projects FY '09 (the Project) at its September 2007 meeting and found it an institutional priority consistent with the *Strategic Capital Plan* and worthy of further consideration; and,

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its September 2007 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Deferred Maintenance Projects FY '09 and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$5,000,000; and

BE IT FURTHER RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$5,275,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$100,000, and capitalized interest in an amount not to exceed \$175,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the "Reimbursement Expenditures") in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$5,275,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(10) Harris/Millis Residential Complex Phase I**

WHEREAS, the Educational Policy and Institutional Resources Committee carefully reviewed the program, scope, and preliminary estimate of \$4,000,000 for the proposed Harris-Millis Residence Hall Project, Phase I (the Project) at its September 2007 meeting and found it an institutional priority, consistent with the *Strategic Capital Plan* and worthy of further consideration; and,

WHEREAS, the Educational Policy and Institutional Resources Committee endorsed the Project at its September 2007 meeting and remitted it to the Budget, Finance, and Investment Committee for financial review and approval; and

WHEREAS, the University has adopted its Commercial Paper Note Resolution (the “Resolution”) on November 13, 2004, and thereby established a commercial paper program; and

WHEREAS, it may be beneficial to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued at the appropriate time for the Project;

NOW, THEREFORE, BE IT RESOLVED, that the President and the Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to commence the Harris-Millis Residence Hall Project, Phase I, and to execute any and all contracts and documents necessary to undertake the Project at a total project cost not to exceed \$4,000,000; and

BE IT FURTHER RESOLVED, that the President, Vice President for Finance and Administration and University Treasurer, or their successors or designees, are hereby authorized to obtain internal or external interim financing, including the use of commercial paper, until bonds can be issued for the project; and

BE IT FURTHER RESOLVED, that the external interim financing, including the use of commercial paper, shall be in an amount not to exceed \$4,220,000, included in which shall be Costs of Issuance, as that term is defined in the Resolution, in an amount not to exceed \$80,000, and capitalized interest in an amount not to exceed \$140,000; and

BE IT FINALLY 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, and further, that any officer of this corporation is hereby authorized to certify this resolution to whom it may concern; and

WHEREAS, the University expects to pay certain expenditures (the “Reimbursement Expenditures”) in connection with the Project before the issuance of indebtedness for the purpose of financing costs associated with the Project on a long-term basis; and

WHEREAS, the University reasonably expects that debt obligations in an amount not expected to exceed \$4,220,000 will be issued and that certain of the proceeds of such debt obligations will be used to reimburse the Reimbursement Expenditures; and

WHEREAS, Section 1.150-2 of the Treasury Regulations requires the University to declare its reasonable official intent to reimburse prior expenditures for the Project with proceeds of a subsequent borrowing;

NOW, THEREFORE, the University of Vermont declares:

Section 1. The University of Vermont finds and determines that the foregoing recitals are true and correct.

Section 2. This declaration is made solely for purposes of establishing compliance with the requirements of Section 1.150-2 of the Treasury Regulations. This declaration does not bind the University to make any expenditure, incur any indebtedness, or proceed with the Project.

Section 3. The University hereby declares its official intent to use proceeds of indebtedness to reimburse itself for Reimbursement Expenditures.

Section 4. This declaration shall take effect from and after its adoption.

**(11) Acceptance of Gifts and Grants**

RESOLVED, that the Board of Trustees hereby accepts grants and contracts in the amount of \$44,270,275 for the period July 1, 2007, through September 30, 2007, and gifts in the amount of \$6,150,431 for the period July 1, 2007, through September 28, 2007.

**(12) Summer Session Tuition Rates**

RESOLVED, that the Board of Trustees hereby approves the change in tuition for the Summer Session from \$410 to \$369 per credit hour for in-state students and from \$1,034 to \$931 per credit hour for out-of-state students. The changes are to become effective with the 2008 summer session.

**(13) State Capital Appropriation Request - Fiscal Year 2009**

RESOLVED, that the President be and hereby is authorized to request \$4,000,000 from the Governor and Legislature of the State of Vermont toward construction, renovation, and major maintenance of its facilities in advancement of the mission of the University of Vermont.

**(14) General University and Morgan Horse Farm FY 2009 State Appropriation Request**

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 \$45,653,592 for Fiscal Year 2009, representing a 8% increase in base appropriation and a supplemental request of \$2,000,000.

BE IT FURTHER RESOLVED, that the President be and hereby is authorized to request an appropriation for Fiscal Year 2009 general operations of the Morgan Horse Farm in the amount of \$6,000.

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

### **(15) Resolution Approving a Policy to Award Conjoint Degrees**

RESOLVED, that the Board of Trustees approves the Conjoint Degree Policy as approved and advanced by the Faculty Senate on September 10, 2007, the Provost on September 19, 2007, and the President on September 21, 2007.

### **(16) Resolution Approving a New Minor in Anthropology**

RESOLVED, that the Board of Trustees approves a new minor in Anthropology that would replace three existing subfield specific minors, as approved and advanced by the Provost on October 5, 2007, and the President on October 10, 2007.

### **(17) Resolution Approving a Name Change for the Department of Obstetrics and Gynecology**

RESOLVED, that the Board of Trustees approves changing the name of the Department of Obstetrics and Gynecology to the Department of Obstetrics, Gynecology and Reproductive Sciences, as approved and advanced by the Provost on November 2, 2007, and the President on November 7, 2007.

### **(18) Resolution Approving the Creation of a Bachelor of Arts Degree in Chinese and a Bachelor of Arts Degree in Japanese**

RESOLVED, that the Board of Trustees approves the creation of a Bachelor of Arts degree in Chinese and a Bachelor of Arts degree in Japanese as approved by the Provost on November 14, 2007, and by the President on November 16, 2007.

### **(19) Resolution Approving the Naming of the Pole Barn at the Jericho Research Forest**

RESOLVED, that the Board of Trustees approves the naming of the pole barn at the Jericho Research Forest, which will henceforth be called the Forest E. Orr Conservation Center.

## **Capital Projects Resolutions – Step I**

### **(20) Terrill Hall Project**

WHEREAS, on September 7, 2007, the Educational Policy and Institutional Resources Committee (EPIR) reviewed the program, scope, and preliminary estimate of \$2,000,000 for the Terrill Hall HVAC Project; and

WHEREAS, on that date EPIR found the proposed Project to be an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review; and



WHEREAS, on that date, EPIR endorsed the proposed Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval at its November 2007 meeting; and

WHEREAS, on November 30, 2007, the administration reported to EPIR about an expanded project, to henceforth be known as the Terrill Hall Renovation Project, to include not only the HVAC system upgrade, but also other mechanical, electrical, and structural system improvements, including the reconfiguration of the facility to accommodate research growth within the Animal Science department; and

WHEREAS, EPIR has accordingly received an updated preliminary estimate of \$7,500,000 for the proposed project and continues to find it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review:

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby again endorses the project and again remits it to the Budget, Finance, and Investment Committee for financial review and approval.

**(21) Given Courtyard and Mechanical Systems Upgrade Project**

WHEREAS, on September 7, 2007, the Board of Trustees' Educational Policy and Institutional Resources Committee (EPIR) reviewed the program, scope, and preliminary estimate of \$14,500,000 for the Given Courtyard and Mechanical Systems Upgrade Project; and

WHEREAS, on that date EPIR found the proposed Project to be an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review; and

WHEREAS, on that date, EPIR endorsed the proposed Project and remitted it to the Budget, Finance, and Investment Committee for financial review and approval at its November 2007 meeting; and

WHEREAS, on November 30, 2007, the administration reported to EPIR about an expanded project to include not only the Given Courtyard Infill and the Mechanical Systems Upgrade, but also other backfill laboratory renovations in the Given Building; and

WHEREAS, EPIR has accordingly received an updated preliminary estimate of \$17,000,000 for the proposed Project and continues to find it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review:

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby again endorses the Project with the understanding that the additional funds are being raised through philanthropy and again remits it to the Budget, Finance, and Investment Committee for financial review and approval.

**(22) Classroom Improvements Project FY '09**

WHEREAS, the Educational Policy and Institutional Resources Committee has reviewed the classroom inventory and preliminary estimate of \$500,000 for the proposed Classroom Improvements Project FY '09 and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the project and remits it to the Budget, Finance, and Investment Committee for financial review and approval at the February 2008 meeting.

**(23) Research Infrastructure Fund FY '09**

WHEREAS, the Educational Policy and Institutional Resources Committee has reviewed the concept for the proposed Research Infrastructure Fund FY '09 for \$1 million and finds it an institutional priority, consistent with the *Strategic Capital Plan*, and worthy of further review;

THEREFORE, BE IT RESOLVED, that the Educational Policy and Institutional Resources Committee hereby endorses the fund and remits it to the Budget, Finance, and Investment Committee for financial review and approval at the February 2008 meeting.

**UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE**

**BOARD OF TRUSTEES**

**AUDIT COMMITTEE**

**Charter**

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

**I. Principal Responsibilities**

The principal responsibilities of the Committee shall include:

- a. promoting the development and monitoring the effectiveness of an institutional system of risk assessment and internal controls;
- b. reviewing and, as appropriate, making recommendations to the Board, regarding institutional policies relevant to the scope of Committee responsibilities, including conflict of interest, ethical and fraudulent conduct, whistleblower protection, and documents retention;
- c. ensuring that audit plans encompass significant and material aspects of University operations;
- d. approving the selection and retention of the independent auditor and recommending such additional audits as the Committee and/or the Board must approve under the Board's reserved authority;
- e. maintaining direct and effective communication with independent auditors on behalf of the Board;
- f. reviewing the results of internal and external audits (including the annually audited financial statement), and assessing the quality and timeliness of management's response and corrective actions;
- g. evaluating the scope and quality of internal and independent audit services, and the degree of coordination and appropriate degree of independence between them; and
- h. reporting regularly and promptly to the Board regarding matters within the scope of the Committee charge.

## **II. Membership**

The University of Vermont Board of Trustees shall annually appoint at least 7 of its members to the Committee. Its members shall be independent of management and the University including its component units and affiliated organizations. For the purposes of this charter, “independence” is defined as rendering a Trustee ineligible for Committee service if he or she is (1) is employed by the University; (2) is a partner or employee of a firm retained to conduct an audit of the University; (3) held such University employment or audit engagement at any time during the previous three years; or (4) is receiving consulting, advisory, or other compensatory fees for services provided to the University. Members of the Investment Subcommittee are eligible for appointment to the Audit Committee, but no such member may serve as its Chair or Vice Chair. The University President is ineligible for service as a member, ex officio or otherwise, of the Audit Committee, as a University official and employee.

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

Members of the Committee shall receive orientation appropriate to their Committee membership. They will have the goal of understanding general accounting, business and finance principles, including the ability to read and understand institutional financial statements. If possible, at least one member of the Committee will 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 periodically 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 select and retain an independent audit firm to conduct mandatory annual financial attestation and/or compliance audits. In conjunction with such selection, the Committee will assess the independence and objectivity of the firm by reviewing and assessing the letter the firm issues under Independence Standards Board Standard No. 1. 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 mandatory annual financial attestation and/or compliance audits from qualified independent audit firms no less than once every five years.
- c. In the event that an independent audit firm is retained to conduct a mandatory annual financial attestation and/or compliance audit for seven or more consecutive years, the Committee shall, as a condition of retention of the firm, require rotation of the lead audit partner on the University engagement.

## **II. Retention of Other Audit Services**

- a. The independent audit firm retained to conduct mandatory annual financial attestation and/or compliance audits generally shall not be eligible for University engagements to perform non-audit services, including bookkeeping; financial information systems design, implementation or operation; appraisal or valuation services, fairness opinions or contribution-in-kind reports; internal audit outsourcing services; management functions or human resources; broker or dealer, investment advisor, or investment banking services; legal services and expert services unrelated to the audit; preparation of the indirect cost proposal or cost allocation plan; or other services that would violate the U.S. General Accounting 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 \$10,000 or more.
- b. Contracts for non-audit services with independent audit firms not already retained by the University to conduct mandatory annual financial attestation and/or compliance audits are subject to review and recommendation by the Committee and subsequent Board consideration and action when such retentions will result in fees of \$ 250,000 or more.

## **III. Oversight of Audits**

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

- a. review annual audit plans developed by the Office of Institutional Risk Assessment and Audit Services, and receive periodic progress reports relative to such plans;
- b. review and approve audit plans developed in consultation with independent audit firms, including (i) the critical accounting policies and practices to be used; (ii) all alternative treatments of financial information discussed with management, ramifications of alternative treatment and the treatment preferred by the firm; (iii) other material communications between the firm and management; and (iv) required communications from the firm under Statement of Auditing Standards No. 61, as amended;
- c. review and approve mandatory annual financial attestation and/or compliance audit reports, including the annual audit reports on federal awards received as required by Office of Management and Budget Circulars (*e.g.*, A-133) and the financial audit report of institutional National Collegiate Athletic Association programs;
- d. resolve disagreements between management and the independent audit firm regarding financial reporting;
- e. review the independent audit firm management letter comments regarding institutional financial internal controls, accounting policies and procedures, and management's response to those comments;
- f. review with management, the Office of Institutional Risk Assessment and Audit Services, and the independent audit firm their respective judgments about the quality of University accounting principles; the consistency, and the degree of aggressiveness or conservatism, in the application of accounting principles; the reasonableness of significant accounting judgments; and the clarity and completeness of the financial statements and related disclosures;
- g. confirm with management, the Office of Institutional Risk Assessment and Audit Services and the independent audit firm respectively that the annual financial statements disclose all material off-balance sheet transactions, arrangements, obligations, and other relationships of the University with unconsolidated entities or other persons that may have a material current or future effect on institutional financial condition, and the results of operations, liquidity, capital expenditures, capital resources, or significant components of revenues or expenses;
- h. receive reports from management, the Office of Institutional Risk Assessment and Audit Services and the independent audit firm, regarding new and significant accounting standards to understand their impact on institutional financial statements;
- i. receive reports from the Office of Institutional Risk Assessment and Audit Services regarding any financial fraud which, in single incident or aggregate, results in an institutional uninsured or insured loss in excess of \$10,000;

j. review the organizational structure, qualifications, and independence of the University's Institutional Risk Assessment and Audit Services Office; and

k. review and take action regarding recommendations from the President to the Committee regarding the appointment, reassignment or employment termination of the University's Associate Vice President for Institutional Risk Assessment and Audit Services.

#### **IV. Internal Controls**

##### **a. Certifications**

- i. The Committee will receive periodic reports from management on attestations it is rendering in conjunction with mandatory annual financial attestation and/or compliance audits as well as significant and material debt financing, such as issuance of bonds.
- ii. Without limitation on 4.a(i), the Committee will receive from the Chief Financial Officer record of certification along with the annual financial statement report that:

- a. He/she has approved the audit report,
- b. Based on his/her knowledge, the report does not contain any material untrue statements or omissions,
- c. Based on his/her knowledge, the financial statements materially present the financial condition and result of operations,
- d. He/she is responsible for establishing and maintaining a system of financial internal controls, and that
- e. He/she has disclosed to the auditors and the Audit Committee all significant internal control deficiencies and changes that could materially affect financial data.

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

*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.*

**Approved by the Board of Trustees State and Agricultural College  
Board of Trustees: December 1, 2007**

**Resolution Approving Amendments to the University of Vermont Debt Policy and Policies  
Regarding the Funding of Capital Projects**

WHEREAS the University wishes effectively to address the essential capital needs of the campus, it hereby commits to the following actions:

RESOLVED:

That the University of Vermont Debt Policy shall hereafter read as shown in the attached document, hereby amending the University's Debt Policy to permit a maximum Debt Burden Ratio of 6% and a minimum Viability Ratio of 0.8, until further revised by this Board;

That the Board recognizes an annual target of \$11.5M of capital expenditures for deferred and on-going maintenance, classroom maintenance, infrastructure, and energy efficiency projects;

That for all other capital projects, sources of funding other than debt be secured so that non-debt funding of no less than an average of 25% of these projects is required as part of the capital approval process; further, that the minimum 25% average non-debt contribution is a target to be exceeded if at all possible; and, further, that the 25% benchmark is subject to upward revision to reflect increases over time in the University's ability to secure non-debt funding;

That the President adopt a series of pledging and naming procedures and requirements designed to produce higher levels of giving for building projects and to strengthen the commitment of potential donors;

That, in addition to annual reviews of the debt policy, the Board conduct a comprehensive assessment of all capital requirements and sources every three years commencing at its November 2010 meeting in order to update and to reaffirm or amend, as appropriate, the policies and practices of the University to assure the best use of capital in conjunction with institutional financial status and requirements;

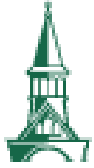
That the Board directs the Administration to develop and implement a plan to lower the debt burden ratio to 5% by 2017;

That the Board and the Administration shall monitor and adjust as appropriate the plan to lower the debt burden ratio as part of the annual debt policy reviews and of the triennial assessment of all capital requirements and sources; and

BE IT FINALLY RESOLVED, that this academic year the University assess the feasibility of including an increased amount in the University's annual operating budget designated for recurring capital expenditures, including deferred and on-going maintenance, energy



efficiency projects, infrastructure upgrades for instruction and research, and academic classroom improvement.



University of Vermont  
Debt Policy  
As Adopted by the Board of Trustees  
September 2004, rev. November 2005,  
Rev. November 2006,  
**Rev. November 2007**

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OVERVIEW

Purpose

1. Articulate the role of UVM's debt policy within the strategic planning process.



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

As the University continues to balance the significant need for both current and future facilities investment, research, teaching, student, and other important needs and competing initiatives for capital from limited resources, the University is implementing this debt policy. This policy, in conjunction with the Strategic Financial Plan and capital planning, will aid management in ensuring that an appropriate mix and types of funding sources are utilized and that the University’s debt capacity is allocated strategically. A UVM-specific debt policy is appropriate to ensure adequate financial strength to service existing and proposed debt, maintain leverage within an acceptable risk tolerance while investing in priority capital projects, maintain a strong financial profile to ensure a competitive position relative to its peers, and maintain the budgetary capacity to invest in other initiatives. Additionally, this policy will provide the foundation for internal procedures to ensure that appropriate reporting and management requirements are in place in order to meet objectives outlined in this policy, and to provide a more efficient process for the ongoing external and internal management of debt in order to optimize its utilization on campus.

Management and the Board of Trustees, acting through the Trustee Budget, Finance and Investment Committee, will assess this policy on an ongoing basis to ensure that it remains responsive to UVM’s evolving academic, research and strategic priorities and financial position. Additionally, a set of operating procedures will be established in order to implement the objectives set forth in this policy. The procedures will outline management roles and responsibilities including internal operating controls and fiduciary responsibilities consistent with the long-term objectives of this policy.

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



## INTRODUCTION AND OBJECTIVES

### Purpose

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

Over time, appropriate financial leverage serves an important role in funding the University's capital investments and should be considered a long-term component of UVM's balance sheet. Just as investments represent an integral component of assets, debt is viewed to be a long-term component of liabilities that therefore should be managed on a long-term portfolio-basis consistent with the institution's policy objectives. Debt, especially tax-exempt debt, provides a limited low cost source of funding for capital projects in order to achieve the University's mission and strategic objectives, and, together with other limited resources, should be utilized and allocated appropriately, strategically, judiciously, and equitably.

This objectives of the policy are to:

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

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



**OVERSIGHT**

<p><b>Purpose</b></p> <ol style="list-style-type: none"> <li>1. Provide mechanism for oversight and review on periodic basis.</li> <li>2. Provide management flexibility to make ongoing financing decisions within the framework of the policy.</li> </ol>	<p>By adopting this policy and regularly reviewing its results and appropriateness with the Trustee Budget, Finance and Investment Committee, management will follow and report on guidelines and requirements regarding debt utilization. With appropriate authorizations consistent with the policy, management will have flexibility to implement specific financial transactions and utilize approved financing vehicles (e.g. commercial paper) in accordance with stated procedures.</p> <p>The Office of the Vice President for Finance and Administration and Treasurer will manage all funding sources, including debt, for capital projects authorized by the Board. The structure of any individual transaction (e.g., maturity, interest rate mode, use of derivative products, other financing structures) will be based upon overall University needs to ensure that (i) long-term costs to the University and its operating units are minimized consistent within the context of other strategic objectives and (ii) overall risk does not exceed acceptable levels as defined in this policy.</p> <p>Because this debt policy is a living document, the Trustee Budget, Finance and Investment Committee will review this policy on an annual basis and report any recommended changes or revisions to the Finance Committee. This review process is necessary to ensure that the policy remains consistent with the University’s objectives and responsive to evolving practices, competitive pressures in the external environment, and financial indicators.</p> <p>In addition, the Trustee Budget, Finance and Investment Committee will hold regular meetings in order to review short and intermediate term financing needs, market opportunities, and financial performance. This regular review will help the University determine appropriate financial decisions as well as review capital investments and the timing of financing plans responsive to market conditions.</p>
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**POLICY RATIOS**

<p><b>Purpose</b></p> <ol style="list-style-type: none"> <li>1. Identify core ratios.             <ol style="list-style-type: none"> <li>a. Operating Statement—Debt Burden Ratio.</li> <li>b. Balance Sheet Leverage—Viability Ratio.</li> </ol> </li> <li>2. Clearly communicate with key parties such as rating agencies the University’s philosophy regarding debt and management’s ongoing assessment of debt capacity and affordability.</li> </ol>	<p>This policy establishes limits to measure the total amount of outstanding debt compared to University balance-sheet resources and the annual operating budget. These ratios can be derived from the financial statements and are subject to review periodically.</p> <p>The policy identifies ratios that (i) are based on current GAAP requirements, including the GASB 34/35 reporting format and (ii) are consistent with ratios utilized in the higher education industry to permit benchmarking.</p> <p>In addition to the two policy ratios below, the University may consider tracking other ratios in addition to the policy ratios. Listed below are the policy ratios and limits that will be followed.</p> <p><i>Ratio 1 – Debt Burden Ratio</i></p> <hr/> <p>This ratio measures the University’s ability to repay debt service associated with all outstanding debt and the impact on the overall budget and includes all activities of the University. The defined limit for this ratio is intended to maintain the University’s long-term operating flexibility to</p>
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fund existing requirements and new initiatives, although the University may target a desired ratio below this limit.

$$\frac{\text{ANNUAL DEBT SERVICE}}{\text{TOTAL EXPENSES}} < 6\%$$

The measure is based on aggregate operating expenses as opposed to operating revenues because expenses typically are more stable (e.g., no one-time operating gifts, investment return, variability of State funding) and better reflect the operating base of the University. Management recognizes that a growing expense base would make this ratio appear more attractive. The limit for this ratio is not to be greater than 6.0%. If more than 6.0% of the University's annual budget were committed to debt service expense, flexibility to devote resources to fund other objectives could be diminished. This ratio will be adjusted to include the impact of non-amortizing or non-traditional debt structures that could result in significant single year fluctuations, as well as an assumption of an appropriate variable rate.

*Ratio 2 - Viability Ratio*

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

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

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

$$\frac{\text{UNRESTRICTED NET ASSETS + TEMPORARILY RESTRICTED NET ASSETS - EQUITY IN PLANT}}{\text{AGGREGATE DEBT}} > 0.8x$$

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

The 0.8x limit is recognized as a limit, and not a long-term objective. Over time, to remain competitive and retain the flexibility to invest in future strategic initiatives, UVM will want to target and maintain a ratio above 0.8x

*Ratios as a Credit Factor*

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



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

**TYPES OF FINANCINGS**

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

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

*Tax-Exempt Debt*

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

Recognizing the inherent benefit provided by tax-exempt borrowing, the University will prefer to consider maximizing the external maturity of any tax-exempt bond issue, subject to prevailing market conditions and opportunities, budgetary constraints, the useful life of projects being financed, and other considerations. Although debt will be structured to meet the University’s comprehensive long-term objectives, each project being financed will be required to provide a sound business plan, including the source of repayment for the debt and appropriate and realistic repayment terms. Among other things, the repayment terms will require that the loan term is no greater than the expected componentized useful life of the asset financed. Additionally, the financed project will be required to budget and fund principal payments on a fully amortized basis.

*Taxable Debt*

While all of the University’s capital projects may not qualify for tax-exempt debt, taxable debt should only be used in appropriate cases as it generally represents a more expensive source of capital relative to tax-exempt issuance. Issuing taxable debt reduces the University’s overall debt affordability due to higher associated interest expense.

When utilized, taxable debt will be structured to provide maximum repayment flexibility and rapid external principal amortization.



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*Commercial Paper*

The University is establishing a commercial paper program, which will include both a tax-exempt and taxable series. The CP program can provide substantial financial flexibility to the University including the ability to manage and optimize cash balances, provide an alternative to lease transactions, and other purposes. At this time, however, the University is limiting the use of the program to providing the University with interim financing for capital projects in anticipation of the receipt of funding either in the form of future philanthropy or the issuance of long-term debt for permanent financing, providing greater flexibility regarding the timing and structuring of individual bond transactions. It is expected that the University may consider expanding the permitted use of the CP program at some point in the future.

The University recognizes that the amount of project-related commercial paper is limited by the ratios established by this debt policy, and the University's available liquidity support however, the University will not include outstanding CP in the variable rate debts exposure, given the expected short-term nature of the CP. The existence and utilization of the commercial paper program has influenced the decision to limit variable rate exposure to no more than 35% of the long-term debt portfolio.

*Derivative Products*

Management recognizes that derivative products may enable more opportunistic and flexible management of the debt portfolio. Derivative products, including interest rate swaps, may be employed primarily to manage or hedge the University's interest rate exposure for a specific period of time. The University will utilize a framework to evaluate potential derivative instruments through consideration of (i) its variable rate allocation, (ii) market and interest rate conditions, (iii) impact on future financing flexibility, and (iv) the compensation for assuming risks, or the costs for eliminating certain risks and exposure. In addition, the University will analyze and quantify the cost/benefit of any derivative instrument relative to achieving desirable long-term capital structure objectives. Under no circumstances will a derivative transaction be utilized that is not understood fully by management or that imposes inappropriate risk on the University. Risks include but are not limited to tax risk, interest rate risk, liquidity risk, counterparty credit risk, basis risk, and any other potential risks either imposed or removed through the execution of any transaction. In addition, management will consider and disclose the potential impact of any derivative product on the University's financial statements and the appropriate treatment in calculating the debt policy ratios. The University will regularly report on the status and performance of its derivative products, if any, to the Trustee Budget, Finance and Investment Committee

Given the risks and complexity associated with derivative products, they will be considered more seriously only when: (i) conventional financing sources are relatively more expensive (e.g. exceed the portfolio blended interest rate, and (ii) can achieve desired financial objectives more efficiently or at a significantly lower risk-adjusted cost than traditional structures. Management is required to present any recommended derivative product to the Trustee Budget, Finance and Investment Committee and must receive the Subcommittee's recommendation and Board approval prior to execution.





Other Financing Sources

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

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

**PORTFOLIO MANAGEMENT OF DEBT**

Purpose
<ol style="list-style-type: none"> <li>1. Permit decisions regarding debt issuance and structure to be made on a portfolio basis, rather than on a per-project basis.</li> <li>2. Manage variable rate exposure of the debt portfolio.                             <ol style="list-style-type: none"> <li>a. Limit variable rate exposure.</li> <li>b. Manage the overall liquidity requirements associated with outstanding debt.</li> <li>c. Target overall variable rate debt exposure.</li> </ol> </li> <li>3. Evaluate exposure to other financing vehicles and third parties on a portfolio-wide basis.</li> </ol>

The University considers its debt portfolio holistically; that is, it optimizes the portfolio of debt for the entire University rather than on a project-by-project basis, and takes into account the University’s cash and investments. Therefore, management will make decisions regarding project prioritization, variable rate allocation, and financing structures within the context of the overall needs and circumstances of the University.

Variable Rate Debt

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

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

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

Recognizing the desire to manage interest rate risk, the amount of variable rate debt outstanding shall not exceed 35% of the University’s outstanding debt. This limit is based on (i) the University’s desire to limit annual



variances in its debt portfolio, (ii) provide sufficient structuring flexibility to management, (iii) keep the University's variable rate allocation within acceptable external parameters, (iv) utilize variable rate debt (and/or swaps) to optimize debt portfolio allocation and minimize costs, and (v) consideration of the commercial paper program.

$$\frac{\text{VARIABLE RATE AND LIQUIDITY EXPOSURE}}{\text{TOTAL LONG-TERM DEBT OUTSTANDING}} <35\%$$

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

Overall Exposure

The University recognizes that it may be exposed to short-term interest rates, third-party credit, and other potential risks in areas other than direct University debt (e.g., non-traditional transactions, exposure in the investment portfolio, etc.) and, therefore, exposure will be considered on a comprehensive University-wide basis.

The University recognizes that during some periods it may be desirable to maintain a lower variable-rate allocation within its 35% limit, depending on prevailing long-term rates and/or opportunities in the short-term market.



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## GLOSSARY

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

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

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

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

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

**GAAP** – refers to Generally Accepted Accounting Principles.

**GASB 34/35** – Government Accounting Standards Board Statement Nos. 34 and 35. These statements dramatically changed the reporting format for the University effective Fiscal 2002 by consolidating fund balances into net assets and consolidating university-wide activity instead of distinct fund groups. The Statements also require a statement of cash flows and a change in representation of state appropriation and investment income.

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



**Approved by the Board of Trustees State and Agricultural College  
Board of Trustees: December 1, 2007**

**Resolution Regarding Five-Year Presidential Comprehensive Review**

WHEREAS, the University as community has achieved extraordinary success across a broad spectrum of academic, educational, research, programmatic, resource, campus life, and athletic endeavors; and

WHEREAS, the University is engaged in strategic planning processes designed to ensure its continuing success in the years to come; and

WHEREAS, the University is a community by virtue of its dedication to common goals and values; and

WHEREAS, these shared achievements, goals, and values have coalesced under the outstanding leadership of President Daniel Mark Fogel, as illustrated in the enclosed summary;

THEREFORE, this Board, on behalf of the University community, expresses its respect, gratitude, support, and affection for Daniel Mark Fogel.

**Daniel Mark Fogel**  
**President**  
**Accomplishments July 2002 – July 2007**

The creation of the Honors College and honors student housing in University Heights. The current enrollment in the Honors College is 612 and 96 are anticipated to graduate in May 2008.

Creation of new academic programs in Environmental Engineering, Environmental Science, Biochemistry, Italian Studies, Ph.D. in Computer Science, Athletic Training, Animal Science and Food Nutrition, Biological Sciences, Early Childhood Education, Ph.D. in Neuroscience, Public Communication, Film and Television Studies, Exercise and Movement Sciences, Gender and Sexuality Studies, and Pharmacology. Significant breakdown in barriers between colleges and schools to make it easier, for instance, to minor across college/school lines and to double major across those lines as well.

Completion of the acquisition of Trinity College and the renovations to Mann Hall, Delehanty Hall, and Farrell Hall on the UVM Trinity Campus.

Increase the percentage of ALANA faculty from 8.9% in fall 2001 to 11.3% in fall 2006. Increase the percentage of ALANA undergraduates from 5.5% in fall 2001 to 6.8% in fall 2006. Increase the percentage of female faculty from 29.6% in fall 2001 to 31.6% in fall 2006.

Creation of the President's Commission on Diversity and Inclusion and the President's Commission on Lesbian, Gay, Bisexual and Transgendered Equity. Also created and chaired by the President for its first year the President's Commission on Racial Diversity replacing its predecessor PCORE – President's Commission on Racial Equality.

Establishment of the six-credit diversity requirement for all undergraduates. Establishment of the Writing-in-the Disciplines program. Creation of the Office of Community-University Partnerships. Creation of the program in Holocaust Studies. Adoption of the Vermont Integrated Curriculum in the College of Medicine. Approval of the matrix center designation to advance multi-disciplinary sponsored research.

Increased full-time faculty compensation by 33.75% from FY 2003 to FY 2008

Recruited 215 new full-time tenured-track faculty from FY 2003 to FY 2007.

Creation of the Burack President's Distinguished Lecture Series (73 distinguished lecturers) and the Marsh Professor at Large program (currently 16 Marsh Professors).

Addition of the following buildings/facilities: Davis Student Center, University Heights (Gold LEED Certification), Carrigan Wing to Marsh Life Science (Silver LEED Certification), Gutterson Parking Garage, Moulton-Winder Athletic Turf Field, acquisition of facilities to establish the Colchester Research Campus, and Medical Education Center and new facilities for the Dana Medical Library.

Major renovations to the following facilities: 438 College Street to house the Dean of the College of Arts and Sciences, 434 College Street to house Financial Analysis and Budgeting and Institutional Studies, Ira Allen Chapel, Delehanty Hall, Mann Hall, Farrell Hall, Perkins Hall, Admissions Welcome Center, Student Services Center in Waterman, installation of carbon monoxide detectors in all buildings and sprinkler system in all residence halls, Fleming Museum, Harris Millis Dining Hall, Wing/Davis/Wilks residence Halls, Living and Learning, and the Chilled Water Plant.

The following capital projects are in various stages of planning and approval: new Plant Sciences Building, Aiken Hall renovation, Simpson Dining Hall Renovation, Given Courtyard, Harris/Millis renovation, Terrill Hall renovation, and Billings Student Center.

The reinvigoration of the strategic planning process with the creation of the University Planning Council.

Creation and approval by the Board of Trustees of the Campus Master Plan.

Creation and approval of the Strategic Financial Plan and the Strategic Capital Plan (now referred to as the Capital Resources Management Plan). Supplemented foregoing large strategic measures with wide-ranging implementation of modern business practices ranging from procurement (including sole-source vending contracts), through streamlined and cost-efficient treasury operations, to cost-effective energy management practices.

Mandated large-scale University policy project, including revision of all major policies and institution of new policies in a wide range of areas, including, importantly, gender identity and expression and campus safety.

Committed University to major investment in programming for students, including late-night programming.

Improved relations with greater Burlington community capped with recently revised City-University agreement. Created Office of Student and Community Relations.

Positioned University to play key role in regional economic development, including prosecution of the “big idea” of UVM as the key driver of a sustainable or green economy for Vermont, now embraced by the Governor through the announcement of a “formal partnership” with the University of Vermont.

Successfully completed the \$250 million “*Greatness Within Our Grasp*” fundraising campaign ahead of schedule and exceeding the goal by over \$28.4 million.

Undergraduate enrollment increased from 7,257 in FY 2002 to an estimated 9,180 (fall spring average) in FY 2008. The number of first-time, first-year applications has over the same period increased from 8,268 to 18,814. The yield rate has changed from 28.1% to 18.7% and the admit rate has changed from 79.6% in FY 2002 to 69.5% in FY 2008. The average SAT scored has increased from 1133 in FY 2002 to 1174 in FY 2008.

Graduate Student Enrollment has increased from 1082 in FY 2001 to 1351 in FY 2007.

Creation of four residential learning communities: Green House, Global Village, Health and Wellness, and Honors.

Increased federal appropriations and earmarks from approximately \$3.5 million in FY 2002 to \$11.8 million in FY 2006. Total of federal appropriations and earmarks from FY 2002 to FY 2006 is \$51.8 million with over \$16 million for UVM currently pending, totaling \$67.8 million for the period.

Creation of the National University Transportation Center, Vermont Advanced Computing Center, and UVM affiliated Vermont Center for Emerging Technologies.

Increased national media attention including multiple articles in the New York Times, Boston Globe, Chicago Tribune, USA Today, Washington Post, Wall Street Journal, and the Chronicle of Higher Education and increased coverage in Vermont media including local print and television.

Established a national voice for UVM in higher education affairs and policy, including authored OpEd pieces in the *Washington Post*, in the *Chicago Tribune*, and in *The Presidency* (American Council on Education, ACE). Member of the ACE Commission on Effective Leadership. Slated to chair the Board of the National Association of Land-Grant Colleges and State Universities (NASULGC) and to serve as President of the New England Association of Schools and Colleges. Also delivered several invited keynote addresses to national and regional meetings.

Positive national acclaim in Kiplinger's Personnel Finance, Princeton Review, Kaplan/Newsweek, USA Today, The Wall Street Journal, Fiske Guide to Colleges, and US News and World Report.

Redesigned University web presence.

Increase in sponsored research from \$103 million in FY 2002 to a high in FY 2004 of \$124.5 million. (FY 2007 - \$107 million).

Reorganization of senior administration to align with strategic priorities, including creation or elevation of: vice president for finance and administration, vice president for research, vice president for federal, state and community relations, vice president for legal affairs, vice president for undergraduate education (now vice president for enrollment management) and chief of staff. Of the current senior administrators five have served in their current positions for four or more years, and they are now joined by successfully recruited colleagues, including the Provost and the Vice Presidents for Enrollment Management and for Development and Alumni Relations.

Recruitment of Robert Corran as Athletic Director (now Associate VP and Director of Athletics) and success of the athletic program including numerous America East Championships, NCAA titles and winning the America East Academic Cup for 2005, 2006, and 2007.

Worked assiduously to build a strong, collaborative, accountable relationship between President and Board. Cultivated strong internal relationships with faculty and staff, resulting in greatly improved morale of University personnel. Created a stronger sense of institutional cohesion and common values and purpose across college/school lines. Restored pride and confidence in UVM among state political leaders, Vermont citizenry, and alumni, students, and parents.



**Approved by the Board of Trustees State and Agricultural College  
Board of Trustees: December 1, 2007**

**Resolution Approving Wilbur Fund Investment Management Agreement**

WHEREAS, the Investment Subcommittee of the Budget, Finance, and Investment Committee asked the administration to examine the feasibility and efficacy of Wilbur Fund assets being co-invested with those of the University through purchase by the Wilbur Fund of shares in the University Long-Term Investment Pool; and

WHEREAS, the administration conducted due diligence to determine the terms and conditions, if any, under which such co-investment is appropriate under applicable law and financial accounting principles, obtaining such direction from qualified external consultants and University officials; and

WHEREAS, the Vice President for Finance and Administration has now reported to the Investment Subcommittee and the University of Vermont Board (“UVM Board”) the results of this due diligence process and made certain recommendations regarding the proposed funds co-investment; and

WHEREAS, the University of Vermont Board has approved the terms and conditions of an Investment Management Agreement (“IMA”) attached hereto, and authorized its Chair to execute the IMA subject to certain conditions; and

WHEREAS the Budget, Finance, & Investment Committee, upon recommendation of its Investment Subcommittee, recommends that this Board approve the terms and conditions of the IMA and authorize the Chair to execute the IMA subject to certain conditions;

NOW THEREFORE, BE IT RESOLVED, that the Board hereby approves the terms and conditions of the IMA and authorizes its Chair to execute the IMA.

## INVESTMENT MANAGEMENT AGREEMENT

THIS AGREEMENT made as of the 1st day of December, 2007, by and between the UNIVERSITY OF VERMONT BOARD OF TRUSTEES (“UVM Board”) and the UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE BOARD OF TRUSTEES (“UVMSAC Board”).

### RECITALS:

WHEREAS, the UVM Board is the trustee of the University of Vermont Trust established under the James B. Wilbur Trust Indenture (u/a/d August 12, 1919) (the “Wilbur Fund”);

WHEREAS, the UVMSAC Board has the authority for the investment of the Long-Term Investment Pool (“LTIP”) for the benefit of the University of Vermont;

WHEREAS, the Wilbur Fund and the LTIP are managed separately although similarly;

WHEREAS, the UVM Board and the UVMSAC Board agree that if the Wilbur Fund and the LTIP were managed together there would be several advantages including, but not limited to, the following: (1) the Wilbur Fund would achieve greater diversification through more fund managers and market sectors; (2) to the extent management fees decrease with the size of the managed fund, combining the two funds for investment purposes would decrease fund management fees; (3) to the extent management contracts must be reviewed for the UVMSAC Board and similar contracts must be reviewed for The Wilbur Fund by the UVM Board, there would be economy of administration and reduction of attorney fees reviewing contracts if the two funds were invested together; and (4) if the funds were invested together, the investment committee would be able to monitor the Wilbur Fund’s performance better through quarterly reports; and

WHEREAS, the UVM Board and the UVMSAC Board agree to invest and manage the Wilbur Fund and the LTIP together.

NOW, THEREFORE, in consideration of the mutual promises, covenants, and conditions herein set forth, the parties hereto agree as follows:

1. Joint Investment. The UVM Board agrees to invest the assets of the Wilbur Fund together with the LTIP. Shares shall be assigned to represent proportional ownership of the assets. The date of investment into the pool shall set the proportional ownership.
2. Title to the Wilbur Fund. The UVM Board retains legal title to the assets of the Wilbur Fund.
3. Investment Management. A standing Investment Subcommittee of the Budget, Finance and Investment (“BFI”) Committee has been appointed to manage the investment of the long term pool assets. At least one member of the BFI shall be a UVM Board member.

The UVM Board member(s) on the BFI shall act on behalf of the UVM Board with respect to the investment of the Wilbur Fund and shall report to the UVM Board with respect to the investments of the Wilbur Fund.

4. Allocation of Expenses. Investment management costs will be allocated to the Wilbur Fund on a pro rata basis (*i.e.*, a percentage of shares).
5. Accounting. The UVM Office of the Treasurer will provide regular accounting for the investments of the Wilbur Fund and for its income and expenditures. This accounting will be provided to the UVM Board at its regular meetings or upon request of the Chair. The UVM Office of the Treasurer is responsible for third-party reporting and accounting as required by policy, regulation, or law.
6. Termination. This agreement is terminable at will by either party. Upon termination of this Agreement, the Wilbur Fund assets shall be distributed to the UVM Board and invested in such accounts as it may direct.

The parties hereto have signed this agreement all of this the date first above written.

University of Vermont Board of Trustees,  
Trustees of the University of Vermont Trust  
Under the James B. Wilbur Trust Indenture  
(u/a/d August 12, 1919)

University of Vermont and  
State Agricultural College  
Board of Trustees

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: Chairman of the Board

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Its: Chairman of the Board

## **AUDIT COMMITTEE**

**December 14, 2007**

### **Acceptance of Fiscal Year 2007 Annual Audit**

WHEREAS, the books and accounts of the University of Vermont and State Agricultural College for the Fiscal Year ended June 30, 2007, have been audited by KPMG LLP, 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 2008 Audit**

RESOLVED, that the Board of Trustees authorizes the Vice President for Finance and Administration to negotiate and execute a contract with KPMG LLP, Certified Public Accountants, to conduct the annual audit of the University and other related audits for and during the fiscal year ending June 30, 2008. The annual audit shall be conducted in compliance with the requirements of the University Bylaws and state and federal law.