

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

**COMMITTEE OF THE WHOLE**

Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Catherine Toll, Susan Brengle, Kevin Christie, Frank Cioffi, Matt Devost, John Dineen, R. Stanton Dodge, Carolyn Dwyer, President Suresh Garimella, Katelynn Giroux, Jodi Goldstein, Jennifer Ha, Stephanie Jerome, Donald McCree, Carol Ode, Ed Pagano, Kristina Pisanelli, Monique Priestley, Lucy Rogers, Governor Phil Scott, Shap Smith, Tristan Toleno, and Samuel Young

**Friday, May 17, 2024**

8:15 a.m. – 12:00 p.m.

2:15 p.m. – 4:00 p.m.

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

**AGENDA**

	<b>Item</b>	<b>Enclosure/ Exemption</b>	<b>Discussion Leader(s)</b>	<b>Time</b>
	<b>Call to order</b>			<b>*8:15 a.m.</b>
	<b>Motion to enter into executive session**</b>			
1.	Public safety update	Security or emergency response measure	Mike Schirling	8:15-8:30
2.	Five-Year Presidential Comprehensive Review	Evaluation of a public officer	Ron Lumbra Carol Cartwright	8:30-10:00
	<b>Motion to go out of executive session</b>			
	<b>Break</b>			10:00-10:15
3.	Approval of February 9, 2024 meeting minutes	Attachment 1	Ron Lumbra	10:15-10:17
4.	Chair's report <ul style="list-style-type: none"> <li>• Resolution to disband the <i>ad hoc</i> Presidential Comprehensive Review Committee</li> </ul>	Attachment 2	Ron Lumbra	10:17-10:27
5.	President's report		Suresh Garimella	10:27-10:37
6.	UVM branding and positioning update	Attachment 3	Joel Seligman	10:37-10:57
7.	Housing and construction project updates		Dave Blatchly Jeff Schulman	10:57-11:17
	<b>Motion to enter into executive session***</b>			

8.	On-going housing discussions	Contracts	Richard Cate Erica Caloiero	11:17-11:57
	<b>Recess</b>			12:00 p.m.
	<b>Reconvene</b>			2:15 p.m.
9.	Governance leaders reports <ul style="list-style-type: none"> <li>• Faculty Senate</li> <li>• Staff Council</li> <li>• Graduate Student Senate</li> <li>• Student Government Association</li> <li>• Alumni Association</li> <li>• UVM Foundation</li> </ul>		Tom Borchert Monika Donlevy Ijaz Ul Haq Mahder Teferra Cathy Tremblay Monica Delisa	2:15-2:25 2:25-2:35 2:35-2:45 2:45-2:55 2:55-3:05 3:05-3:15
10.	Resolution approving revisions to the University Manual	Attachment 2; Appendices A & B	Patrica Prelock	3:15-3:30
11.	Resolution Regarding Delegation and Retention of Board Authority discussion	Attachment 4	Frank Cioffi Don McCree Richard Cate Trent Klingerman	3:30-3:45
12.	College of Education & Social Services presentation		Katharine Shepherd	3:45-3:55
13.	Other business		Ron Lumbra	3:55-4:00
	<b>Adjourn</b>			<b>4:00 p.m.</b>

\*Times are approximate.

\*\*The Chair will entertain a motion to enter into executive session for the purpose of discussing the security or emergency response measures and the evaluation of a public officer. No action is anticipated following.

\*\*\* The Chair will entertain a motion to enter into executive session for the purpose of discussing contracts. No action is anticipated following.

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

A meeting of the Committee of the Whole of the University of Vermont and State Agricultural College Board of Trustees was held on Friday, February 9, 2024, at 11:15 a.m., in the Silver Maple Ballroom (401) at the Dudley H. Davis Center.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart<sup>1</sup>, Secretary Catherine Toll, Otto Berkes, Susan Brengle, Robert Brennan, Katelynn Briere, Frank Cioffi<sup>2</sup>, John Dineen<sup>3</sup>, Carolyn Dwyer, President Suresh Garimella, Jodi Goldstein, Kenny Nguyen, Donald McCree<sup>3</sup>, Ed Pagano<sup>3</sup>, Kristina Pisanelli, Lucy Rogers, Shap Smith, Tristan Toleno<sup>3</sup>, and Samuel Young

MEMBERS ABSENT: Kevin Christie, Stephanie Jerome, Carol Ode, Monique Priestley, and Governor Phil Scott

ALSO PARTICIPATING: Associate Director, Planning Design & Construction David Blatchley and Associate Director of Planning Lisa Kingsbury

<sup>1</sup>Joined the meeting at 11:45 a.m.

<sup>2</sup>Joined the meeting at 11:34 a.m.

<sup>3</sup>Joined by phone

Chair Ron Lumbra called the meeting to order at 11:18 a.m.

### **Approval of minutes**

Chair Lumbra presented the October 20-21, 2023, meeting minutes for approval. A motion was made, seconded and voted to approve the minutes as presented.

**Chair's report** (see full report appended to minutes, beginning on page 6)

### **President's report**

President Suresh Garimella began his report by acknowledging the accomplishments of UVM's athletic teams including the men's and women's basketball teams, the men's and women's hockey teams, ski team and track and field.

President Garimella introduced the following senior leaders who have recently joined UVM:

- Peter Newman, currently department head for Recreation, Park and Tourism Management at Penn State and a leading scholar in park and protected area management, joins the university this summer as the next Dean of the Rubenstein School for the Environment and Natural Resources. Dr. Newman is an alum having earned his Ph.D. at UVM.
- Bettyjo Bouchey will officially begin on Monday as the university's Chief Professional and Continuing Education Officer. She joins UVM from National Louis University in Chicago and has significant experience and innovative ways of thinking about a critical and growing part of the university's educational mission and service to Vermont in workforce development.

President Garimella reported that this week's Janus Forum welcomed two policy experts who debated the role of social media in American culture and politics and the question of the necessity of government regulation of social media. The Janus Forum is now organized as part of the Presidential Lecture Series which also includes the Aiken, Burack, and Zeltzerman lectures. The theme for this year focuses on social media. The President added that the Janis Forum and lecture series generally is intended to model civil discourse and create a sustained conversation on campus that crosses disciplines.

The President reported that he was in Montpelier last week testifying before several committees about the university's commitment to Vermonters and to research and service and acknowledged the consistent positive relationship with the state.

President Garimella concluded his report by recognizing the passing of the inaugural UVM Foundation Board Chair and Emeriti Trustee of the UVM Board of Trustees Eugene Kalkin whom he acknowledged as one of UVM's greatest champions, working tirelessly for the university and many of its important parts like the Grossman School of Business, the Humanities programs and many others.

### **Housing and construction projects update**

Associate Director, Planning Design & Construction David Blatchley and Associate Director of Planning Lisa Kingsbury updated the trustees on two housing projects currently underway: Catamount Run and Catamount Woods.

Associate Director Blatchley reported that since the October 2023 update, the Catamount Run construction team had completed the roof trusses, roof and windows of both buildings B1 and B2. He reported that the schedule is on track for

first phase occupancy in summer 2024 and the second phase to be occupied in summer 2025. This project is designed for UVM graduate students, faculty and staff.

Associate Director Kingsbury reported that design and permitting of Catamount Woods is underway. The initial sketch plan review application has been submitted to the City of South Burlington and the first hearing with the Development Review Board was held last week and the project was well-received. The project will also require Act 250 review which will begin in the summer and take approximately three months. Associate Director Kingsbury reported that meetings are taking place with student groups including the Disabled Student Union, Resident Advisors Advisory Board, and the Student Government. The intent of these meetings is to help inform the next phase of design. The project is designed to serve undergraduate students and is expected to open in summer 2026.

At 12:08 p.m., Chair Lumbra called for a recess.

The meeting reconvened at 2:20 p.m.

MEMBERS PRESENT: Chair Ron Lumbra, Vice Chair Cynthia Barnhart, Secretary Catherine Toll, Otto Berkes, Susan Brengle, Robert Brennan, Katelynn Briere, Frank Cioffi, John Dineen<sup>1</sup>, Carolyn Dwyer, President Suresh Garimella, Jodi Goldstein, Stephanie Jerome, Kenny Nguyen, Donald McCree<sup>2</sup>, Carol Ode, Ed Pagano<sup>3</sup>, Kristina Pisanelli, Lucy Rogers, Shap Smith, Tristan Toleno<sup>2</sup>, and Samuel Young

MEMBERS ABSENT: Kevin Christie, Monique Priestley, and Governor Phil Scott

ALSO PARTICIPATING: Senior Vice President Patricia Prelock, Vice President for Finance and Administration Richard Cate, Vice President for Legal Affairs & General Council Trent Klingerman, Vice President for Research and Economic Development, Kirk Dombrowski, Chief of Staff to the President Jonathan D'Amore<sup>4</sup>, and Chief Human Resources Officer Chris Lehman

<sup>1</sup> Joined by phone at 3:04 p.m.

<sup>2</sup> Joined by phone

<sup>3</sup> Joined by phone at 2:30 p.m.

<sup>4</sup> Departed the meeting at 2:51 p.m.

### **Academic presentation – Tech Hub and Economic Development update**

Beginning with showing a short video, Vice President for Research and Economic Development Kirk Dombrowski reported on the Vermont Gallium Nitride (V-GaN) Tech Hub and its importance to the university's research enterprise. Vice President

Dombrowski explained that the V-GaN Tech Hub is a consortium led by UVM with Global Foundries and the State of Vermont that was designated as one of 31 Tech Hubs by the U.S. Department of Commerce's Economic Development Administration in the fall of 2023.

Through the V-GaN Tech Hub, UVM will work to bring more federal funding to semiconductor research, technology advancement, and economic development in Vermont. Vice President Dombrowski added that the Tech Hub will create high-compensation jobs that provide incentives for tech workers and young people to come and stay in Vermont and will enable unique opportunities to advance technology in both green energy and national security.

Vice President Dombrowski concluded his presentation by outlining other initiatives connecting UVM's growing research enterprise with key partners for economic development, including the university's work exploring the creation of an "incubator" for bio-tech research and development that would serve an important role supporting innovation in medical, environmental, and agricultural technologies in the state.

### **Executive Session**

At 2:51 p.m., Chair Lumbra entertained a motion to enter into executive session for the purpose of discussing labor relations agreements. He noted the session would last for approximately 60 minutes with potential for action following. Everyone was excused from the meeting with the exception of Trustees, Provost Patty Prelock, Vice Presidents Trent Klingerman and Richard Cate, and Chief Human Resources Officer Chris Lehman.

The meeting re-opened to the public at 4:00 p.m.

### **Other business**

Chair Lumbra presented the following resolution for approval:

#### **Resolution authorizing negotiations of collective bargaining agreements with United Academics Full-Time Faculty and with UVM Staff United**

BE IT RESOLVED, that the Board of Trustees authorizes the administration to proceed with collective bargaining agreement negotiations with United Academics Full-Time Faculty and UVM Staff United on the material terms reported on this date.

A motion was made, seconded and it was unanimously voted to approve the resolution.

There being no further business, the meeting adjourned at 4:02 p.m.

Respectfully submitted,

Ron Lumbra, Chair

DRAFT

**Ron E. Lumbr**  
**UVM Board of Trustees Chair's Report**  
**February 9, 2024**

Good morning and welcome to everyone. We have a number of important topics on our agenda to cover including an update on housing and construction projects, an academic presentation on Tech Hub and economic development, and a preview of our fiscal year 2025 budget assumptions that will lead to general fund budget approval at the spring meeting and subsequent approval of tuition and fees at the fall meeting. We will receive an update on a 5-year interim report submitted to the university's regional accreditor, the New England Commission of Higher Education, and a presentation on the refreshed Academic Success Goals. We are eager to hear from the Vice President for Research and Economic Development about the ways UVM is partnering with businesses and government entities to drive research development and elevate the social and economic impact of our research efforts.

I would like to thank all of our governance leaders for the written informational reports and our senior leaders for their assigned Enterprise Risk Management updates included in the report section of the meeting materials. Additional reports included in this section intended for review by all trustees include the Provost's report which includes updates on a variety of timely campus issues and the Vice President for Finance & Administration's report which includes an annual update on the Green Revolving Loan Fund and building project updates.

Since our last meeting in October, the ad hoc Presidential Comprehensive Review Committee met with our independent external consultant Dr. Carol Cartwright, who is assisting us with this important work. The objectives of this process include examining progress toward goals mutually set by the Board and the President. Dr. Cartwright has been on campus this week conducting interviews and focus groups with Trustees, governance group leaders, and constituents and stakeholders with direct and substantial knowledge of and experience with President Garamella and UVM. Dr. Cartwright's contact information was provided to the campus community in a memo distributed on December 5, 2023 so that community members may share their perspectives. A report from Dr. Cartwright will be provided to the ad hoc Committee in the spring and the process is anticipated to conclude at the May 2024 Board meeting after which the UVM community will be informed of the outcome of the process. Taking advantage of Dr. Cartwright's presence on campus this week, we will meet with her in executive session on Saturday to receive an interim status report presented to the full board.



I speak for the Board when I say how proud we are of the many accomplishments of students, faculty, and staff at UVM. Whether through presentations before this body, reading about exciting developments like the efforts of our Community News Service to connect student journalists to news outlets as reporters covering essential local stories, or hearing about individual successes of students in the Leahy Honors College like senior Sierra Sabec's Simon Family Fellowship or her classmate Elisabeth Roadcap, who spoke to us in May about the Honors College, who was just received a prestigious Sloan Fellowship to earn her Master's of Public Health at Cornell. It's a treat for the board to celebrate these accomplishments at UVM, and we always look forward to hearing about more.

This is the time of year when we have annual transition in membership on the Board of Trustees. This year Rob Brennan, Otto Berkes, Jodi Goldstein, and Kenny Nguyen are concluding their terms of service at the end of February. The UVM Board will elect Rob and Otto's successors at their meeting, and Jodi will be re-elected for a second six-year term. We will also welcome our newly appointed student trustee, Jenn Ha. Although, Rob, Otto, and Kenny will be formally honored tomorrow, I would like to recognize them in my remarks as we open this meeting and thank them for their dedication, loyalty, commitment, and the positive impact they've had on the Board of Trustees and the institution broadly. Thank you, Rob, Otto, Jodi, and Kenny for all you have done for UVM.

In conclusion, I need not remind anyone in this room of the intense pressures being felt in academia at the present time. With challenges ranging from concerns around the high cost and associated value proposition of higher education, challenges to diversity, equity and inclusion, concerns with social justice, a desire for more civil discourse on campus, and the health, safety, security, and well-being of our students and our community we are confronting internal and external pressures that must be faced head-on. In many cases approaches will not only require but demand balanced, comprehensive, and inclusive solutions. I can assure you the Board of Trustees is fully supportive of the administration's efforts to achieve that balance and address the challenges facing our institution.

I'm proud of the work that's been done by the administration and by those in our campus community who have taken positive actions and brought constructive suggestions to how to overcome these challenges. We will ultimately solve these challenges together by helping to achieve outcomes that are consistent with our mission, with a commitment to our students, families, and campus community, and with our common values as a NorthStar guiding our direction.

That concludes my remarks.

**COMMITTEE OF THE WHOLE**

**May 17, 2024**

**Resolution Disbanding the *ad hoc* Presidential Comprehensive Review Committee**

WHEREAS, in October 2023, the Board of Trustees approved appointments to an *ad hoc* Presidential Comprehensive Review Committee to coordinate the review of the first five-year period of President Suresh Garimella's presidency; and

WHEREAS, the *ad hoc* Committee was assisted by Dr. Carol Cartwright, an experienced consultant affiliated with the Association of Governing Boards, and the process has concluded;

THEREFORE, BE IT RESOLVED, that the Board of Trustees hereby disbands the *ad hoc* Presidential Comprehensive Review Committee, with thanks to its members for their service, including: Chair Ron Lumbra, Cynthia Barnhart, Katelynn Giroux, Jodi Goldstein, Kristina Pisanelli, and Catherine Toll.

**Resolution Adopting Revisions to the University and University Officers' Manual**

WHEREAS, Section 020 of the University and University Officers' Manual ("University Manual") calls for the Provost and Senior Vice President to periodically review the status of the University Manual; and

WHEREAS, a comprehensive review of the University Manual has not been undertaken since its adoption in 2008; and

WHEREAS, the University Manual was reviewed during the 2023-24 academic year in consultation with the Executive Council of the Faculty Senate and by persons or bodies having jurisdiction over particular matters in the University Manual; and

WHEREAS, the comprehensive review revealed necessary revisions throughout the Manual including (1) minor updates to basic information that has changed over time, (2) the need for the addition of weblinks to provide the most current information, and (3) material changes involving the introduction of new information or substantial changes to existing information; and

WHEREAS, the material changes to the University Manual are summarized in Appendix A;

BE IT RESOLVED, that the Board of Trustees hereby authorizes the revisions to the University Manual as reflected in Appendix B to this document.



TO: Suresh Garimella, President

FROM: Patricia A. Prelock, Provost and Senior Vice President

DATE: May 2, 2024

SUBJECT: University Manual Revisions

In 2008, the University of Vermont Board of Trustees approved the retirement of the Officers' Handbook and the establishment of the University and University Officers' Manual ("University Manual"). Section 020 of the University Manual calls on the Provost and Senior Vice President to "...periodically review the status of the University Manual and consult with the Executive Council of the Faculty Senate to ensure that proposed revisions to the University Manual are undertaken by persons or bodies having jurisdiction over such matters under governance requirements."

During the 2023-24 academic year, a working group<sup>1</sup> conducted a comprehensive review of the University Manual. The review process included consultation with (1) subject matter experts for each Manual section, (2) the deans regarding proposed revisions with material academic unit impact, and (3) the Faculty Senate Executive Council which was provided with all proposed line edits. On behalf of the Executive Council, Faculty Senate President Thomas Borchert attended several committee meetings to share valuable feedback that helped refine edits in a number of cases.

The Manual edits can be characterized as follows:

- Minor – updates to titles, office names, other basic information that has changed over time, and modest clarifications and simplifications
- Website Links – to provide the most current and accurate information, a link to a more definitive source was substituted for Manual text in some places; this occurred most often where institutional policies that are housed, updated, and archived on the University Policy website were cited
- Material – the introduction of new information or substantial changes to existing information

Additionally, some changes required adjustments to section numbers.

The purpose of this memo is to provide a summary of proposed material changes to the University Manual.

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<sup>1</sup> Working Group membership: Kerry Castano, Provost's Chief of Staff; Richard Cate, Vice President for Finance; Jonathan D'Amore, President's Chief of Staff; Jennifer Dickinson, Vice Provost for Academic Affairs and Student Success; Trent Klingerman, Vice President for Legal Affairs and General Counsel; Jane Okech, Vice Provost for Academic Affairs and Student Success; Patty Prelock, Provost and Senior Vice President.

## Material Changes:

### Section 020 (Revised Manual Section 020) – Adoption and Revision

Defined the intervals at which the University Manual shall be reviewed; a table (Attachment 1) was created to identify the “...persons or bodies having jurisdiction over each section of the University Manual.”

### Section 101 (Revised Manual Section 101) – Vision, Mission, and Strategic Goals

Strategic goals dating back to 2008 were replaced with President Garimella’s strategic vision, Amplifying our Impact.

### Section 202.1 - 202.6.3.2 (New Sections 202 – 206)

Introduced additional section numbers to increase clarity.

### Sections 202.5.1, 203.2.2, 203.3.2 (Revised Manual Sections 205.1, 207.1.2, 207.2.2, 207.3.2)

#### Constitution and Bylaws

Clarified that revisions to governance group and advisory body<sup>2</sup> constitutions and bylaws require approval by the Board of Trustees.

### 202.6.3.1.d (Revised Manual Section 206.3.1.d) – Sponsored Research

Furthered the discussion of the conditions under which research involving proprietary or classified data/results may be undertaken.

### 203.1 – University Council

Deleted this section; the University Council no longer exists.

### 203.4 - Alumni Council

Deleted this section; the Alumni Council is now an advisory body of the University of Vermont Foundation.

### New Section 207.2 – Graduate Student Senate

Added the Graduate Student Senate to the Advisory Body section of the University Manual.

### 204.3.2 (Revised Manual Section 208.3.2) – School

Established the distinction between a freestanding school (e.g., the Rubenstein School) and a school that is established within a college (e.g., the School of the Arts); clarified that schools may not establish departments.

### 204.4 (Revised Manual Section 208.4) – Academic Programs

Clarified that the term Academic Programs as used in the Manual refers to an organizational unit; not a curriculum, major, concentration, or other academic credential; clarified that primary faculty appointments are granted only in Academic Programs within a Department or School, not those Academic Programs reporting directly to a Dean.

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<sup>2</sup> Faculty Senate, Staff Council, Student Government Association, Graduate Student Senate

#### 204.4.2 – Certificate Programs

Eliminated this section which was not relevant to Section 204: Academic Unit Structure.

#### 204.5 (Revised Manual Section 208.5) – Academic Centers and Institutes

Defined academic centers and institutes; defined the characteristics and governance processes for university-wide academic centers and institutes; defined the characteristics and governance processes for college/school-level academic centers and institutes.

#### 204.7.1 (Revised Manual Section 208.7.1) – UVM Extension Description

Replaced UVM Extension’s generic definition as an “enrollment unit” with the clarification that Extension does not offer undergraduate or graduate degree programs, majors, minors or for-credit certificates, and does not independently offer credit-bearing courses.

#### 204.8.1 (Revised Manual Section 208.8.1) Graduate College Description

Replaced the Graduate College’s generic definition as an “enrollment unit” with the clarification that the Graduate College offers credit-bearing graduate instruction and graduate certificate and degree programs in cooperation with colleges/schools and as the host unit for cross-college graduate degree programs and certificates.

#### 204.9.1 (Revised Manual Section 208.9.1) Larner College of Medicine Description (LCOM)

Replaced LCOM’s generic definition as an “enrollment unit” with the clarification that the Larner College of Medicine offers medical, graduate, and undergraduate credit-bearing instruction as well as undergraduate minors and for-credit certificates, and graduate programs and for-credit certificates in addition to the medical doctor program.

#### 204.10.1 (Revised Manual Section 208.10.1) Professional and Continuing Education Description (PACE)

Replaced PACE’s generic definition as an “enrollment unit” with the clarification that PACE has responsibility for the coordination and administration of non-credit courses and certificates and for credit-bearing courses, certificates, and degree programs in consultation and cooperation with the Deans of the academic units.

#### 204.11.1 (Revised Manual Section 208.11.1) Department of Military Studies – Description

Modified the Military Studies definition to allow for the offering of the credit-bearing curriculum in military studies, and military studies-related degree programs or credentials only in cooperation with a college/school.

#### 204.12.1 (Revised Manual Section 208.12.1) University Libraries Description

Updated the description and clarified that the libraries do not offer credit-bearing instruction or offer degree programs or credentials.

#### 204.13 (Revised Manual Section 208.13.1) Fleming Museum Description and Director

Updated the description and clarified that the Fleming does not offer credit-bearing instruction or offer degree programs or credentials; revised the reporting line of the Museum Director to the Director of the School of the Arts in the College of Arts and Sciences.

#### 301.3 (Revised Manual Section 301.3) Authority and Responsibilities of Deans

Clarified that the Dean determines the overall organizational structure of a college or school following the application of appropriate governance protocols in the college/school and Faculty Senate.

#### 301.4.3 (Revised Manual Section 301.4.3) and 303.1.6 (New Section 303.1.6.c) Periodic Comprehensive Review of Deans and Chairs

Removed the provision that the Executive Council of the Faculty Senate shall monitor the Dean and Chair review process every three years (this has not occurred).

#### 301.5 Termination of Decanal Appointments

This section has been eliminated. Its contents are now included in new Section 204 and are consistent with the Board of Trustees amendments approved June 29, 2020.

#### 302.2 (Revised Manual Section 302.2) College and School Self-Governance

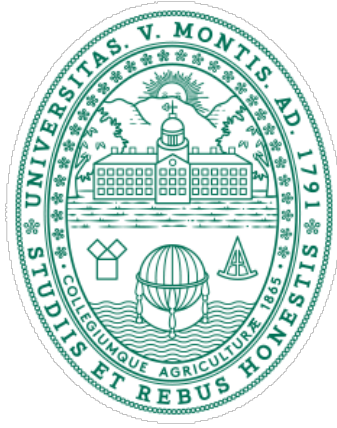
Modified the interval and process for the review of College, School, Libraries or Extension bylaws.

#### New Sections 304, 305, 306, 307, 308

New sections created to define new and/or absent organizational units or leadership roles including School Directors, Academic Program Directors, Center and Institute Directors, Associate Deans, and Academic Vice Provosts.

#### 400 – University Officers; Vice Presidents and Other Officers of Administration

Section 400 has been eliminated. The information on Senior Administrators has been incorporated into Section 204 of the Manual.



# **UNIVERSITY AND UNIVERSITY OFFICERS' MANUAL**

Office of the Provost and Senior Vice President  
University of Vermont

Updated May 2, 2024



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## PREFACE

### UNIVERSITY IDENTITY

#### University Name and Status

The official name of the institution is The University of Vermont and State Agricultural College. The Latin name, *Universitas Viridis Montis*, is the source of the popular abbreviation “UVM.” Pursuant to Charter amendments adopted by the state legislature in 1955, the University of Vermont and State Agricultural College (“University”) is a body corporate that shall be “recognized and utilized as an instrumentality of the state for providing public higher education.” The University is also a tax-exempt organization under section 501(c)(3) of the Internal Revenue Code and a nonprofit corporation incorporated and registered to do business in the State of Vermont.

#### University Motto

The motto of the University, “*Studiis et Rebus Honestis*,” selected before the University’s first graduation in 1804, comes from the *Epistles* (I.ii.36) of Horace and may be freely translated as “Integrity in Theoretical and Practical Pursuits.”

#### University Seal

The University first adopted an official seal in 1807. The seal depicts the sun rising over the Green Mountains with the original “college edifice” (now the remodeled Old Mill) in the upper foreground, and a diagram of the Pythagorean Theorem, a quadrant, and a globe in the lower foreground. The outer ring of the oval includes the motto “*Universitas V. Montis. A.D. 1791.*” “*Collegiumque Agriculturae*” in an inner ring notes the establishment of the College of Agriculture in 1865. From 1891 until 1975, the original seal was replaced with a round seal developed to include the College of Agriculture. In 1975, the University Board of Trustees approved a return to the original oval seal, modified to include the College of Agriculture representation within the inner ring of the oval.

#### University Colors

The colors of the University are green and gold.

#### University Mascot

The mascot of the University is the Catamount.

#### University Mace

The mace is the symbol of the authority of the Board of Trustees as vested in the President. It resides in the Office of the President and is carried by the Faculty Senate President, who serves *ex officio* as the University Marshal, at the head of official academic processions.

#### University Registered Marks

Registered trademarks identifying the University and its programs, services, and activities are the property of the University, protected under state and federal trademark law. For information

regarding marks registered to the University and use of University trademarks, see the University [Board of Trustees' Policy Manual](#) and the University [Trademarks Policy](#).

## **PART 000 UNIVERSITY MANUAL**

### **010 Description**

The University and University Officers' Manual ("University Manual") compiles certain policies regarding the governance, structure, and administration of the institution. Additional institutional policies appear on the University policies [webpage](#) and in catalog statements; college, school and departmental policies, standards, and guidelines; employee handbooks; collective bargaining agreements applicable to represented faculty, staff and graduate students (upon ratification). Questions regarding interpretation and implementation of the University Manual may be directed to the Office of the Provost and Senior Vice President, 85 South Prospect Street, 304 Waterman Building, Burlington, VT 05405-0160, (802) 656-4400, [Provost.Office@uvm.edu](mailto:Provost.Office@uvm.edu).

### **020 Adoption and Revision**

The University Manual shall be maintained by the Office of the Provost and Senior Vice President. Its provisions may be revised by persons or bodies having jurisdiction over such matters under governance requirements in accordance with the governance principles and protocols set forth in the [University Charter](#), the [University Bylaws](#), the [resolutions of the Board of Trustees](#), and the [Faculty Senate Constitution and Bylaws](#). For the sake of clarity, this chart [\(add link\)](#) reflects the "persons or bodies having jurisdiction over each section of the University Manual.

The Office of the Provost shall review the University Manual annually to ensure its proper functioning and accurate collection of the policies it aggregates. In addition, the Office of the Provost shall convene a comprehensive review of the University Manual every five years in consultation with the Executive Council of the Faculty Senate to ensure that the University Manual reflects best practices and current university governance principles and protocols.

### **030 Conformance**

#### **030.1 Applicable Law**

The University Manual shall be interpreted and applied in a manner consistent with federal and state law including, without limitation, state labor relations law.

### **030.2 Rule of Precedence**

Except as otherwise stated in the University Manual or as required by law, the following descending order of precedence shall apply in the event of conflicts between policies, standards, procedures, or guidelines: University Charter; University Bylaws; Board of Trustees' resolutions; University policies, including the provisions of this Manual and legislation of the Faculty Senate; college or school policies; departmental policies. In addition, University faculty and staff may be subject to the provisions of handbooks or collective bargaining agreements, and the provisions of such agreements shall prevail in the event of a conflict with provisions of the University Manual.

## **PART 100 UNIVERSITY COMMUNITY**

Note: The following University community statements are non-exclusive. See section 010 for a listing of other institutional policy statements.

### **101 Vision, Mission, and Strategic Goals**

The University of Vermont's vision and mission were approved by the Faculty Senate on May 15, 2008, and the Board of Trustees on September 5, 2008.

**Vision:** To be among the nation's premier research universities with a comprehensive commitment to a liberal arts education, environment, health, and public service.

**Mission:** To create, evaluate, share, and apply knowledge and to prepare students to be accountable leaders who will bring to their work dedication to the global community, a grasp of complexity, effective problem-solving and communication skills, and an enduring commitment to learning and ethical conduct.

[Amplifying Our Impact](#), President Garimella's strategic vision for the University of Vermont, was approved by the Board of Trustees on May 15, 2020.

### **102 Our Common Ground**

The University of Vermont is an educationally purposeful community seeking to prepare students to live in a diverse and changing world.

We who work, live, study, teach, do research, conduct business, or participate in the University of Vermont are members of this community. As members, we believe in the transforming power of education and agree to help create and foster an environment where we can discover and reach our true potential.



We aspire to be a community that values:

**RESPECT.** We respect each other. We listen to each other, encourage each other and care about each other. We are strengthened by our diverse perspectives.

**INTEGRITY.** We value fairness, straightforward conduct, adherence to the facts, and sincerity. We acknowledge when things have not turned out the way we had hoped. As stewards of the University of Vermont, we are honest and ethical in all responsibilities entrusted to us.

**INNOVATION.** We want to be at the forefront of change and believe that the best way to lead is to learn from our successes and mistakes and continue to grow. We are forward-looking and break new ground in addressing important community and societal needs.

**OPENNESS.** We encourage the open exchange of information and ideas from all quarters of the community. We believe that through collaboration and participation, each of us has an important role in determining the direction and well-being of our community.

**JUSTICE.** As a just community, we unite against all forms of injustice, including, but not limited to, racism. We reject bigotry, oppression, degradation, and harassment, and we challenge injustice toward any member of our community.

**RESPONSIBILITY.** We are personally and collectively responsible for our words and deeds. We stand together to uphold our common ground.

## **103 Academic Freedom**

The Faculty Senate first adopted the University's statement on academic freedom on September 23, 1954, and it was approved by the Board of Trustees on October 16, 1954. The statement was revised and adopted by the Faculty Senate on November 20, 2008, and approved by the Board of Trustees on February 7, 2009. This statement was adopted by the Faculty Senate on May 18, 2023, and approved by the Board of Trustees on May 20, 2023.

### **Academic Freedom and Responsibility**

We, the faculty of The University of Vermont and State Agricultural College, in the spirit and tradition of free universities throughout the world, are agreed upon the following statement of principles on academic freedom and responsibility. We believe that incorporation of these principles into the organization of The University of Vermont and State Agricultural College will re-emphasize the importance of academic freedom to the basic health of the University, and also serve as a statement of policy on the rights and responsibilities of faculty members at this institution. It has been our intent to state these principles in terms broad enough so that they may be valid not only in these critical times when academic freedom and personal liberty are in jeopardy both at home and abroad, but also in the future insofar as the future can be foreseen.

### **The Necessity of Academic Freedom in Higher Education**

The main purpose of a university has always been, must always be, to stimulate the thinking and

the creative powers of its students and its faculty. As an institution it deals in ideas, not only old and accepted ones but new ones that may be full of explosive power. If they are explosive, they are bound to be disconcerting, even painful, to some on the campus and to many beyond its borders.

Inevitably they will be called dangerous by the timid and short-sighted, but to those who really believe in the fruitfulness of human thought, the real danger would appear only if the flow of such ideas should cease. For then indeed sterility would have taken over our campus. Our faculty would no longer deserve the name of intellectuals and our students, regardless of degrees attained, could no longer claim to be educated. They would leave our campus accustomed only to the commonplace, satisfied with the mediocre, ignorant or afraid of ideas which catch fire.

Academic freedom is therefore not solely a right or privilege of the faculty but is the fulfillment of the obligation on the part of the university to provide an atmosphere in which intellectual growth may take place.

### **Academic Freedom and Special Responsibilities of Faculty Members**

We subscribe to the 1940 Statement of Principles on Academic Freedom and the 1970 Interpretive Comments of the American Association of University Professors which provides:

- a. Faculty are entitled to full freedom in research and in the publication of the results, subject to the adequate performance of their other academic duties; but research for pecuniary return should be based upon an understanding with the authorities of the university.
- b. Faculty are entitled to freedom in the classroom in discussing their subject, but they should be careful not to introduce into their teaching controversial matter which has no relation to their subject. The intent of this statement is not to discourage what is "controversial." Controversy is at the heart of the free academic inquiry which the entire statement is designed to foster.
- c. Faculty are citizens, members of a learned profession, and officers of the University. When they speak or write as citizens, they should be free from institutional censorship or discipline, but their special position in the community imposes special obligations. As scholars and educational officers, they should remember that the public may judge their profession and their institution by their utterances. Hence, they should at all times be accurate, should exercise appropriate restraint, should show respect for the opinions of others, and should make every effort to indicate that they are not speaking for the University.

We also subscribe to the 2014 report of the American Association of University Professors on Academic Freedom and Electronic Communication which provides:

- a. Academic freedom, free inquiry, and freedom of expression within the academic community may be limited to no greater extent in electronic format than they are in print, save for the most unusual situation where the very nature of the medium itself might warrant unusual restrictions.

In addition, there are recognized qualifications which must be attained and maintained before the privilege of being a member of the academic profession can be considered a permanent one: satisfactory performance as a teacher, scholarship, and high moral standards.

### **Responsibility of the Institution to the Faculty**

The University must defend tenaciously the right of its members to think and express their thoughts freely and to make those choices within the law guaranteed to every citizen. This includes the right of dissent since any democratic institution ceases to merit the name democratic when this fundamental right is denied. Never is this duty more imperative than in those times when the public opinion of the community would restrain or curtail the free play of ideas. The universities, whose roots extend back into the centuries, have a tradition and duty to maintain an independence of judgment in the face of public opinion.

### **Academic Freedom and Tenure**

Tenure is an indispensable pre-condition for academic freedom. It is, in fact, a guarantee that the institution subscribes to the principle of academic freedom, and that its members may not be dismissed without adequate cause. Termination of tenure should occur only in cases of *bona fide* financial exigency in the University or when it has been demonstrated that the teacher lacks professional or moral fitness or competence as a teacher.

In the interpretation and the application of these principles we shall expect the University authorities to be quick to protect its heritage of academic freedom, in doubtful cases remembering that an excess of freedom is always less dangerous than an excess of constraint.

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

The University is committed to equal employment opportunity and to a program of affirmative action in order to fulfill that commitment. The Chief Human Resources Officer is the Responsible Official for ensuring the University honors this commitment and maintains policies and procedures underlying the commitment in a manner consistent with all applicable laws and consistent with best practices. The University's Equal Employment Opportunity/Affirmative Action Policy is endorsed annually by the University's Board of Trustees. Any amendments to the policy must be approved by the President and the Board of Trustees. The current policy is available [here](#).

## **105 Equal Opportunity in Educational Programs and Activities**

The University is committed to a policy of equal educational opportunity. The Chief Human Resources Officer is the Responsible Official for ensuring the University honors this commitment and maintains policies and procedures underlying the commitment in a manner consistent with all applicable laws and consistent with best practices. The University's Equal Employment Opportunity in Educational Programs and Activities and Non-Harassment Policy is

endorsed annually by the University’s Board of Trustees. Any amendments to the policy must be approved by the President and the Board of Trustees. The current policy is available [here](#).

## **106 Conflict of Interest and Conflict of Commitment Policy**

University faculty, staff, and administrators (“employees”) are employed by the institution in service to its mission. To this end, employees must avoid ethical, legal, and financial conflicts of interest and conflicts of commitment that may compromise their performance effectiveness in carrying out their University responsibilities.

The President is the Responsible Official for ensuring faculty and covered staff comply with their primary commitments to the University and, with the assistance of the Office of Compliance and Privacy and the Office of the General Counsel, maintains the University’s Conflict of Interest and Conflict of Commitment Policy. Any amendments to the policy must be approved by the President. The current policy is available [here](#).

## **PART 200 UNIVERSITY ORGANIZATION, GOVERNANCE, ADVISORY BODIES, AND STRUCTURE**

### **201 Organization**

The current University organizational chart may be found [here](#).

### **202-206 Governance**

#### **202 Board of Trustees**

##### **202.1 Authority of the Board of Trustees**

Under the 1955 amendments to the Charter of the University, its Board of Trustees is vested with authority over the “entire management and control” of the institution’s “property and affairs, and in all things relating thereto.” Reservations and delegations of Board of Trustees authority appear in the University Bylaws, Board of Trustees’ resolutions, and the Faculty Senate Constitution and Bylaws.

##### **202.2 Composition of the Board of Trustees**

The membership of the Board of Trustees is comprised of:

- a. The Governor. The Governor of the State (*ex officio*).
- b. The President. The President of the University (*ex officio*).

- c. The UVM Board. Nine Members elected by the Board of Trustees for the institution founded in 1791 (known as The University of Vermont), with three such Trustees elected each biennium in the even years, these nine Trustees also comprising the Board of Trustees of The University of Vermont.
- d. The Agricultural College Board. Nine Members elected by the General Assembly of the State of Vermont, with three such Trustees being elected each biennium in the odd years, these nine Trustees also comprising the Board of Trustees of the Vermont Agricultural College.
- e. The Gubernatorial Appointees. Three Members appointed by the Governor with the consent of the Senate of the General Assembly of the State of Vermont, one such Trustee being appointed each biennium in the odd years.
- f. The Student Members. Two Members appointed by the Associated Directors for the Appointment of the University of Vermont and State Agricultural College Student Trustees, Inc.

## **203 Appointment of University Officers**

The Board of Trustees has the authority to appoint Officers of the University pursuant to the University Bylaws, including the President, Provost, Treasurer and such other officers as the Board of Trustees may determine.

### **203.1 President**

#### **203.1.1 Appointment and Accountability**

The President is appointed by, and accountable to, the Board of Trustees, as further specified in the University Bylaws.

#### **203.1.2 Authority and Responsibilities**

The authority and responsibilities of the President are specified in the University Bylaws and generally include:

- a. Establishing and overseeing the accomplishment of the basic academic, operational, and developmental objectives of the institution, including planning processes necessary to formulate and execute such objectives, consistent with the strategic direction set by the Board of Trustees;
- b. Adopting general University policies, subject to the rights vested in the Faculty Senate as stated in its Constitution and Bylaws;
- c. Approving and presenting for approval by the Board of Trustees the University annual budget, including state appropriations requests;

- d. Submitting appropriations requests to the Governor and the Legislature of the State of Vermont, and making such reports on institutional operations as may properly be required or requested by the State;
- e. Representing the University in the community and the State; before the Vermont Congressional delegation; among government officials and agencies; and before other educational institutions, professional organizations, alumni, parents, friends, and donors;
- f. Serving as a formal medium of communication between the Board of Trustees and the University faculty, students, and staff;
- g. Deciding jurisdictional questions arising among bodies or programs within the University;
- h. Except as specifically reserved to the Board of Trustees, the President may delegate authority to a Provost and Senior Vice President and may appoint and delegate authority to Vice Presidents and Chief Officers (“Senior Administrators”) as necessary to efficiently and effectively conduct the administrative and academic affairs of the University; and
- i. The President may award the “*emeriti*” honorific to the Provost or to Senior Administrators consistent with the terms and conditions of the [University policy on emeriti status](#).

### **203.1.3 Search Committee for the President**

After an incumbent President announces his or her impending resignation or retirement, or when the office is vacated without prior notice, the Board of Trustees shall promptly establish and appoint a presidential search committee advisory to the Board of Trustees. The committee shall consist of trustees, faculty, students, staff, and such other persons as the Board of the Trustees chooses to appoint. There shall be no fewer than two students on the committee, chosen by the Board Chair following consultation with the Provost from a list proposed by the Student Government Association. There shall be no fewer than four faculty members. The procedure for selecting the faculty appointees begins with the election of a panel, on a representative basis, the faculty of each college or school to elect at least one panel member. A college or school with a faculty numbering over 100 shall elect an additional panel member for each hundred faculty members in excess of 100. The panel shall elect those of its members who are to serve on the search committee, and the other panel members will participate in on-campus interviews with candidates. The student and faculty appointees shall be designated in accordance with the timetable the Board Chair establishes. The Board Chair, or his/her designee, will charge the search committee and oversee the recruitment process. The Board of Trustees shall select and appoint a President following consideration of the recommendations of the search committee.

## **203.2 Provost**

### **203.2.1 Appointment and Accountability**

The Provost is initially appointed and thereafter elected annually by the Board of Trustees

upon recommendation of the President. The Provost serves under the direction of the President, who will appoint the Provost as the Senior Vice President of the University. The Provost shall be subject to annual performance review conducted by the President and the periodic performance review processes applicable to senior administrative officers.

### **203.2.2 Authority and Responsibilities**

The Provost serves as the Chief Academic Officer of the University. The Provost works with the Deans of the academic units in overseeing the implementation and administration of curricular and research programs and related academic and information support services, including their associated budgets; encouraging faculty in their professional development and in promoting and supporting research; and monitoring and certifying the status of students enrolled in academic programs. The Provost assists in recruiting faculty members and, through customary reappointment, promotion, and tenure processes, in effecting changes in faculty status. With the Faculty Senate, the Provost initiates academic program development, implementation, and changes consistent with institutional mission, strategic plans, and accreditation standards. Through the Dean or Director of the University Libraries, the Provost oversees the policies and operations of the Libraries. Except as specifically reserved to the Board of Trustees and subject to the oversight and approval of the President, the Provost may appoint and delegate authority to Academic Vice Provosts, Administrative Vice Provosts, and Deans (“Academic Leaders”) as necessary to efficiently and effectively conduct the administrative, student, faculty and academic affairs of the University. The Provost may award the “*emeriti*” honorific to Academic Leaders consistent with the terms and conditions of the [University policy on emeriti status](#).

### **203.2.3 Search Committee for the Provost**

After an incumbent Provost announces his or her impending resignation or retirement, or when the office is vacated without prior notice, the President shall promptly establish a provostial search committee advisory to the President. The committee shall consist of faculty and students nominated in the numbers and manner described in section 203.1.3, and such faculty, students, staff, or other persons as the President chooses to appoint. The student and faculty appointees shall be designated in accordance with the timetable the President establishes. The President, or his/her designee, will charge the search committee and oversee the recruitment process. The Provost shall be appointed by the Board of Trustees upon recommendation of the President and following consideration by the President of the recommendations of the search committee.

## **204 Senior Administrators and Academic Leaders**

Consistent with Sections 203.1.2.h and 203.2.2 of the University Manual, the President may appoint and delegate authority to Senior Administrators (Chief Officers and Vice Presidents) and the Provost & Senior Vice President may appoint and delegate authority to Academic Leaders (Academic Vice Provosts, Administrative Vice Provosts, and Deans).

### **204.1 Appointment**

The President or the Provost & Senior Vice President shall, with respect to each Senior

Administrator or Academic Leader they respectively appoint, set forth in writing the responsibilities of the Senior Administrator and Academic Leader, as well as all material terms and conditions of the appointment, including starting salary and applicable benefits policies and plans and the circumstances under which the appointment may be terminated (for example, at the discretion of the President or Provost & Senior Vice President) at the time of the initial appointment. In cases in which an Academic Leader's appointment or termination thereof is governed by Section 300 of the University Manual, the appointment letter shall make reference to that Section.

The initial appointment letter shall also identify any additional or secondary appointments and any base salary associated with a secondary appointment. A faculty member who serves as a Senior Administrator or Academic Leader shall retain any rank and tenure they have earned at the time of their administrative appointment together with all rights and privileges that attend with their rank and tenure.

Following initial appointment, Senior Administrators and Academic Leaders are subject to annual reappointment consideration.

#### **204.2 Evaluation**

The President, the Provost & Senior Vice President, or their respective designees shall conduct an annual performance review of each Senior Administrator or Academic Leader. Senior Administrators and Academic Leaders are also subject to a third-year review, and other periodic comprehensive reviews as described in Section 300 of the University Manual or the University's Policy for the [Review and Evaluation of Senior Administrators](#).

#### **204.3 Appointment Termination**

Except as provided in the University Bylaws, Senior Administrator and Academic Leader appointments terminate through resignation, non-reappointment, or termination with notice or for cause. Upon termination of a Senior Administrator or Academic Leader appointment, any accrued but unused vacation up to 270 hours will be paid within thirty days of the last day of service except in cases where the Senior Administrator or Academic Leader assumes a university appointment in which vacation accrues, in which case vacation will be carried over.

##### **204.3.1 Resignation**

Resignation must be made in writing to the official to whom the Senior Administrator or Academic Leader reports ("supervisor"). The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Senior Administrator or Academic Leader and the supervisor.

##### **204.3.2 Notice of Non-Reappointment**

A Senior Administrator or Academic Leader will be considered for re-appointment annually after the initial appointment. The supervisor may give the Senior Administrator or Academic Leader notice of non-reappointment at any time during an appointment (fiscal) year in progress relative to the following (fiscal) year. The non-reappointment may be based upon job performance or reasonably derived strategic, programmatic, administrative, or budgetary reasons. Notice of non-reappointment shall be given in writing.



### **204.3.3 Termination of Appointment with Notice**

The appointment of a Senior Administrator or Academic Leader may be terminated at any time upon two months' notice. At the discretion of the supervisor, the Senior Administrator or Academic Leader may be relieved of duties during all or part of the notice period.

The supervisor can enlarge the amount of notice, or provide severance pay, only with advance consent of the President, who in turn must confer with the Chair of the Board of Trustees, or the Board of Trustees if the supervisor is the President.

### **204.3.4 Termination for Cause**

A Senior Administrator or Academic Leader may be terminated for serious nonfeasance or malfeasance, including without limitation violations of University policy or law relevant to fitness as a Senior Administrator or Academic Leader, insubordination, falsification of records, or grossly negligent acts or omissions in the performance of duties. Any allegations of serious malfeasance or nonfeasance shall be referred to, or initiated by, the Senior Supervising Officer. For purposes of this provision, the Provost & Senior Vice President shall be the Senior Supervising Officer. If, after consideration of the nature of the charges and any preliminary supporting evidence, the Senior Supervising Officer concludes that the conduct, if proved, would constitute a basis for termination, the procedures below will apply.

- a. Notice of Charges. The Senior Supervising Officer will promptly issue the Senior Administrator or Academic Leader written notice of charges and a summary of the preliminary supporting evidence, and provide the Senior Administrator or Academic Leader with an opportunity to respond within a specified time to the charges in a meeting and in writing. If the Senior Supervising Officer determines that it would be in the best interests of the University for the Senior Administrator or Academic Leader to be placed on paid administrative leave pending the results of an investigation, in the absence of extenuating circumstances the leave will be instituted with written notice to the Senior Administrator or Academic Leader immediately following provision of the opportunity to respond to the charges.
- b. Investigation. The Senior Supervising Officer will promptly commence an investigation responsive in nature and scope to the pending charges. If an investigative procedure otherwise relevant to the charges applies (such as those relating to investigative audits or discrimination complaints), the Senior Supervising Officer will request initiation of such process and await its findings and recommendations. The investigation will be completed within twenty business days except in extenuating circumstances, in which latter case the Senior Supervising Officer will advise the Senior Administrator or Academic Leader in writing of the delay and the revised date for completion of the investigation.
- c. Notice of Decision. After the investigation is complete, the senior supervising officer will in writing convey its results to the Senior Administrator or Academic Leader, who will be given an opportunity to respond to the Senior Supervising Officer in writing within ten business days. The Senior Supervising Officer will issue a final written decision within twenty business days of receipt of the written response to the investigative report or within

twenty business days following expiration of the response period if no response is submitted. The Senior Supervising Officer's decision shall include a reiteration of the charges; a ruling on the charges, including a summary of the supporting evidence and statement of rationale for the decision; if the decision is to terminate the appointment, the effective date of termination; and the appeal process, including the filing deadline.

d. Appeal of Decision; Final Decision. The Senior Administrator or Academic Leader may appeal to the President within ten business days following issuance of the senior supervising officer's decision. The appeal is made by the Senior Administrator or Academic Leader filing with the President a notice of appeal and an explanation of the basis for the appeal. If an appeal is filed, the President will issue a final written decision within twenty business days of receipt of the appeal, a copy of which will be sent to the senior supervising officer. If the Senior Administrator or Academic Leader does not appeal within the required time frame, or does not obtain from the President an extension of time within which to appeal for reasonable cause shown, the decision of the senior supervising officer shall be final. Compensation associated with the Senior Administrator or Academic Leader appointment shall end as of the effective date of termination. Termination of the administrative appointment does not affect secondary faculty appointment status unless such status is suspended or terminated under procedures otherwise applicable to faculty appointments.

e. Faculty Appointment. A Senior Administrator or Academic Leader who is terminated for cause and who has a preexisting right to assume or resume a faculty appointment may resume their faculty appointment may do so after the administrative appointment ends notwithstanding a termination for cause of the administrative appointment, unless the faculty status is itself affected under procedures applicable to faculty appointments. This election must be made in writing to the Provost, with a copy to the Dean and Academic Department Chair, within thirty calendar days of notice of termination for cause. Duties associated with the faculty appointment shall resume immediately. A Senior Administrator or Academic Leader who is terminated for cause and is returning to the faculty will not receive a paid administrative leave prior to assuming or resuming their faculty duties, but may be on unpaid leave from the effective date of termination as a Senior Administrator or Academic Leader until the date the faculty position commences.

#### **204.4 Assumption or Resumption of Faculty Appointment**

A Senior Administrator or Academic Leader who receives notice of non-reappointment or who resigns the appointment, and who has a preexisting right to assume or resume a faculty appointment may do so after the administrator appointment ends. This election must be made in writing to the President and Provost, with a copy to the Dean and Academic Department Chair where appropriate, within thirty calendar days of issuance of the notice of non-reappointment or submission of a notice of resignation. The faculty salary shall be determined by the Provost in accordance with established procedures and consistent with section 204.1 and/or section 300 of the University Manual. In cases of resignation or non-reappointment, the faculty salary and term will become effective once the administrative appointment ends. In cases of appointment termination, the faculty salary and term will become effective upon the conclusion of the two-month notice period. Duties associated with the faculty appointment shall be assigned by the

Department Chair in consultation with the Dean. Faculty duties will begin immediately, unless the Senior Administrator or Academic Leader has been granted a leave of absence to prepare for the assumption of resumption of duties as a faculty member. A recipient of a leave of absence to prepare for the assumption or resumption of duties as a faculty member will be required to return to the University and serve at least one full academic semester following the administrative leave. Failure to fulfill this obligation shall require the full and immediate repayment of salary and benefits received from the University while on administrative leave.

## **205 Faculty Senate**

Subject to the reserved powers of the Board of Trustees and the President, the Faculty Senate is responsible in cooperation with the Provost for the review and establishment of policy with respect to matters specified in the Faculty Senate Constitution and Bylaws. In particular, “[t]he administration and the Faculty Senate of the University of Vermont share responsibility for the effective management of the academic affairs of the University. Authority in matters related to the academic mission of the University is vested in the Faculty by the Board of Trustees. This authority is exercised in the Faculty Senate by elected senators with voting privileges and by committees authorized to act on their behalf.” Faculty Senate Constitution and Bylaws, *Preamble*. In addition, the Faculty Senate advises on those matters specified in the Faculty Senate Constitution and Bylaws.

### **205.1 Faculty Senate Constitution and Bylaws**

Faculty Senate authority, responsibilities, and self-governance protocols shall be memorialized in a Constitution and Bylaws approved pursuant to Faculty Senate governance requirements and applied by the Faculty Senate in a manner consistent with its delegated powers. The Board of Trustees approves changes to governance group constitutions and bylaws.

### **205.2 Conformance with State Law**

The authority of the Faculty Senate shall be exercised in a manner consistent with governing law and the rights and obligations of the University as well as the rights and obligations of faculty represented by labor organizations certified under state labor relations law.

## **206 University Faculty**

### **206.1 Faculty Appointments**

The University faculty consists of persons holding such titles and rank as the University may establish through customary processes in the Colleges, Schools, and other academic units of the University, and includes the President of the University, the Provost, and Deans. Faculty appointments shall be initially made by the Provost upon recommendation of the Dean of the College or School, following the initial recommendation by the unit supervisor to the Dean. All faculty must have a primary appointment in a Department or in an Academic Program as defined in section 208.4 or in Libraries or Extension. Matters affecting faculty appointments and conditions of employment, including without limitation salary and benefits, reappointments, leaves,

promotion, tenure, appointment terminations, reinstatements, retirement, and other changes in status, shall be set forth in and governed by the documents applicable to their appointment status, as referenced in this University Manual and as may appear in the Appendices to this Manual.

### **206.2 Authority of the Faculty**

Under the authority of the Board of Trustees, the University faculty is empowered to establish policy with respect to academic freedom; curriculum; general admission standards and prerequisites; requirements for certificates and degrees; regulations regarding attendance, examinations, grading, scholastic standing, honors, and the academic calendar; teaching quality; criteria for positions accorded academic rank; and other matters referred to it by the Board of Trustees, the President, or the faculty of a College, School, or Department. It is also charged with participating in the formulation of policy with regard to a broad range of other University activities. The areas and methods of faculty participation, and the composition and functions of faculty committees, are set forth in the Faculty Senate Constitution and Bylaws.

### **206.3 Faculty Research**

University policies on research and related activities are based on the philosophy that the University's fundamental objectives are the dissemination, preservation, and advancement of knowledge through its educational and research programs. The University also recognizes its responsibility to serve community (local, state, national, international) interests as it fulfills its basic educational objectives of undergraduate, graduate, and professional teaching, advanced research, and public service – the traditional aims of a land-grant institution. Research and creative scholarship are essential elements of an effective educational program and enable faculty members to keep abreast of the rapid advances in knowledge, to satisfy their intellectual curiosity, and to improve their professional status. Students are stimulated in their academic work and develop a spirit of inquiry and a familiarity with research techniques and objectives. Insofar as possible, teaching and research should be considered deeply intertwined elements of university education not as separate and discrete activities.

#### **206.3.1 Sponsored Research**

The University shall maintain an office of research administration designed to assist faculty in their pursuit of funding for research and scholarly activity while ensuring compliance with federal, state, and private sponsor requirements. In negotiating for research funds, the University will establish and maintain policies that will preserve the academic freedom and financial integrity of the institution. Policies with respect to sponsored projects and programs are based on the following principles:

- a. Sponsored projects and programs supporting research, training, and related activities must be consistent with the immediate and long-term objectives of the University as an institution of higher education;
- b. The source of sponsorship and the purpose of all projects must be of such a nature that they can be publicly disclosed;

c. Restrictions on the free publication of results are contrary to one of the basic objectives of a university, namely the dissemination of knowledge. Accordingly, the University, with the principal investigator and his/her department and college or school, will seek to minimize any restrictions on public and scholarly communication imposed by those research agreements that are accepted;

d. Research involving proprietary or classified data/results (e.g., federally sponsored research of national interest, corporate research of proprietary interest) may be undertaken when the topics involved represent important national interests (in the case of classified research) or corporate partnerships (in the case of proprietary research) that are beneficial to the University, its mission and the public it serves. In these cases there may be appropriate conditions on the publication of results, but the research shall continue to observe University research protections, oversight, and compliance policies/procedures; and

e. All research must be conducted in a manner consistent with applicable University and federal requirements, including without limitation those applicable to human subjects, animal welfare, laboratory safety, conflict of interest, effort reporting, and cost accounting principles.

### **206.3.2 Research Policies and Procedures**

In their conduct of research, faculty are subject to applicable federal and state law and institutional policies, including without limitation those governing intellectual property, research misconduct, and conflict of interest.

## **207 Advisory Bodies**

### **207.1 Student Government Association**

#### **207.1.1 Description**

The Student Government Association serves as the official channel of communication between the student body and the University regarding policies governing, and operations affecting, student life, in a manner consistent with the rights and responsibilities set forth in its charge and conditions of institutional recognition.

#### **207.1.2 Student Government Association Constitution and Bylaws**

Student Government Association authority, responsibilities and internal governance protocols shall be memorialized in a Constitution and Bylaws approved pursuant to Student Government Association governance requirements and applied by the Student Government Association in a manner consistent with its charge and conditions of institutional recognition. The Board of Trustees approves changes to advisory body constitutions and bylaws.

## **207.2 Graduate Student Senate**

### **207.2.1 Description**

The Graduate Student Senate serves as the official channel of communication between the graduate student body and the University regarding policies governing, and operations affecting graduate student life, in a manner consistent with the rights and responsibilities set forth in its charge and conditions of institutional recognition.

### **207.2.2 Graduate Student Senate Constitution and Bylaws**

Graduate Student Senate authority, responsibilities and internal governance protocols shall be memorialized in a Constitution and Bylaws approved pursuant to Graduate Student Senate governance requirements and applied by the Graduate Student Senate in a manner consistent with its charge and conditions of institutional recognition. The Board of Trustees approves changes to advisory body constitutions and bylaws.

## **207.3 Staff Council**

### **207.3.1 Description**

The Staff Council is comprised of non-faculty employee representatives who advise the administration on policies governing, and operations affecting, staff, in a manner consistent with the rights and responsibilities set forth in its charge and conditions of institutional recognition.

### **207.3.2 Staff Council Constitution and Bylaws**

Staff Council authority, responsibilities, and internal governance protocols shall be memorialized in a Constitution and Bylaws approved pursuant to Staff Council governance requirements and applied by the Staff Council in a manner consistent with its charge and conditions of institutional recognition. The Board of Trustees approves changes to advisory body constitutions and bylaws.

### **207.3.3 Consistency with State Law**

The authority of the Staff Council shall be exercised in a manner consistent with governing law and the rights and obligations of the University and staff represented by labor organizations certified under state labor relations law.

## **208 Academic Unit Structure**

### **208.1 Establishment, Elimination, or Reorganization of Academic Units**

The establishment, elimination, or reorganization of academic units and degrees must be approved by the Board of Trustees, upon recommendation of the President and following appropriate [governance protocols](#).

### **208.2 Categories of Recognized Academic Units**

To carry out the teaching, research, and service mission of the University, the recognized categories of academic units are College, School, Department, Academic Program, university-

wide Center, university-wide Institute, Libraries, and Extension. These recognized academic units may organize other academic activity within their units, but this other activity is not formally recognized for governance or other purposes unless explicitly stated as such in this Manual.

### **208.3 Colleges, Schools, and Departments**

#### **208.3.1 College**

A College is an academic unit with a defined and congruent mission in instruction, research and scholarship, and service. With the exception of the Patrick Leahy Honors College, a College presents degree candidates to the Faculty Senate, which recommends those candidates for the award of appropriate degrees by the Board of Trustees. A College is led by a Dean and comprises combinations of Schools, Departments, and/or Academic Programs defined by disciplinary and interdisciplinary areas that contribute to the mission of the College. Colleges may also include additional units such as Centers, Institutes and Extension.

#### **208.3.2 School**

A School is an academic unit with a defined and congruent mission in instruction, research and scholarship, and service, the mission being narrower in scope than that of a College. A School may be organized into Academic Programs and other units such as Centers and Institutes. Schools may be freestanding or established within a College. A freestanding School is led by a Dean and presents degree candidates to the Faculty Senate, which recommends those candidates for the award of appropriate degrees by the Board of Trustees. A School established within a College is led by a School Director who reports to the Dean.

#### **208.3.3 Department**

A Department is a unit of instruction, research and scholarly activity, and service, established within a College. Schools may not establish departments. A Department is led by a Chair. Its faculty, instructional offerings, and research are recognized as belonging to a discrete academic discipline or related disciplines or as providing a unique supporting role to other academic units. In establishing a Department, due consideration will be given to identifying the fiscal resources and appropriate number of faculty members compatible with its instructional, research, and scholarly objectives and responsibilities.

### **208.4 Academic Programs**

For the purpose of this manual defining University organization, structure, and governance, there are two kinds of Academic Programs at the University of Vermont: Academic Programs within Departments or Schools, and Academic Programs outside of a Department reporting directly to the Dean of a College. Primary faculty appointments are granted only in Academic Programs within a Department or School. The term “program” as it is used here does not refer to a curriculum, major, concentration, or other academic credential.

An Academic Program is an approved academic unit, similar to a Department, established within a College or School or as a singular academic and instructional unit. Its faculty, instructional offerings, and research are recognized as belonging to a discrete academic discipline or area of interdisciplinary study, or as providing a unique supporting role to other academic units. An Academic Program within a Department or School within a College is led by a Program Director reporting to a Department Chair or School Director. An Academic Program outside of a Department or School within a College is led by a Program Director reporting directly to the Dean.

### **208.5 Academic Centers and Institutes**

Centers and Institutes facilitate the performance of interdisciplinary or focused research, or other scholarly or creative activities not otherwise conducted within the structure of Academic Programs, Departments, Schools, or Colleges. Centers and Institutes that involve any or all of the following are considered *academic* Centers and Institutes: curriculum or instruction, research, scholarship or creative arts. Academic Centers bridge the research of a single Department or across Departments within a single College or School. Academic Institutes involve faculty from units across several Schools or Colleges. Exceptions to these definitions and the use of the term “center” or “institute”, where established historically or required by the funder, are acceptable. Proposals to establish, substantially change or eliminate university-wide academic Centers and Institutes must be approved by the Board of Trustees, upon recommendation of the President and Provost following application of appropriate governance protocols, including Faculty Senate review of new Institutes and Centers, and periodic performance and mission review. Proposals to establish, substantially change, or eliminate College/School-level academic Centers (or Institutes in exceptional cases) must be approved by the Dean and the Provost following application of appropriate governance protocols within the College/School. College/School-level Centers are subject to periodic performance and renewal reviews as determined by the Dean at intervals of no greater than five years. The scope of academic Centers and Institutes can vary from a sharply defined focus within a School or College to an interdisciplinary subject or specialized field of study spanning two or more Colleges/Schools. Academic Centers and Institutes do not grant degrees or appoint faculty, nor do they offer credit-bearing courses except in cooperation with the academic unit(s) that constitute their participants, or where those courses are offered through professional and continuing education units at the University in partnership with an academic unit.

In general, a university-wide or cross-college Center or Institute will be hosted by the Office of the Provost or the Office of the Vice President for Research. In these cases, the Director will be appointed by and report to the Provost or the Vice President for Research. Academic Centers or Institutes that are housed within a single College or School will typically have a Director who is appointed by and reports to the Dean or other designated college administrator.

### **208.6 Vermont Agricultural Experiment Station**

#### **208.6.1 Description**

The Vermont Agricultural Experiment Station was established in 1886 as a state and federal



partnership to serve the agricultural needs of the state through research. Vermont Agricultural Experiment Station research is now funded by both public and private sources.

### **208.6.2 Director**

The Vermont Agricultural Experiment Station operates under the direction of its Director who, in consultation with researchers and their staff and advisors and citizen stakeholders, develops and oversees research and programs. The Director reports to the Dean of the College of Agriculture and Life Sciences.

## **208.7 UVM Extension**

### **208.7.1 Description**

UVM Extension was established in 1913 as a state initiative, and in 1914 as a state and federal partnership to provide Vermonters timely, science-based education and information through non-credit courses, workshops, conferences and non-credit certificate programs in reaching specific educational goals. Programs are offered throughout the state, covering a wide array of subjects including agricultural business profitability, forest and farm stewardship, economic development, nutrition and food safety, and life skills for youth. UVM Extension does not offer undergraduate or graduate degree programs, majors, minors, or for-credit certificates, nor does it offer credit-bearing courses except in cooperation with an academic unit(s), but does appoint faculty. Extension is located within the College of Agriculture and Life Sciences.

### **208.7.2 Director**

UVM Extension operates under the direction of its Director, in consultation with its faculty, staff, volunteers, and community advisors, to develop and conduct educational programs and to provide information to the citizens of the state. The Director is subject to University Manual policies and procedures otherwise applicable to the recruitment, appointment, evaluation, and review of Deans. The Director reports to the Dean of the College of Agriculture and Life Sciences.

## **208.8 Graduate College**

### **208.8.1 Description**

The Graduate College has responsibility for all matters relating to the academic standards of graduate programs and the admission, support, and degree certification of graduate students, with the exception of the Degree of Doctor of Medicine. The Graduate College offers credit-bearing graduate instruction and graduate certificate and degree programs in cooperation with Colleges/Schools and as the host unit for cross-college graduate degree programs and certificates. The Graduate College presents candidates to the Faculty Senate, which recommends those candidates for the awarding of degrees by the Board of Trustees.

### **208.8.2 Dean**

The Dean of the Graduate College, with the advice of the Graduate College faculty and its committees, is responsible for formulating and implementing standards, policies, and procedures governing graduate programs. These responsibilities are carried out under the direction of the Provost and in consultation with the Deans and Chairpersons of the academic

units that offer graduate instruction or graduate degree programs. The Dean is subject to University Manual policies and procedures otherwise applicable to the recruitment, appointment, evaluation, and review of Deans.

## **208.9 Larner College of Medicine**

### **208.9.1 Description**

The Larner College of Medicine has responsibility for matters relating to the academic and clinical standards of the College program and the admission, support, and degree certification of its enrolled students. The Larner College of Medicine offers medical, graduate, and undergraduate credit-bearing instruction as well as undergraduate minors and for-credit certificates, and graduate programs and for-credit certificates in addition to the medical doctor program. The College presents degree candidates to the Faculty Senate, which recommends candidates for the awarding of degrees by the Board of Trustees.

### **208.9.2 Dean**

Advised by College faculty committees, the Dean is responsible to the Provost for formulating and implementing standards, policies, and procedures governing the academic and clinical programs and matters relating to student enrollment and status. The Dean is subject to University Manual policies and procedures otherwise applicable to the recruitment, appointment, evaluation, and review of Deans.

## **208.10 Professional and Continuing Education**

### **208.10.1 Description**

Professional and Continuing Education has responsibility for the coordination and administration of non-credit courses and certificates. and for credit-bearing courses, certificates, and degree programs in consultation and cooperation with the Deans of academic units. Professional and Continuing Education is responsible for the coordination and administration of Summer Session and for the enrollment, support, and program development for non-degree students.

### **208.10.2 Chief Officer**

The Chief Professional and Continuing Education Officer reports to the President and is subject to University Manual policies and procedures otherwise applicable to the recruitment, appointment, evaluation, and review of other Chief Officers described in Section 204 of the Manual.

## **208.11 Department of Military Studies**

### **208.11.1 Description**

The Department of Military Studies is responsible for offering the credit-bearing institutional curriculum in military studies. It may offer other military studies-related degree programs or credentials only in cooperation with a College/School.

**208.11.2 Professor of Military Studies**

The Professor of Military Studies is assigned to the University by the Department of the Army, subject to the approval of the President in consultation with the Provost. The Professor of Military Studies is responsible to both the Department of the Army and to the Provost for the efficient administration of the Department. The Provost shall conduct an annual performance evaluation of the Professor of Military Studies. The Provost will meet with the Professor of Military Studies to discuss the results of the performance review and to convey a salary adjustment for the upcoming fiscal year. The Professor of Military Studies is subject to non-reappointment by the Provost, following the Provost's consultation with the President, and in accordance with any applicable requirements and protocols of the Department of the Army.

**208.12 University Libraries****208.12.1 Description**

The mission of the University of Vermont Libraries is to further the creation, application, and dissemination of knowledge by providing access to information resources and education in their use. As Vermont's and northern New England's premier research library, the University Libraries acquire materials and build collections essential for the University's research programs. The Libraries preserve and disseminate the historical record, edit and publish new work, and partner with faculty to teach research skills, and collaborate with communities across the state and around the globe in providing access to information. The Libraries also support research through specialized consulting on matters related to statistical design, geographical information systems, data management and archiving, data visualization, systematic reviews, copyright determinations and scholarly communications. The Libraries do not offer credit-bearing instruction or offer degree programs or credentials.

**208.12.2 Dean**

The Dean, with the advice of the Libraries faculty and staff, is responsible to the Provost for formulating and implementing standards, policies, and procedures governing the Libraries and information resources. The Dean is subject to University Manual policies and procedures otherwise applicable to the recruitment, appointment, evaluation, and review of Deans.

**208.13 Robert Hull Fleming Museum****208.13.1 Description**

Established in 1931, the Robert Hull Fleming Museum of Art is home to the University of Vermont's diverse collection of more than 24,000 objects including art, historical, and ethnographic objects spanning over 5,000 years of human creativity and cultures. The Fleming offers a gateway for active cultural exchange and critical thinking across academic and public communities alike. The Fleming Museum supports the University curriculum and coursework in a wide range of disciplines in cooperation with academic units and departments, but does not offer credit-bearing instruction or degree programs or credentials. The Fleming funded by the University General Fund as well as public and private sources. Accredited by the American Alliance of Museums (AAM), the Fleming Museum complies with nationally recognized standards and guidelines pertaining to collections management, exhibitions planning, diversity, equity and inclusion work, fiscal responsibility, and all other areas of museum operations.

**208.13.2 Director**

The Director of the Robert Hull Fleming Museum reports to the Director of the School of the Arts within the College of Arts and Sciences. The Director is subject to applicable staff reappointment and evaluation guidelines.

**PART 300 ACADEMIC UNIT GOVERNANCE, COMPOSITION, AND ADMINISTRATION****301 Deans****301.1 Recruitment**

The President, in consultation with the Provost, shall appoint a search committee advisory to the President in conjunction with initiation of a decanal recruitment process. The search committee will include no fewer than four faculty members of the College or School faculty for which a dean is being recruited; the Dean of another College or School or his/her designee; as desirable, a faculty member from another College or School whose academic programs interrelate with those of the College or School for which the Dean is being recruited; two students enrolled in a degree program offered by the College or School; a staff member from the College or School; and such other persons as the President chooses to appoint. The representatives will be identified under the timetable the President establishes.

**301.2 Appointment**

Deans are initially appointed by the President upon recommendation of the Provost and consideration by the Provost and President of the recommendation of the search committee. At the time of the Dean's initial appointment, consistent with Section 204.1 of the University Manual, the President shall set forth in writing all material terms and conditions of the appointment, including starting salary as dean and the base salary of the secondary faculty appointment, benefits programs, and the applicability of the University Manual. A Dean initially appointed without faculty rank or tenure may request consideration for that status in an appropriate academic unit, which will be processed under customary standards and procedures. Following initial appointment, a dean is subject to annual reappointment consideration.

**301.3 Authority and Responsibilities**

The Deans of the undergraduate Colleges and Schools, the Patrick Leahy Honors College, the Graduate College, Libraries and the Larner College of Medicine are each responsible to the Provost for the effective leadership and administration of the unit under their supervision. A Dean, in consultation and cooperation with the College and School faculty curriculum and standards (or equivalent) committees, directs and coordinates the establishment and oversight of academic standards and educational objectives and the curricula to attain them. The Dean gives attention to the programs of study and research, their purposes and content, the effectiveness of instruction, the admission and counseling of students, the recruitment and supervision of the faculty of the College or School, and the development and maintenance of resources and support services for the carrying out of the mission of the College or School. The Dean determines overall organizational structure to ensure the most efficient and effective implementation of the College's or School's

vision and mission in consultation with the Provost and following the application of appropriate governance protocols in the College/School and Faculty Senate. The Dean also directs curricular advising of students and their enrollment, supervises their academic status and standing, and certifies degree candidates to the Senate. The Dean presides over faculty meetings of the College or School in accordance with applicable College or School bylaws. In consultation with Department Chairpersons, Academic Program Directors, School Directors and/or Associate Deans, the Dean makes recommendations to the Provost for faculty appointments and/or changes in faculty status. The Dean prepares a budget for the College or School for approval by the Provost and administers the budget following its approval. The Dean is responsible for the mentoring and oversight of School Directors, Associate Deans, Assistant Deans, Department Chairs, and Academic Program Directors. The Dean is responsible for fostering a climate that values diversity and inclusiveness and for promoting the multicultural competence of its faculty, staff, and students.

### **301.4 Performance Review**

#### **301.4.1 Annual Review**

The Provost shall conduct an annual performance review of each Dean. The Provost will meet with each Dean individually to discuss the results of the performance review, and to convey a reappointment decision and the salary upon reappointment following consultation with the President.

#### **301.4.2 Third-Year Review**

The Provost shall conduct a review of a Dean's performance during the spring semester of the initial third year of appointment. The primary objective of the evaluation is to facilitate continued improvement of the academic leadership and management of the College or School. For Schools and Colleges with academic departments, input will be sought from every Department Chairperson and, separately, from the faculty and staff. For Schools and Colleges without Departments, the faculty and staff shall be given an opportunity to provide input into the third-year performance review. Such input will be based upon the Dean's performance of the responsibilities set forth in section 301.3 and as otherwise defined by the University through proper channels. The Office of the Provost will distribute and administer standardized evaluation forms in electronic format, so that confidentiality may be assured. The standardized form shall have the following characteristics: 1) the form will use a combination of descriptive criteria upon which the Dean shall be ranked and opportunities for narrative comments to justify the ranks assigned; 2) respondents may reveal their identity but are not required to do so; and 3) the identities of the participants will not be revealed to the Dean under review. The Provost shall prepare a written report on the Dean's performance, which shall include a summary of the Chairpersons' evaluations (when applicable) as well as faculty and staff evaluations. The Provost shall share this written report with the Dean, who shall have the right to submit a written response. The Provost will maintain a record of the performance appraisals, the individual evaluation forms, and any responses from the Dean.

#### **301.4.3 Periodic Comprehensive Review**

A Dean shall undergo a comprehensive performance review at intervals of no longer than five years. The primary objective of the review is to provide advice to the Provost as he/she determines, in consultation with the President, whether the Dean will be reappointed following the appointment year in progress. Such a review may be commenced at an earlier point by the

Provost at his/her own initiation, or upon request of the President, the Dean, a majority of the Chairpersons of the academic unit, or one-third of the faculty of the academic unit eligible to vote under the bylaws of the College or School.

The Provost shall appoint a committee of nine faculty members to review the Dean, such appointments to be made during the spring semester of the review year. Three faculty members will be elected representatives from the academic unit, three will be appointed by the Faculty Senate Executive Council, and three will be appointed by the Provost, including the committee chairperson, who must come from outside the academic unit. The review committee shall conduct its work in an expeditious manner. It will begin its work with a thorough review of the third-year evaluation documents. The committee shall consult with Chairpersons (if there is a departmental structure), faculty, staff, and students from the academic unit, and others deemed appropriate from within or outside the University. The committee shall submit a written report to the Provost no later than May 1 of the academic year in which the review commences. The Provost shall present the full report of the review committee to the Dean, with a copy to the President, and shall distribute an accurate summary of the findings of the report to every faculty and staff member of the academic unit.

### **301.5 Appointment Termination**

Decanal appointments terminate through resignation, non-reappointment, or termination with notice or for cause as governed by Section 204.3 of the University Manual.

## **302 College and School Faculties**

### **302.1 Membership**

The membership of the faculty of each undergraduate College, School or Academic Program, Libraries, and the Larner College of Medicine consists of the President; the Provost; the Dean of the College or School; and all persons who hold faculty appointments within an academic unit of the College or School. Regulations concerning additional memberships and voting privileges are established by the individual faculties in College or School bylaws. The faculty of the Graduate College consists of the President, the Provost, the Dean of the Graduate College, and all persons who are appointed via the processes established by the Graduate College and its faculty.

### **302.2 Self-Governance**

College, School, Libraries, or Extension bylaws shall be adopted by the respective faculties, subject to the approval of the Dean and the Provost. Bylaws shall be reviewed every five years by respective faculties, the Dean, and the Provost. Bylaws that undergo changes at the Department, College or School level will be submitted for approval to the Office of the Provost by January 1 of the following year. The most recently approved bylaws will remain in force until new bylaws are approved according to the process outlined above. The bylaws must be consistent with the policies and guidelines of the University and the Faculty Senate, and standards established for admission,

graduation, and other matters for academic judgment may not be lower or less specific than those adopted by the Faculty Senate.

### **302.3 Functions of a College or School Faculty**

The principal functions of a College or School faculty are:

- a. To define the objectives of its educational program within the general program of the University and to foster effective coordination of effort;
- b. To develop courses, curricula, and research programs consistent with those objectives;
- c. As appropriate to their individual faculty appointments, to provide student instruction, and to undertake research and scholarship;
- d. To advise the Dean, through the Chair or a Dean's designee, on matters of faculty appointment, reappointment, promotion, and tenure;
- e. To establish requirements for admission to its programs;
- f. To set and administer specific requirements for student participation in its programs;
- g. To monitor the progress of students;
- h. To assist students with professional and educational planning and placement;
- i. To certify the eligibility of degree candidates for the award of degrees; and
- j. To maintain adequate records and reports for students, program accreditation, and academic program assessment and review.

### **302.4 Methods of Faculty Work**

Colleges, freestanding Schools, and Libraries may determine their own methods for the performance of their functions and operations, including the delegation of their work to committees or individuals. Colleges, freestanding Schools and Libraries shall establish and maintain appropriate committees to advise their Dean on matters of curriculum and standards governing changes in faculty status. All provisions relative to methods of faculty work shall be consistent with any applicable provisions of the College's, freestanding School's, or Libraries' Faculty Handbook or collective bargaining agreements.

## 303 Departments in Colleges

### 303.1 Chairpersons

#### 303.1.1 Description and Responsibilities

The Chairperson (or “Chair”) is the administrator responsible for management and coordination of the work of a Department, as more specifically set forth in section 303.1.5.

#### 303.1.2 Recruitment

Upon authorization of the Provost, the Dean shall commence an internal or external recruitment for a new Chairperson assisted and advised by a search committee appointed by the Dean in consultation with the Provost. The search committee will ordinarily include no fewer than three members of the Department, two of whom will be elected by the Department faculty. The committee may also include the Chair or equivalent from another Department or equivalent within the College or School for which the Chair is being recruited; and, as desirable, a faculty member from another College or School whose academic programs interrelate with those of the Department for which the Chair is being recruited. A majority of the search committee members shall hold appointments in the Department or equivalent for which the Chair is being recruited. The search committee shall invite all members of the Department to meet candidates and to express their recommendations through the search committee to the Dean. Subject to the approval of the Provost, and following consideration by the Dean and the Provost of the recommendations of the search committee, the Chair is appointed by the Dean of the College or School.

#### 303.1.3 Initial Appointment

Initial Chair appointments are for a period of one year and are subject to annual reappointment on a schedule commensurate with the University fiscal year. The salary upon initial appointment of a Chairperson, including the base salary associated with the faculty appointment, shall be set by the Provost following recommendation of the Dean and may, in the case of a faculty member assuming the appointment, include a salary increment for the assumption of Chair duties. The Dean shall inform the Chair in writing at the time of initial appointment and any subsequent reappointments of the amount of any increment, such as an administrative stipend, associated with the Chair duties and the basis for re-calculation of salary when the Chair resumes or assumes a faculty appointment. All Chair appointments shall be made expressly subject to applicable benefits policies and plans and to the provisions of the University Manual.

#### 303.1.4 Reappointment

Following the initial term of appointment, Chairpersons are subject to annual reappointment consideration. Decisions as to reappointment and non-reappointment shall be made by the appropriate Dean prior to expiration of the appointment term in progress, subject to the prior approval of the Provost. A non-reappointment decision shall be based upon performance or reasonably derived strategic, programmatic, administrative, or financial reasons. The Dean shall give the Chairperson notice of non-reappointment in writing, with a statement of reasons. A Chair whose appointment expires at the end of the term in progress and who holds a faculty



appointment to which a tenured or contractual right of appointment exists will be expected to resume active duties as a faculty member during the immediately upcoming fall semester unless he or she provides written notice of resignation from the faculty appointment to the Provost, with a copy to the appropriate Dean, within thirty calendar days of receipt of notice of non-reappointment.

### **303.1.5 Responsibilities of the Chairperson**

The Chairperson of a Department is responsible to the Dean for the effective management and coordination of the work of the Department. The Chair's duties include:

- a. Consulting with the faculty regarding the development and implementation of guidelines for faculty assignments and the standards for decisions about changes in faculty status;
- b. Attending to courses of instruction and research and their purpose and content, and scheduling courses for and otherwise making assignments to faculty;
- c. Assessing the effectiveness of departmental instruction and student advising;
- d. Making recommendations to the Dean, following such consultation with department faculty as may be required by department guidelines, on the appointment of new faculty and reappointment of faculty;
- e. Fostering research and scholarship by department faculty, and assisting in appropriate administration of the research;
- f. Mentoring faculty and conducting annual performance review of faculty and reviews relating to reappointment, promotion and tenure status;
- g. Initiating corrective action relative to faculty performance or conduct;
- h. Preparing a budget for the unit and managing the budget after its adoption;
- i. Scheduling meetings to conduct department business, periodically on his/her own initiative or at the request of any two members of the Department, and otherwise consulting with Department faculty as may be necessary or desirable to the effective administration of the Department; and
- j. Being familiar with University, College/School, and Department policies and collective bargaining agreements as necessary to effectively carry out the responsibilities of a Chairperson.

With the prior authorization of the Provost, a Dean may authorize appointment of a Department Vice Chairperson where the Department size, Chair workload, or other reasonable administrative considerations render this action desirable. In this event, the Chair will appoint the Vice Chair following consultation with department faculty and

following the approval of the Dean. Vice Chair appointments are subject to annual re-approval and renewal on a schedule commensurate with the University fiscal year, and the Dean must approve any supplemental compensation associated with the Vice Chair appointment. The Vice Chair may be delegated such duties as the Chair assigns, provided that the Chair remains ultimately responsible for the proper execution of all duties assigned to a Chair. The Chair is also responsible for the annual performance evaluation of a Vice Chair, in consultation with Department faculty. The Chair must work with Human Resource Services to determine the union status of the Vice Chair which will influence the duties that can be performed in this role.

### **303.1.6 Performance Review**

a. Annual Review. The Dean shall conduct an annual written performance review of each Chairperson in the College or School. The Dean will meet with each Chair individually to discuss the results of the review and, subject to the approval of the Provost, to convey a reappointment decision and, as applicable, a salary award for the upcoming year.

b. Third-Year Review. The Dean shall conduct a formative written review of each Chairperson's performance during the fall semester of the third year of each five-year interval of appointment. The third-year evaluation process has as its primary goal to facilitate continued improvement of the academic leadership and management of the unit, for the benefit of the Department, the College or School, and the University. Each Department faculty member and staff shall be afforded an opportunity to provide input into this third-year performance review. Such input will be based upon the Chair's performance of the responsibilities set forth in Section 303.1.5 and as otherwise defined by the University through proper channels. For the third-year reviews, standardized evaluation forms will be distributed and administered by the Dean's Office in electronic format, so that confidentiality may be assured. The standardized form shall have the following characteristics: 1) the form will use a combination of descriptive criteria upon which the chair shall be ranked and opportunities for narrative comments to justify the ranks assigned; 2) respondents may reveal their identity but are not required to do so; and 3) the identities of the respondents will not be revealed to the Chair under review. The Dean shall prepare a written report on the Chair's administrative performance that shall include a summary of the faculty, staff, and student evaluations. The Dean will share this written report with the Chair, with a copy to the Provost. The Chair shall have the right to submit a written response. The Dean shall maintain a file of the third-year performance appraisals, the individual evaluation forms, and any responses from the Chair.

c. Periodic Comprehensive Review. All Chairpersons shall undergo a summative performance review at intervals of no more than five years. The primary objective of this review is to provide advice to the Dean as they determine whether a Chair's appointment should be continued. Such a review may be initiated at an earlier point at the request of the Dean, the Chair, or a majority of the faculty of the Department eligible to vote in Department matters pursuant to the policies or established practices of the Department.

The Dean shall appoint a committee to review the Chairperson, consisting of a minimum of five members, two of whom shall be elected faculty representatives from the Department. A minimum of three members of the committee, including its chair, must come from outside the Department. Unless an earlier review is initiated pursuant to this subsection, the committee will be charged during the fall semester of the fifth year. The review committee shall conduct its work in an expeditious manner. It will begin with a thorough review of the third-year evaluation documents. It shall consult with all faculty members, students, staff, and other administrators in the Department. The committee shall submit a report, in writing, to the appropriate Dean no later than February 1. The Dean shall present the full report of the review committee to the Chair, with a copy to the Provost. An accurate summary of the findings of the report will be made available to every faculty member and staff member of the Department.

### **303.1.7 Appointment Termination**

Chair appointments terminate through resignation, non-reappointment, or termination for cause.

- a. Resignation. Resignation by a Chair must be made in writing to the Dean, with a copy to the Provost. The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Chair and the Dean, the latter in consultation with the Provost.
- b. Notice of Non-reappointment. Subject to the provisions of section 303.1.4, notice of non-reappointment will be given in writing by the Dean to the Chair, with the prior approval of the Provost, no later than May 1 of the year in progress, in the absence of extenuating circumstances.
- c. Compensation on Assumption or Resumption of Faculty Appointment. Upon resignation or non-reappointment, a Chair assuming or resuming a faculty appointment as to which a tenured or contractual right of appointment exists will do so at the salary set by the Dean in consultation with the successor Chair. The salary may include consideration of administrative experience gained as well as factors including the salary range of faculty of the same rank in the academic unit, academic experience and expertise, standing in the academic discipline, and duties to be performed. The individual shall also be entitled to the benefits otherwise available to faculty under the applicable Faculty Handbook or applicable collective bargaining agreement. Chairs eligible to accrue vacation time shall be paid for up to 270 hours within thirty days following the effective date of termination of the Chair's appointment, except in cases where the Chair assumes or resumes a twelve-month faculty appointment, in which case it will be carried over.
- d. Termination for Cause. A Chairperson is subject to termination for cause in the event of serious malfeasance or nonfeasance, including without limitation violations of University policy or law relevant to fitness as Chair, gross insubordination, falsification of records, or grossly negligent acts or omissions in the performance of duties. Any allegations of serious malfeasance or nonfeasance shall be referred to, or initiated by, the Dean. If, after

consulting with the Provost, the Dean concludes that the conduct, if proved, would constitute a basis for termination, the procedures below will apply.

i. Notice of Charges. The Dean will promptly issue the Chair written notice of charges and a summary of the preliminary supporting evidence, and provide the Chair with an opportunity to respond within a specified time to the charges in a meeting and in writing. If the Dean determines that it would be in the best interests of the University, the College, the Department, or Academic Program for the Chair to be placed on paid administrative leave pending the results of an investigation, in the absence of extenuating circumstances the leave will be instituted with written notice to the Chair immediately following provision of the opportunity to respond to the charges.

ii. Investigation. The Dean will promptly commence an investigation responsive in nature and scope to the pending charges. If an investigative procedure otherwise relevant to the charges applies (such as those relating to investigative audits or discrimination complaints), the Dean will request initiation of such a process and await its findings and recommendations. The investigation will be completed within twenty business days except in extenuating circumstances, in which latter case the Dean will advise the Chair in writing of the delay and the revised date for completion of the investigation.

iii. Notice of Decision. After the investigation is complete, the Dean will in writing convey its results to the Chair, who will be given an opportunity to respond to the Dean in writing within ten business days. The Dean will issue a final written decision within twenty business days of receipt of the Chair's written response to the investigative report or within twenty business days following expiration of the response period if no response is submitted. The Dean's decision shall include a reiteration of the charges; a ruling on the charges, including a summary of the supporting evidence and statement of rationale for the decision; if the decision is to terminate the appointment, the effective date of termination; and the appeal process, including the filing deadline.

iv. Appeal of decision; final decision. The Chair may appeal to the Provost within ten business days following issuance of the Dean's decision. The appeal is made by the Chair filing with the Provost a notice of appeal and an explanation of the basis for the appeal. If an appeal is filed, the Provost will issue a final written decision within twenty business days of receipt of the appeal, a copy of which will be sent to the Dean. If the Chair does not appeal within the required time frame, or does not obtain from the Provost an extension of time within which to appeal for reasonable cause shown, the decision of the Dean shall be final. Compensation associated with the Chair appointment shall end as of the effective date of termination.

v. Faculty appointment. A Chair who has a preexisting faculty appointment shall retain the appointment notwithstanding a termination for cause of the chair appointment, unless the faculty status is itself affected under procedures applicable to faculty appointments. Duties associated with the faculty appointment shall resume as soon as feasible in light of unit needs as reasonably determined by the Dean in consultation

with the successor Chair, but ordinarily no later than the first full semester following termination of the appointment.

### **303.2 Department Governance and Functions**

#### **303.2.1 Self-Governance**

Each Department has jurisdiction over matters that concern its own internal policy and practices as long as the authority is exercised in a manner consistent with the policies of the College and of the University. Questions of precedence shall be determined in accordance with section 030.2. The Dean shall resolve questions of jurisdiction and responsibility between the Departments of a College upon referral of those questions by a Department Chair to the Dean. The Dean shall also resolve questions of jurisdiction between a Department and the faculty upon referral of those questions by the Department Chair or a faculty member of an affected Department to the Dean.

#### **303.2.2 Functions of a Department**

The principal functions of a Department are to:

- a. Develop an appropriate program of instruction, research, and service consistent with that College and the University;
- b. Study and employ ways and means of making its instruction more effective; and
- c. Maintain and effectively utilize the resources entrusted to it by the University.

## **304 Academic Programs at the College-level, Department-level, in Freestanding Schools, and Schools Within Colleges**

### **304.1 Academic Program Directors**

#### **304.1.1 Description and Responsibilities**

The Program Director is the administrator responsible for management and coordination of the work of a program as more specifically set forth in section 304.1.5.

#### **304.1.2 Recruitment**

Upon authorization of the Provost, the Dean, School Director, or Department Chair (“supervisor”) shall commence an internal recruitment for a new Program Director. The recruitment process will be determined by the supervisor and will include an open call announcing the position vacancy and providing all eligible faculty members with an opportunity to apply. The supervisor may be assisted and advised by a committee. The recruiting supervisor appoints the Program Director in consultation with their supervisor. The process for externally recruited Program Directors shall mirror faculty recruitment procedures as appropriate as the Program Director will require an underlying academic appointment.

### **304.1.3 Initial Appointment**

Initial Program Director appointments are for a period of one year and are subject to annual reappointment on a schedule commensurate with the University fiscal year. The salary upon initial appointment of a Program Director, including the base salary associated with the faculty appointment, shall be set by the Provost following recommendation of the Dean and may, in the case of a faculty member assuming the appointment, include a salary increment for the assumption of Program Director duties. The supervisor shall inform the Program Director in writing at the time of initial appointment and any subsequent reappointments of the amount of any increment, such as an administrative stipend, associated with the Program Director duties and the basis for re-calculation of salary when the Program Director resumes or assumes a faculty appointment. All Program Director appointments shall be made expressly subject to applicable benefits policies and plans and to the provisions of the University Manual.

### **304.1.4 Reappointment**

Following the initial term of appointment, Program Directors are subject to annual reappointment consideration. Decisions as to reappointment and non-reappointment shall be made by the supervisor prior to expiration of the appointment term in progress, subject to the prior approval of the Provost. A non-reappointment decision shall be based upon performance or reasonably derived strategic, programmatic, administrative, or financial reasons. The supervisor shall give the Program Director notice of non-reappointment in writing, with a statement of reasons. A Program Director whose appointment expires at the end of the term in progress and who holds a faculty appointment to which a tenured or contractual right of appointment exists will be expected to resume active duties as a faculty member during the immediately upcoming semester unless they provide written notice of resignation from the faculty appointment to the Provost, with a copy to the supervisor, within thirty calendar days of receipt of notice of non-reappointment.

### **304.1.5 Responsibilities of the Academic Program Director**

The Program Director is responsible to the Dean, School Director, Department Chair for the effective management and coordination of the work of the program. The Program Director's duties include:

- a. Coordinating Program needs, including courses of instruction and their purpose and content, and scheduling courses for and otherwise suggesting assignments to faculty in cooperation with Chairpersons and/or other Program Directors and/or the School Director;
- b. Assessing the effectiveness of Program instruction and student advising;
- c. Making recommendations to the Dean, Chairperson or School Director, following consultation with Program faculty as may be required by Program guidelines, on the appointment of new faculty and reappointment of faculty to the Program;
- d. Fostering research, scholarship, and engagement related to the Program;
- e. Providing mentorship for faculty as appropriate;

- f. Preparing a budget for the Program and managing the budget after its adoption;
- g. Scheduling meetings to conduct Program business, periodically on his/her own initiative or at the request of any two members of the Program, and otherwise consulting with Program faculty as may be necessary or desirable to the effective administration of the Program; and
- h. Being familiar with University, College/School, and Program policies and collective bargaining agreements as necessary to effectively carry out the responsibilities of a Program Director.

### **304.1.6 Performance Review**

- a. Annual Review. The supervisor shall conduct an annual written performance review of each Program Director in the College or School. The supervisor will meet with each Program Director individually to discuss the results of the review and, subject to the approval of the Provost, to convey a reappointment decision and, as applicable, a salary award for the upcoming year.
- b. Comprehensive Review. Department-level Program Directors are not subject to comprehensive reviews. In the case of all other Program Directors, the Dean or School Director shall conduct a comprehensive review of each Program Director within the first five years of the appointment. The primary goals of the review are to assess the Program Director's effectiveness and to facilitate continued improvement. The review process will be determined by the supervisor and the Provost, and shall provide confidential opportunities for input from senior level direct reports, and a cross-section of constituent groups external to the unit closely aligned with or impacted by the work of the Program Director. The Dean or School Director shall prepare a written report on the Program Director's administrative performance that shall include a summary of the input received. The Dean or School Director will share this written report with the Program Director, with a copy to the Provost. The Program Director shall have the right to submit a written response. The Dean or School Director shall maintain a file of all review materials and any responses from the Program Director.

### **304.1.7 Appointment Termination.**

Program Director appointments terminate through resignation, non-reappointment, or termination for cause.

- a. Resignation. Resignation by a Program Director must be made in writing to the Supervisor, with a copy to the Provost. The Dean must be copied on any resignation letters to the School Director or Department Chair. The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Program Director and the supervisor in consultation with the next-level supervisor.
- b. Notice of Non-reappointment. Subject to the provisions of section 304.1.4, notice of non-reappointment will be given in writing by the supervisor to the Program Director, with

the prior approval of the Provost, no later than May 1 of the year in progress, in the absence of extenuating circumstances.

c. Compensation on Assumption or Resumption of Faculty Appointment. Upon resignation or non-reappointment, a Program Director assuming or resuming a faculty appointment as to which a tenured or contractual right of appointment exists will do so at the salary set by the supervisor in consultation with the Program Director's Department Chair and Dean. The salary may include consideration of administrative experience gained as well as factors including the salary range of faculty of the same rank in the academic unit, academic experience and expertise, standing in the academic discipline, and duties to be performed. The individual shall also be entitled to the benefits otherwise available to faculty under the applicable Faculty Handbook or applicable collective bargaining agreement. Program Directors eligible to accrue vacation time shall be paid for up to 270 hours within thirty days following the effective date of termination of the Program Director's appointment, except in cases where the Program Director assumes or resumes a twelve-month faculty appointment, in which case it will be carried over.

d. Termination for Cause. A Program Director is subject to termination for cause in the event of serious malfeasance or nonfeasance, including without limitation violations of University policy or law relevant to fitness as Program Director, gross insubordination, falsification of records, or grossly negligent acts or omissions in the performance of duties. Any allegations of serious malfeasance or nonfeasance shall be referred to, or initiated by, the supervisor. If, after consulting with the Provost, the supervisor concludes that the conduct, if proved, would constitute a basis for termination, the provisions of the Collective Bargaining Agreement apply.

### **304.1.8 Faculty Appointment**

A Program Director who has a preexisting faculty appointment shall retain the appointment notwithstanding a termination for cause of the Program Director appointment, unless the faculty status is itself affected under procedures applicable to faculty appointments. Duties associated with the faculty appointment shall resume as soon as feasible in light of Academic Program needs as reasonably determined by the Dean or School Director in consultation with the Program Director's Chairperson, but ordinarily no later than the first full semester following termination of the appointment.

## **304.2 Academic Program Governance and Functions**

### **304.2.1 Self-Governance**

Each Academic Program has jurisdiction over matters that concern its own internal policy and practices as long as the authority is exercised in a manner consistent with the policies of the College or School or Department and of the University. Questions of precedence shall be determined in accordance with section 030.2. The Dean or School Director or Department Chair shall resolve questions of jurisdiction and responsibility between the Academic Program of a College, School, or School within a College, or Department upon referral of those questions by a Program Director to the Dean or School Director or Department Chair. The Dean or School Director shall also resolve questions of jurisdiction between an Academic Program and the faculty upon referral of those questions by the Program Director or a faculty



member of an affected Academic Program to the Dean or School Director or Department Chair.

### **304.2.2 Functions of an Academic Program**

The principal functions of an Academic Program are to:

- a. Develop an appropriate program of instruction consistent with that of the Department, College or School and the University;
- b. Study and employ ways and means of making its instruction more effective; and
- c. Maintain and effectively utilize the resources entrusted to it by the University.

## **305 Schools Within Colleges**

### **305.1 School Directors**

#### **305.1.1 Description and Responsibilities**

A School Director is the administrator responsible for management and coordination of the work of a school within a college as more specifically set forth in section 305.1.5.

#### **305.1.2 Recruitment**

Upon authorization of the Provost, the Dean shall commence an internal or external recruitment for a new School Director assisted and advised by a search committee appointed by the Dean in consultation with the Provost. The search committee will ordinarily include no fewer than three members of the School, two of whom will be elected by the School faculty. The committee may also include a Program Director from the School or another Department or Program within the College for which the School Director is being recruited; and, as desirable, a faculty member from another College or freestanding School whose academic programs interrelate with those of the School for which the School Director is being recruited. A majority of the search committee members shall hold appointments in the School for which the School Director is being recruited. The search committee shall invite all members of the School to meet candidates and to express their recommendations through the search committee to the Dean. Subject to the approval of the Provost, and following consideration by the Dean and the Provost of the recommendations of the search committee, the School Director is appointed by the Dean of the College.

#### **305.1.3 Initial Appointment**

Initial School Director appointments are for a period of one year and are subject to annual reappointment on a schedule commensurate with the University fiscal year. The salary upon initial appointment of a School Director, including the base salary associated with the faculty appointment, shall be set by the Provost following recommendation of the Dean and may, in the case of a faculty member assuming the appointment, include a salary increment for the assumption of School Director duties. The Dean shall inform the School Director in writing at the time of initial appointment and any subsequent reappointments of the amount of any

increment, such as an administrative stipend, associated with the School Director duties and the basis for re-calculation of salary when the School Director resumes or assumes a faculty appointment. All School Director appointments shall be made expressly subject to applicable benefits policies and plans and to the provisions of the University Manual.

#### **305.1.4 Reappointment**

Following the initial term of appointment, School Directors are subject to annual reappointment consideration. Decisions as to reappointment and non-reappointment shall be made by the appropriate Dean prior to expiration of the appointment term in progress, subject to the prior approval of the Provost. A non-reappointment decision shall be based upon performance or reasonably derived strategic, programmatic, administrative, or financial reasons. The Dean shall give the School Director notice of non-reappointment in writing, with a statement of reasons. A School Director whose appointment expires at the end of the term in progress and who holds a faculty appointment to which a tenured or contractual right of appointment exists will be expected to resume active duties as a faculty member during the immediately upcoming semester unless he or she provides written notice of resignation from the faculty appointment to the Provost, with a copy to the Dean, within thirty calendar days of receipt of notice of non-reappointment.

#### **305.1.5 Responsibilities of the School Director**

The School Director is responsible to the Dean for the effective management and coordination of the work of a school within a college. The School Director's duties include:

- d. Consulting with Program Directors regarding faculty contributions and effort devoted to the School;
- e. Attending to courses of instruction and their purpose and content, and scheduling courses for and otherwise making assignments to faculty in cooperation with Program Directors;
- f. Assessing the effectiveness of School instruction and student advising;
- g. Making recommendations to the Dean, following such consultation with School faculty as may be required by School guidelines, on the appointment of new faculty and reappointment of faculty to the School;
- h. Fostering research and scholarship by School faculty, and assisting in appropriate administration of the research;
- i. Mentoring faculty and contributing to annual performance review of faculty and reviews relating to reappointment, promotion and tenure;
- j. Initiating corrective action relative to School faculty performance or conduct;
- k. Preparing a budget for the School and managing the budget after its adoption;

- i. Scheduling meetings to conduct School business, periodically on his/her own initiative or at the request of any two members of the School, and otherwise consulting with School faculty as may be necessary or desirable to the effective administration of the School; and
- j. Being familiar with University, College, School, and Program policies and collective bargaining agreements as necessary to effectively carry out the responsibilities of a School Director.

### **305.1.6 Performance Review**

a. Annual Review. The Dean shall conduct an annual written performance review of each School Director in the College. The Dean will meet with each School Director individually to discuss the results of the review and, subject to the approval of the Provost, to convey a reappointment decision and, as applicable, a salary award for the upcoming year.

b. Third-Year Review. The Dean shall conduct a formative written review of each School Director's performance during the fall semester of the third year of each five-year interval of appointment. The third-year evaluation process has as its primary goal to facilitate continued improvement of the academic leadership and management of the School, for the benefit of the School, the College, and the University. Each School faculty and staff member shall be afforded an opportunity to provide input into this third-year performance review. Such input will be based upon the School Director's performance of the responsibilities set forth in section 305.1.5 and as otherwise defined by the University through proper channels. For the third-year reviews, standardized evaluation forms will be distributed and administered by the Dean's office in electronic format, so that confidentiality may be assured. The standardized form shall have the following characteristics: 1) the form will use a combination of descriptive criteria upon which the School Director shall be ranked and opportunities for narrative comments to justify the ranks assigned; 2) respondents may reveal their identity but are not required to do so; and 3) the identities of the participants will not be revealed to the School Director under review. The Dean shall prepare a written report on the School Director's administrative performance that shall include a summary of the faculty, staff, and student evaluations. The Dean will share this written report with the School Director, with a copy to the Provost. The School Director shall have the right to submit a written response. The Dean shall maintain a file of the third-year performance appraisals, the individual evaluation forms, and any responses from the School Director.

c. Periodic Comprehensive Review. All School Directors shall undergo a summative performance review at intervals of no more than five years. The primary objective of this review is to provide advice to the Dean as they determine whether a School Director's appointment should be continued. Such a review may be initiated at an earlier point at the request of the Dean, the School Director, or a majority of the faculty of the School eligible to vote in School matters pursuant to the policies or established practices of the School. The Dean shall appoint a committee to review the School Director, consisting of a minimum of five members, two of whom shall be elected faculty representatives from the School. A minimum of three members of the committee, including its chair, must come from outside the School. Unless an earlier review is initiated pursuant to this subsection,

the committee will be charged during the fall semester of the fifth year. The review committee shall conduct its work in an expeditious manner. It will begin with a thorough review of the third-year evaluation documents. It shall consult with all faculty members, students, staff, and other administrators in the School. The committee shall submit a report, in writing, to the appropriate Dean no later than February 1. The Dean shall present the full report of the review committee to the School Director, with a copy to the Provost. An accurate summary of the findings of the report will be made available to every faculty and staff member.

### **305.1.7 Appointment Termination.**

School Director appointments terminate through resignation, non-reappointment, or termination for cause.

a. Resignation. Resignation by a School Director must be made in writing to the Dean, with a copy to the Provost. The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the School Director and the Dean, the latter in consultation with the Provost.

b. Notice of Non-reappointment. Subject to the provisions of section 305.1.4, notice of non-reappointment will be given in writing by the Dean to the School Director, with the prior approval of the Provost, no later than May 1 of the year in progress, in the absence of extenuating circumstances.

c. Compensation on Assumption or Resumption of Faculty Appointment. Upon resignation or non-reappointment, a School Director assuming or resuming a faculty appointment as to which a tenured or contractual right of appointment exists will do so at the salary set by the Dean in consultation with the successor School Director. The salary may include consideration of administrative experience gained as well as factors including the salary range of faculty of the same rank in the academic unit, academic experience and expertise, standing in the academic discipline, and duties to be performed. The individual shall also be entitled to the benefits otherwise available to faculty under the applicable Faculty Handbook or applicable collective bargaining agreement. School Directors eligible to accrue vacation time shall be paid for up to 270 hours within thirty days following the effective date of termination of the School Director's appointment, except in cases where the School Director assumes or resumes a twelve-month faculty appointment, in which case it will be carried over.

d. Termination for Cause. A School Director is subject to termination for cause in the event of serious malfeasance or nonfeasance, including without limitation violations of University policy or law relevant to fitness as School Director, gross insubordination, falsification of records, or grossly negligent acts or omissions in the performance of duties. Any allegations of serious malfeasance or nonfeasance shall be referred to, or initiated by, the Dean or School Director. If, after consulting with the Provost, the Dean concludes that the conduct, if proved, would constitute a basis for termination, the procedures below will apply.

i. Notice of Charges. The Dean will promptly issue the School Director written notice of charges and a summary of the preliminary supporting evidence, and provide the School Director with an opportunity to respond within a specified time to the charges in a meeting and in writing. If the Dean determines that it would be in the best interests of the University, the College, or the School for the School Director to be placed on paid administrative leave pending the results of an investigation, in the absence of extenuating circumstances the leave will be instituted with written notice to the School Director immediately following provision of the opportunity to respond to the charges.

ii. Investigation. The Dean will promptly commence an investigation responsive in nature and scope to the pending charges. If an investigative procedure otherwise relevant to the charges applies (such as those relating to investigative audits or discrimination complaints), the Dean will request initiation of such a process and await its findings and recommendations. The investigation will be completed within twenty business days except in extenuating circumstances, in which latter case the Dean will advise the School Director in writing of the delay and the revised date for completion of the investigation.

iii. Notice of Decision. After the investigation is complete, the Dean will in writing convey its results to the School Director, who will be given an opportunity to respond to the Dean in writing within ten business days. The Dean will issue a final written decision within twenty business days of receipt of the School Director's written response to the investigative report or within twenty business days following expiration of the response period if no response is submitted. The Dean's decision shall include a reiteration of the charges; a ruling on the charges, including a summary of the supporting evidence and statement of rationale for the decision; if the decision is to terminate the appointment, the effective date of termination; and the appeal process, including the filing deadline.

iv. Appeal of Decision; Final Decision. The School Director may appeal to the Provost within ten business days following issuance of the Dean's decision. The appeal is made by the School Director filing with the Provost a notice of appeal and an explanation of the basis for the appeal. If an appeal is filed, the Provost will issue a final written decision within twenty business days of receipt of the appeal, a copy of which will be sent to the Dean. If the School Director does not appeal within the required time frame, or does not obtain from the Provost an extension of time within which to appeal for reasonable cause shown, the decision of the Dean shall be final. Compensation associated with the School Director appointment shall end as of the effective date of termination.

v. Faculty Appointment. A School Director who has a preexisting faculty appointment shall retain the appointment notwithstanding a termination for cause of the School Director appointment, unless the faculty status is itself affected under procedures applicable to faculty appointments. Duties associated with the faculty appointment shall resume as soon as feasible in light of School needs as reasonably determined by the Dean in consultation with the successor School Director, but ordinarily no later than the first full semester following termination of the appointment.

## **305.2 School Within a College Governance and Functions**

### **305.2.1 Self-Governance**

Each School within a College has jurisdiction over matters that concern its own internal policy and practices as long as the authority is exercised in a manner consistent with the policies of the College, and of the University. Questions of precedence shall be determined in accordance with section 030.2. The Dean shall resolve questions of jurisdiction and responsibility between Schools, and Departments and Programs in a College upon referral of those questions by a School Director to the Dean. The Dean shall also resolve questions of jurisdiction between a School and the faculty upon referral of those questions by the School Director or a faculty member of an affected School to the Dean.

### **305.2.2 Functions of a School Within a College**

The principal functions of a School within a College are to:

- a. Develop an appropriate program of instruction consistent with that of College and the University;
- b. Study and employ ways and means of making its instruction more effective; and
- c. Maintain and effectively utilize the resources entrusted to it by the University.

## **306 Colleges and Freestanding Schools**

### **306.1 Associate Deans**

#### **306.1.1 Description and Responsibilities**

As delegated by the Dean, Associate Deans are responsible for supporting the management and coordination of work in a College or freestanding School as more specifically set forth in section 306.1.5.

#### **306.1.2 Recruitment**

Upon authorization of the Provost, the Dean shall commence an internal recruitment for a new Associate Dean. The recruitment process will be determined by the Dean and will include an open call announcing the position vacancy and providing all eligible faculty members with an opportunity to apply. The Dean may be assisted and advised by a committee. The Dean appoints the Associate Dean in consultation with the Provost. The process for externally recruited Associate Deans shall mirror faculty recruitment procedures as appropriate, as the Associate Dean will require an underlying academic appointment.

#### **306.1.3 Initial Appointment**

Initial Associate Dean appointments are for one year and are subject to annual reappointment on a schedule commensurate with the University fiscal year. The salary upon initial appointment of an Associate Dean, including the base salary associated with the faculty

appointment, shall be set by the Provost following recommendation of the Dean and may, in the case of a faculty member assuming the appointment, include a salary increment for the assumption of Associate Dean duties. The Dean shall inform the Associate Dean in writing at the time of initial appointment and any subsequent reappointments of the amount of any increment, such as an administrative stipend, associated with the Associate Dean duties and the basis for re-calculation of salary when the Associate Dean resumes or assumes a faculty appointment. All Associate Dean appointments shall be made expressly subject to applicable benefits policies and plans and to the provisions of the University Manual.

#### **306.1.4 Reappointment**

Following the initial term of appointment, Associate Deans are subject to annual reappointment consideration. Decisions as to reappointment and non-reappointment shall be made by the appropriate Dean prior to expiration of the appointment term in progress, subject to the prior approval of the Provost. A non-reappointment decision shall be based upon performance or reasonably derived strategic, programmatic, administrative, or financial reasons. The Dean shall give the Associate Dean notice of non-reappointment in writing, with a statement of reasons. An Associate Dean whose appointment expires at the end of the term in progress and who holds a faculty appointment to which a tenured or contractual right of appointment exists will be expected to resume active duties as a faculty member during the immediately upcoming semester unless he or she provides written notice of resignation from the faculty appointment to the Provost, with a copy to the Dean, within thirty calendar days of receipt of notice of non-reappointment.

#### **306.1.5 Responsibilities of the Associate Dean**

The Associate Dean is responsible to the Dean for the effective management and coordination of particular elements of the work of the College or School as delegated by the Dean and may include areas such as academic affairs, enrollment management, faculty affairs, research, or student affairs. In freestanding Schools, an Associate Dean may also be responsible for duties typically assigned to Department Chairs relative to faculty assignments, supervision, review, and the reappointment, promotion, and tenure processes.

#### **306.1.6 Performance Review**

a. Annual Review. The Dean shall conduct an annual written performance review of each Associate Dean in the College or School. The Dean will meet with each Associate Dean individually to discuss the results of the review and, subject to the approval of the Provost, to convey a reappointment decision and, as applicable, a salary award for the upcoming year.

b. Comprehensive Review. The Dean shall conduct a comprehensive review of each Associate Dean within the first five years of the appointment. The primary goals of the review are to assess the Associate Dean's effectiveness and to facilitate continued improvement. The review process will be determined by the supervisor and the Provost, and shall provide confidential opportunities for input from senior level direct reports, and a cross-section of constituent groups external to the unit closely aligned with or impacted by the work of the Associate Dean. The Dean shall prepare a written report on the Associate

Dean's administrative performance that shall include a summary of the input received. The Dean will share this written report with the Associate Dean, with a copy to the Provost. The Associate Dean shall have the right to submit a written response. The Dean shall maintain a file of all review materials and any responses from the Associate Dean.

### **306.1.7 Appointment Termination.**

Associate Dean appointments terminate through resignation, non-reappointment, or termination for cause.

- a. Resignation. Resignation by an Associate Dean must be made in writing to the Dean with a copy to the Provost. The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Associate Dean and the Dean.
- b. Notice of Non-reappointment. Subject to the provisions of section 306.1.4, notice of non-reappointment will be given in writing by the Dean to the Associate Dean, with the prior approval of the Provost, no later than May 1 of the year in progress, in the absence of extenuating circumstances.
- c. Compensation on Assumption or Resumption of Faculty Appointment. Upon resignation or non-reappointment, an Associate Dean assuming or resuming a faculty appointment as to which a tenured or contractual right of appointment exists will do so at the salary set by the Dean in consultation with the Associate Dean's Department Chair or Program Director. The salary may include consideration of administrative experience gained as well as factors including the salary range of faculty of the same rank in the academic unit, academic experience and expertise, standing in the academic discipline, and duties to be performed. The individual shall also be entitled to the benefits otherwise available to faculty under the applicable Faculty Handbook or applicable collective bargaining agreement. Associate Deans eligible to accrue vacation time shall be paid for up to 270 hours within thirty days following the effective date of termination of the Associate Dean's appointment, except in cases where the Associate Dean assumes or resumes a twelve-month faculty appointment, in which case it will be carried over.
- d. Termination for Cause. An Associate Dean is subject to termination for cause in the event of serious malfeasance or nonfeasance, including without limitation violations of University policy or law relevant to fitness as Associate Dean, gross insubordination, falsification of records, or grossly negligent acts or omissions in the performance of duties. Any allegations of serious malfeasance or nonfeasance shall be referred to, or initiated by, the Dean. If, after consulting with the Provost, the Dean concludes that the conduct, if proved, would constitute a basis for termination, the procedures below will apply to Associate Deans who are not members of the Collective Bargaining Unit.
  - i. Notice of Charges. The Dean will promptly issue the Associate Dean written notice of charges and a summary of the preliminary supporting evidence, and provide the Associate Dean with an opportunity to respond within a specified time to the charges in a meeting and in writing. If the Dean determines that it would be in the best interests of the University, the College or School for the Associate Dean to be placed on paid administrative leave pending the results of an investigation, in the absence of



extenuating circumstances the leave will be instituted with written notice to the Associate Dean immediately following provision of the opportunity to respond to the charges.

ii. Investigation. The Dean will promptly commence an investigation responsive in nature and scope to the pending charges. If an investigative procedure otherwise relevant to the charges applies (such as those relating to investigative audits or discrimination complaints), the Dean will request initiation of such a process and await its findings and recommendations. The investigation will be completed within twenty business days except in extenuating circumstances, in which latter case the Dean will advise the Associate Dean in writing of the delay and the revised date for completion of the investigation.

iii. Notice of Decision. After the investigation is complete, the Dean will in writing convey its results to the Associate Dean, who will be given an opportunity to respond to the Dean in writing within ten business days. The Dean will issue a final written decision within twenty business days of receipt of the Associate Dean's written response to the investigative report or within twenty business days following expiration of the response period if no response is submitted. The Dean's decision shall include a reiteration of the charges; a ruling on the charges, including a summary of the supporting evidence and statement of rationale for the decision; if the decision is to terminate the appointment, the effective date of termination; and the appeal process, including the filing deadline.

iv. Appeal of Decision; Final Decision. The Associate Dean may appeal to the Provost within ten business days following issuance of the Dean's decision. The appeal is made by the Associate Dean filing with the Provost a notice of appeal and an explanation of the basis for the appeal. If an appeal is filed, the Provost will issue a final written decision within twenty business days of receipt of the appeal, a copy of which will be sent to the Dean. If the Associate Dean does not appeal within the required time frame, or does not obtain from the Provost an extension of time within which to appeal for reasonable cause shown, the decision of the Dean shall be final. Compensation associated with the Associate Dean appointment shall end as of the effective date of termination.

v. Faculty Appointment. An Associate Dean who has a preexisting faculty appointment shall retain the appointment notwithstanding a termination for cause of the Associate Dean appointment, unless the faculty status is itself affected under procedures applicable to faculty appointments. Duties associated with the faculty appointment shall resume as soon as feasible in light of Department or Academic Program needs as reasonably determined by the Dean in consultation with the Associate Dean's Chairperson or Program Director, but ordinarily no later than the first full semester following termination of the appointment.

## **307 Office of the Provost**

### **307.1 Academic Vice Provosts**

#### **307.1.1 Description and Responsibilities**

As delegated by the Provost, an Academic Vice Provost (or “Vice Provost”) is responsible for management and coordination of work in the Office of the Provost and/or a Vice Provostial division as determined by the Provost, as more specifically set forth in section 307.1.5, and for which faculty standing and a tenured faculty appointment is required.

#### **307.1.2 Recruitment**

Upon authorization of the President, the Provost shall commence an internal recruitment for a new Vice Provost. The recruitment process will be determined by the Provost and will include an open call announcing the position vacancy and providing all eligible faculty members with an opportunity to apply. The Provost may be assisted and advised by a committee. The Provost appoints the Vice Provost in consultation with the President. The process for externally recruited Vice Provosts shall mirror faculty recruitment procedures as appropriate, as the Vice Provost will require an underlying academic appointment.

#### **307.1.3 Initial Appointment**

Initial Vice Provost appointments are for a period of one year and are subject to annual reappointment on a schedule commensurate with the University fiscal year. The salary upon initial appointment of a Vice Provost, including the base salary associated with the faculty appointment, shall be set by the Provost following recommendation of the Dean and may, in the case of a faculty member assuming the appointment, include a salary increment for the assumption of Vice Provost duties. The Provost shall inform the Vice Provost in writing at the time of initial appointment and any subsequent reappointments of the amount of any increment, such as an administrative stipend, associated with the Vice Provost duties and the basis for re-calculation of salary when the Vice Provost resumes or assumes a faculty appointment. All Vice Provost appointments shall be made expressly subject to applicable benefits policies and plans and to the provisions of the University Manual.

#### **307.1.4 Reappointment**

Following the initial term of appointment, Vice Provosts are subject to annual reappointment consideration. Decisions as to reappointment and non-reappointment shall be made by the Provost prior to expiration of the appointment term in progress, subject to the prior approval of the President. A non-reappointment decision shall be based upon performance or reasonably derived strategic, programmatic, administrative, or financial reasons. The Provost shall give the Vice Provost notice of non-reappointment in writing, with a statement of reasons. A Vice Provost whose appointment expires at the end of the term in progress and who holds a faculty appointment to which a tenured or contractual right of appointment exists will be expected to resume active duties as a faculty member during the immediately upcoming fall semester unless they provide written notice of resignation from the faculty appointment to the Provost within thirty calendar days of receipt of notice of non-reappointment.

**307.1.5 Responsibilities of the Academic Vice Provost**

The Vice Provost is responsible to the Provost for the effective management and coordination of particular elements of the work of the Office of the Provost and/or a Provostial division as delegated by the Provost and may include areas such as academic affairs, faculty affairs, and research.

**307.1.6 Performance Review**

- a. Annual Review. The Provost shall conduct an annual written performance review of each Vice Provost. The Provost will meet with each Vice Provost individually to discuss the results of the review and, subject to the approval of the President, to convey a reappointment decision and, as applicable, a salary award for the upcoming year.
- b. Comprehensive Review. The Provost shall conduct a comprehensive review of each Academic Vice Provost within the first five years of the appointment. The primary goals of the review are to assess the Academic Vice Provost's effectiveness and to facilitate continued improvement. The review process will be determined by the Provost and the President, and shall provide confidential opportunities for input from senior-level direct reports, and a cross-section of constituent groups external to the unit closely aligned with or impacted by the work of the Academic Vice Provost. The Provost shall prepare a written report on the Academic Vice Provost's administrative performance that shall include a summary of the input received. The Provost will share this written report with the Academic Vice Provost, with a copy to the President. The Academic Vice Provost shall have the right to submit a written response. The Provost shall maintain a file of all review materials and any responses from the Academic Vice Provost.

**307.1.7 Appointment Termination**

Vice Provost appointments terminate through resignation, non-reappointment, or termination with notice or for cause as governed by Section 204.3 of the University Manual.

**308 University-wide Academic Centers and Institutes****308.1 Academic Center and Institute Directors****308.1.1 Description and Responsibilities**

The Academic Center/Institute Director is the administrator responsible for management and coordination of the work of a center or institute as more specifically set forth in section 308.1.5.

**308.1.2 Recruitment**

Upon authorization of the Provost and/or President, the Vice President for Research or Provost (“supervisor”), shall commence an internal recruitment for a new Academic Center/Institute Director. The recruitment process will be determined by the supervisor and will include an open call announcing the position vacancy and providing all eligible faculty members with an opportunity to apply. The supervisor may be assisted and advised by a committee. The supervisor appoints the Academic Center/Institute Director in consultation with the President and/or Provost. The process for externally recruited Academic Center/Institute Directors shall mirror faculty recruitment procedures as appropriate as the Academic Center/Institute Director will require an underlying academic appointment.

**308.1.3 Initial Appointment**

Initial Academic Center/Institute Director appointments are for a period of one year and are subject to annual reappointment on a schedule commensurate with the University fiscal year. The salary upon initial appointment of an Academic Center/Institute Director, including the base salary associated with the faculty appointment, shall be set by the supervisor following recommendation of the Provost and Dean and may, in the case of a faculty member assuming the appointment, include a salary increment for the assumption of Academic Center/Institute Director duties. The supervisor shall inform the Academic Center/Institute Director in writing at the time of initial appointment and any subsequent reappointments of the amount of any increment, such as an administrative stipend, associated with the Academic Center/Institute Director duties and the basis for re-calculation of salary when the Academic Center/Institute Director resumes or assumes a faculty appointment. All Academic Center/Institute Director appointments shall be made expressly subject to applicable benefits policies and plans and to the provisions of the University Manual.

**308.1.4 Reappointment**

Following the initial term of appointment, Academic Center/Institute Directors are subject to annual reappointment consideration. Decisions as to reappointment and non-reappointment shall be made by the supervisor prior to expiration of the appointment term in progress, subject to the prior approval of the President and/or Provost. A non-reappointment decision shall be based upon performance or reasonably derived strategic, programmatic, administrative, or financial reasons. The supervisor shall give the Academic Center/Institute Director notice of non-reappointment in writing, with a statement of reasons. An Academic Center/Institute Director whose appointment expires at the end of the term in progress and who holds a faculty appointment to which a tenured or contractual right of appointment exists will be expected to resume active duties as a faculty member during the immediately upcoming semester unless they provide written notice of resignation from the faculty appointment to the supervisor, with a copy to the Dean, within thirty calendar days of receipt of notice of non-reappointment.

**308.1.5 Responsibilities of the Academic Center or Institute Director**

The Academic Center/Institute Director is responsible to the supervisor for the effective management and coordination of the work of the Academic Center/Institute. The Academic Center/Institute Director’s duties include:

- a. Coordinating Center/Institute needs in cooperation with Deans, School Directors, Chairpersons and/or other Program Directors;
- b. Assessing the effectiveness of Academic Center/Institute activities;
- c. Making recommendations to the supervisor, following such consultation with Academic Center/Institute faculty as may be required by Academic Center/Institute guidelines, on the appointment of new faculty and reappointment of faculty to the Academic Center/Institute;
- d. Fostering research, scholarship, and engagement related to the Academic Center/Institute;
- e. Provide mentorship for faculty as appropriate.
- f. Preparing a budget for the Academic Center/Institute and managing the budget after its adoption; seeking external resources to support Academic Center/Institute activities;
- g. Scheduling meetings to conduct Academic Center/Institute business, periodically on their own initiative or at the request of any two members of the Academic Center/Institute and otherwise consulting with Academic Center/Institute faculty as may be necessary or desirable to the effective administration of the Academic Center/Institute; and
- h. Being familiar with University, College/School, and Academic Center/Institute policies and collective bargaining agreements as necessary to effectively carry out the responsibilities of an Academic Center/Institute Director.

### **308.1.6 Performance Review**

- a. Annual Review. The supervisor shall conduct an annual written performance review of each Academic Center/Institute Director. The supervisor will meet with each Academic Center/Institute Director individually to discuss the results of the review and, subject to the approval of the President and/or Provost, to convey a reappointment decision and, as applicable, a salary award for the upcoming year.
- b. Comprehensive Review. The supervisor shall conduct a comprehensive review of each Academic Center or Institute Director within the first five years of the appointment. The primary goals of the review are to assess the Academic Center or Institute Director's effectiveness and to facilitate continued improvement. The review process will be determined by the supervisor and the next-level supervisor, and shall provide confidential opportunities for input from senior level direct reports, and a cross-section of constituent groups external to the unit closely aligned with or impacted by the work of the Academic Center or Institute Director. The supervisor shall prepare a written report on the Academic Center or Institute Director's administrative performance that shall include a summary of the input received. The supervisor will share this written report with the Academic Center/Institute Director, with a copy to the President. The Academic Center/Institute Director shall have the right to submit a written response. The supervisor shall maintain a file of all review materials and any responses from the Academic Center/Institute Director.

### 308.1.7 Appointment Termination

Academic Center/Institute Director appointments terminate through resignation, non-reappointment, or termination for cause.

a. Resignation. Resignation by an Academic Center/Institute Director must be made in writing to the supervisor, with a copy to the President and/or Provost, and Dean. The resignation shall take effect upon a date and terms memorialized in writing and mutually agreed by the Academic Center/Institute Director and the supervisor, and the next-level supervisor.

b. Notice of Non-reappointment. Subject to the provisions of section 308.1.4, notice of non-reappointment will be given in writing by the supervisor to the Academic Center/Institute Director, with the prior approval of the next-level supervisor, no later than May 1 of the year in progress, in the absence of extenuating circumstances.

c. Compensation on Assumption or Resumption of Faculty Appointment. Upon resignation or non-reappointment, an Academic Center/Institute Director assuming or resuming a faculty appointment as to which a tenured or contractual right of appointment exists will do so at the salary set by the supervisor in consultation with the Academic Center/Institute's Director's Dean. The salary may include consideration of administrative experience gained as well as factors including the salary range of faculty of the same rank in the academic unit, academic experience and expertise, standing in the academic discipline, and duties to be performed. The individual shall also be entitled to the benefits otherwise available to faculty under the applicable Faculty Handbook or applicable collective bargaining agreement. Academic Center/Institute Directors eligible to accrue vacation time shall be paid for up to 270 hours within thirty days following the effective date of termination of the Academic Center/Institute Director's appointment, except in cases where the Academic Center/Institute Director assumes or resumes a twelve-month faculty appointment, in which case it will be carried over.

d. Termination for Cause. An Academic Center/Institute Director is subject to termination for cause in the event of serious malfeasance or nonfeasance, including without limitation violations of University policy or law relevant to fitness as Academic Center/Institute Director, gross insubordination, falsification of records, or grossly negligent acts or omissions in the performance of duties. Any allegations of serious malfeasance or nonfeasance shall be referred to, or initiated by, the supervisor. If, after consulting with the next-level supervisor, the supervisor concludes that the conduct, if proved, would constitute a basis for termination, the provisions of the Collective Bargaining Agreement apply.

e. Faculty Appointment. An Academic Center/Institute Director who has a preexisting faculty appointment shall retain the appointment notwithstanding a termination for cause of the Academic Center/Institute Director appointment, unless the faculty status is itself affected under procedures applicable to faculty appointments. Duties associated with the faculty appointment shall resume as soon as feasible in light of College/School needs as reasonably determined by the Dean in consultation with the Academic Center/Institute's

Director's Chairperson or Program Director, but ordinarily no later than the first full semester following termination of the appointment.

## **308.2 Academic Center and Institute Governance and Functions**

### **308.2.1 Self-Governance**

Each Academic Center/Institute has jurisdiction over matters that concern its own internal policy and practices as long as the authority is exercised in a manner consistent with the policies of the University. Questions of precedence shall be determined in accordance with section 030.2. The supervisor shall resolve questions of jurisdiction and responsibility of an Academic Center/Institute upon referral of those questions by an Academic Center/Institute Director. The supervisor shall also resolve questions of jurisdiction between an Academic Center/Institute and the faculty upon referral of those questions by the Academic Center/Institute Director or a faculty member of an affected unit.

### **308.2.2 Functions of an Academic Center or Institute**

The principal functions of an Academic Center/Institute are to:

- a. Facilitate the performance of interdisciplinary or focused curricular or instruction, research, scholarship or creative arts activities consistent with that of the University,
- b. Study and employ ways and means of making its activities more effective; and
- c. Maintain and effectively utilize the resources entrusted to it by the University.

## APPENDICES

### [FACULTY SENATE CONSTITUTION AND BYLAWS](#)

#### FACULTY AGREEMENTS

[Larner College of Medicine Faculty Handbook](#)

[Collective Bargaining Agreement governing represented full-time faculty](#)

[Collective Bargaining Agreement governing represented part-time faculty](#)

### [UNIVERSITY CATALOGUE](#)

### [BOARD OF TRUSTEES' POLICY MANUAL](#)

### [UNIVERSITY POLICIES WEBPAGE](#)



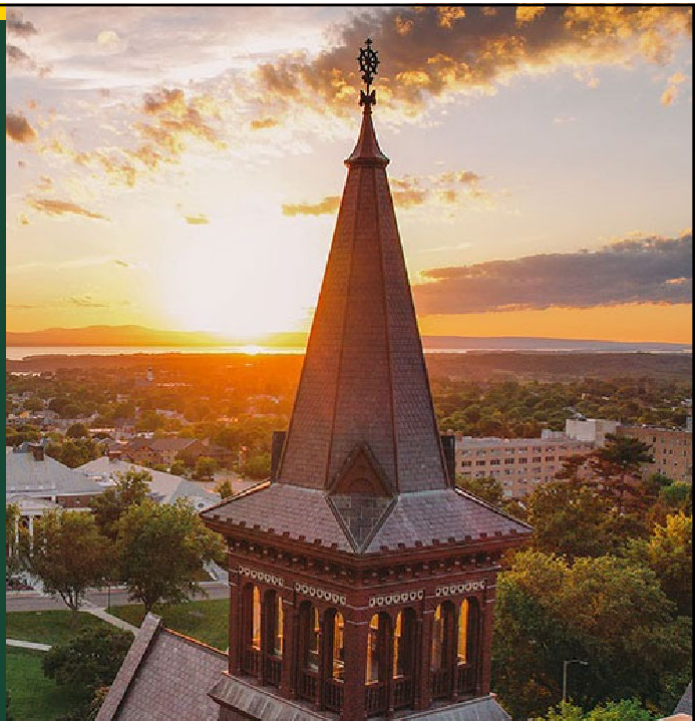
# Positioning & Brand Essence

Committee of the Whole – May 17, 2024

Joel Seligman, Chief Communications &  
Marketing Officer

For individuals committed to a thriving future for people and planet, UVM is the leading university where discovery, creativity, community, and action coalesce to secure a healthier, greener tomorrow.

**For people and planet.**



## 8 Core Messages



Now is the time



Discovery and innovation



Global influence



Our Common Ground



Sustainability is in our DNA



Uncompromising belonging



Hand-crafted for you in Vermont



Catamounts lead; Catamounts succeed



### Now is the time

A thriving future for people and planet requires serious action now. UVM's distinctive excellence in human health and environmental programs is more critical today—to industry, government, and citizens—than ever before. Our singular, urgent goal: make tomorrow better.

### Discovery and innovation

A comprehensive, intensively-productive research university, UVM is a place of discovery, a catalyst for innovation, an incubator of new ventures. Immersed in research in all disciplines, our students, faculty, and staff learn how to test and bring to market ideas that will change the world.



### Global influence

UVM is an emerging hub of cross-cultural engagement and with lasting global reach. Our researchers and their ideas are influential around the world. We nurture a global mindset that celebrates differences and strives for equity. Increasing numbers of international researchers, scholars, artists, clinicians, leaders, and citizens seek out UVM to advance their future.





## Our Common Ground

We recognize and live by “Our Common Ground” values: respect, integrity, innovation, openness, justice, and responsibility. These values define our campus community and shape our careers as students, scholars, and professionals.



## Sustainability is in our DNA

We are unwavering champions of healthy, sustainable interactions between people and the environment, prolific producers of ground-breaking scholarship in health sciences and environmental systems, leaders of outreach and professional practices that help communities and ecosystems thrive. We choose to live, work, and play in ways that forge a healthier, greener world.





## Uncompromising belonging

UVM is committed to inclusive excellence, strengthened by enduring relationships, and invigorated by personal engagement. Students, faculty, and staff come to UVM as unique individuals, and we do our best work when we collaborate. We welcome and celebrate every person, every identity.

## Hand-crafted for you, in Vermont

Soaring mountains, shimmering lakes, expansive forests, organic farms, brilliant night skies, unmatched natural beauty—Vermont, like UVM, is an experience like no other. Your journey will be unique, tailored to meet your goals. You deserve nothing less.





### Catamounts lead; Catamounts succeed

The future demands committed, brave leaders in every sector. Catamounts are biologists and painters, physicians and farmers, CEOs and teachers—people in every field with the courage, vision, global mindset, and ambition to effect lasting change.





University  
of Vermont

Office of the  
General Counsel

**To:** Board of Trustees of the University of Vermont and State Agricultural College  
**From:** Richard Cate, Vice President for Finance and Administration  
Trent Klingerman, Vice President for Legal Affairs and General Counsel  
**Date:** May 10, 2024  
**RE:** Board Delegation and Retention of Authority

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## Introduction

State statute vests authority in the Board of Trustees of the University of Vermont and State Agricultural College (the “Board”) to control the “funds appropriated to” and “the work carried on” at the University of Vermont. This broad, plenary authority is delegable and has, with a few exceptions, been delegated to the President of the University and to the Faculty, which acts through its senate in certain matters related to the academic mission of the University. Historically, at UVM, the Board has specifically retained authority in 39 areas. The current Resolution is attached as **Appendix A** to this Memorandum. It was last updated in October 2017. The proposed update reorders the 39 areas into five (5) categories of board authority. The proposed Resolution is attached in draft form as **Appendix B** to this Memorandum.

The most important areas of board authority remain unchanged and now appear in Parts I through III, which outline the Board’s authority to approve the University’s strategic plan and related strategic financial plans and goals. See Part I.B. In addition, the Board retains all its current authorities with respect to approving the general fund budget, setting the university’s investment and debt policies, and approving the issuance of bonds, procurement of loans, lines of credit, and other financing strategies. See Part III.

The administration proposes changes to transactional approval authorities now enumerated in Part IV (Real Estate and Facilities) and Part V (Other Contracts and Written Instruments). Because the current levels of retained board authority require specific board approval of transactions that are below and outside of the strategic focus of the board, and because many of the transactions are well below any threshold for materiality, the administration, with the guidance and support of the Executive Committee, Governance Committee and Budget, Finance and Investment Committee, recommends delegating to the administration a higher level of authority.

The proposal better aligns authority with accountability by ensuring that the delegated decision-maker is the office in the best position to fully understand and execute the transaction. The proposal also brings the university closer to a materiality standard of retained authority. Most conservative formulas define “materiality” as 1% of the previous year’s total operating revenues (approximately \$7 million).

In proposing these changes, the administration has also clarified the ample mechanisms for board oversight of key strategic initiatives and material risks. This includes creating new mechanisms for periodic reporting of transactions and making clear the administration’s

responsibility to inform and update the Board on all proposed and ongoing strategic initiatives and any material threatened or pending risks.

### Summary of Proposed Substantive Changes

The *resolution* has been reordered into categories for ease of reading and to find items of retained authority. The most significant suggested changes are:

Type	Current Level	Proposed Level
Real Estate Contracts (not leases)	\$1 million	\$2 million
Leases	\$500k	\$2 million
Capital Projects	\$2 million	\$5 million
Purchasing Goods or Services	\$1 million	\$2 million
Consulting (Prof. Services)	\$250k	\$1 million
Legal Settlements	\$250k	\$1 million
Length of Contract or Lease	5 years	10 years

Additionally, based on feedback received during discussions about these changes, sections added to the resolution require periodic notice to the Budget, Finance & Investment Committee or Executive Committee. “Each Occurrence” notice will occur at the committee meeting following the transaction.

Type	Notice Type	Notice Timing
Capital Projects	Between \$2M - \$5M	Each Occurrence
Real Estate Transactions	\$500k - \$2million	Once Annually
Renewal Length of Contract or Lease	10 years	Each Occurrence
Revenue-Generating Contract	\$2 million	Each Occurrence
Renewal of Contract or Lease	Annual cost increase $\geq$ 5%	Each Occurrence

The following table reflects the number of resolutions related to Part V (Other Contracts and Written Instruments) submitted for each of the last four (4) years and illustrates the reduction of resolutions submissions if the new levels are approved.

Year	Resolutions Submitted	If increase 5 to 10 yr.	If increase to \$ 2 million	% Reduction
2023	35	9 fewer	7 fewer	46%
2022	25	7 fewer	6 fewer	52%
2021	31	15 fewer	4 fewer	61%
2020	29	11 fewer	6 fewer	59%



**UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE****BOARD OF TRUSTEES****Resolution Regarding Delegation and Retention of Board Authority**

WHEREAS, this Board has, in its Bylaws and through such policies and resolutions as it may issue from time to time, delegated to the President and other officers of the University certain authority and responsibility for the management of the University and its programs, activities and operations; and

WHEREAS, this Board recognizes the need for prompt and timely management decisions made by qualified University personnel, and thus, through such delegations, authorizes officers of the University to negotiate and enter into contracts and other arrangements to facilitate the objectives of University programs and activities and to conduct related operations; and

WHEREAS, in making such delegation, the Board also assigns to such officer's responsibility to make informed and prudent decisions in the best interests of the University and to maintain accountability to the Board through prompt and accurate reports on University programs, activities and operations, including their financial status and impact;

NOW, THEREFORE, BE IT RESOLVED that, subject to its retained authority and responsibility for the general oversight of the University, and reserving to itself the power to act on its own initiative as necessary to the fulfillment of its own fiduciary and legal duties, the Board hereby delegates to the President and the officers of the University authority and responsibility to negotiate and enter into contracts and other arrangements to facilitate the objectives of University programs and activities and to conduct related operations, and hereby also recognizes the authority the Board delegates to the Faculty Senate as expressed in the Faculty Senate Constitution and Bylaws, except for the following, which shall require Board approval:

- (1) Statements of institutional mission, principles and values;
- (2) The institutional strategic plan and associated goals, and related strategic financial plans and goals, and all material revisions thereto;
- (3) The establishment and dissolution of University-affiliated corporations and foundations, and material revisions to those affiliation agreements;
- (4) University membership in other corporate entities (but not institutional memberships in professional associations);

- (5) The appointment of University Trustees to the boards of other corporate entities or public bodies in their capacity as University Trustees;
- (6) The appointment and employment of the President, election of the other officers of the Board and the University in accordance with the University Bylaws;
- (7) Employment severance payments in excess of the standard amount University policy specifies for officials who report to the President;
- (8) The creation, elimination or substantial revisions of, an academic unit, curriculum, research or service endeavor, as defined in the University Manual;
- (9) The establishment of faculty clinical practice plans;
- (10) Matters the Faculty Senate may appeal to the Board under the Senate Constitution and Bylaws;
- (11) The naming of, and name removal from, academic units, buildings and academic programs;
- (12) Through the Investment Subcommittee of the Budget, Finance and Investment Committee the selection, retention and termination of investment advisors and managers for the Long-Term Investment Pool; provided that the Board must itself approve policies for the Long-Term Investment Pool and the Limited Term Asset Pool;
- (13) The endowment spending rate, and the endowment administration fee;
- (14) Declaration of financial exigency, and the dissolution, merger or the sale or pledge or transfer of all or substantially all of the University's assets;
- (15) The General Fund budget;
- (16) Acceptance of the annual audited financial statements;
- (17) Tuition, room and board rates, student fees, and in-state status regulations for purposes of determining tuition;
- (18) The purchase, sale, exchange, or transfer ("transfer") of complete or partial UVM interests in real property valued greater than \$1,000,000 provided that the administration shall report at least once annually on transfer of such interests at a value greater than \$500,000 and less than or equal to \$1,000,000;

- (19) University acceptance of compensation in eminent domain proceedings;
- (20) The lease or sublease of property with annual or aggregate rental value that equals or exceeds \$500,000, and renewals thereof;
- (21) The pursuit or acceptance of historic preservation designation for University property;
- (22) The Campus Master Plan, and material revisions thereto;
- (23) Payments in lieu of taxes to a government entity or payment of fees for municipal services rendered by or through a government entity and, in either instance, voluntarily;
- (24) Issuance of bonds;
- (25) Institutional debt policy;
- (26) The procurement of loans, lines of credit, or other financing, and performance as surety, in amounts or at a value greater than \$1,000,000, or entry into any financial derivative contract with a notional value greater than \$1,000,000;
- (27) The program design of a capital project and authorization to proceed with a capital project at an aggregate cost of greater than \$2,000,000, at a specified not-to-exceed cost, provided that the administration shall report to the Board on capital projects with an aggregate cost of greater than \$1,000,000 and less than or equal to \$2,000,000 as plans are developed and before projects are initiated;
- (28) A contract with a vendor for purchase of goods or equipment or the procurement of services, at an aggregate cost of greater than \$1,000,000, when such costs were not authorized previously through the customary capital projects approval process;
- (29) A contract with a vendor for professional services at an aggregate cost of greater than \$250,000 when such costs were not authorized previously through the customary capital projects approval process, and if the type of contact is not otherwise addressed in this resolution;
- (30) Revenue-generating contracts for goods or services provided or generated by the University at a cost to the contractee of more than \$1,000,000 over the term of contract;

- (31) The selection and retention of independent audit firm to conduct the annual audit of financial statements;
- (32) Contracts for non-audit services with the audit firm that is conducting the annual audit of financial statements at an aggregate cost greater than \$25,000;
- (33) The material terms of collective bargaining agreements and, within the context of approval of the annual budget, the annual salary pool for non-union-represented employees;
- (34) The settlement of legal claims or lawsuits at a cost greater than \$250,000, regardless of insurance coverage;
- (35) Authorization to file or settle lawsuits in which the Board, or a Trustee or an Officer of the University is a named party (and, in the latter two instances, *ex officio*), or a Board-approved policy is in dispute;
- (36) A contract or lease whose term, including potential or proposed renewals, exceeds five (5) years, regardless of contract value or amount, provided that Board approval is not required for a) licenses and option agreements, confidentiality agreements, materials transfer agreements, or other similar arrangements administered by the University's Office of Technology Commercialization, or b) revenue generating contracts for goods or services provided or generated by the University at an aggregate cost to the contractee of less than \$500,000;
- (37) All self-governance matters reserved to the Board in the University Bylaws, or as otherwise required or permitted by law;
- (38) Material revisions to the University Manual or to the College of Medicine Faculty Handbook;
- (39) Institutional policies, including material revisions thereto, and such other authority as the Board is required to exercise without delegation as a matter of law or that, in the future and prospectively, authority that it wishes to retain or resume in the exercise of its fiduciary duties and its sole discretion;

AND BE IT FURTHER RESOLVED, that notwithstanding such delegations, through the President or his designees the administration shall report periodically on matters of institutional management and operations as the Board may direct and/or as may be appropriate and desirable, including without limitation periodic reporting on gifts and grants; and

BE IT FINALLY RESOLVED, that this resolution shall supersede all preexisting resolutions regarding delegation and retention of Board authority.

*Adopted by the Board of Trustees: September 11, 2004*  
*Approved as revised by the Executive Committee: March 14, 2005*  
*Approved as revised by the Board of Trustees: May 19, 2007*  
*Approved as revised by the Board of Trustees: May 17, 2008*  
*Approved as revised by the Board of Trustees: September 5, 2008*  
*Approved as revised by the Board of Trustees: February 7, 2009*  
*Approved as revised by the Board of Trustees: February 6, 2010*  
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*Approved as revised by the Board of Trustees: March 11, 2013*  
*Approved as revised by the Board of Trustees: September 15, 2014*  
*Approved as revised by the Board of Trustees: March 16, 2015*  
*Approved as revised by the Board of Trustees: May 21, 2016*  
*Approved as revised by the Executive Committee: December 12, 2016*  
*Approved as revised by the Board of Trustees: October 21, 2017*

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

**Resolution Regarding Delegation and Retention of Board Authority**

WHEREAS, this Board has, in its Bylaws and through such policies and resolutions as it may issue from time to time, delegated to the President and other officers of the University certain authority and responsibility for the management of the University and its programs, activities and operations; and

WHEREAS, this Board recognizes the need for prompt and timely management decisions made by qualified University personnel, and thus, through such delegations, authorizes officers of the University to negotiate and enter into contracts and other arrangements to facilitate the objectives of University programs and activities and to conduct related operations; and

WHEREAS, in making such delegation, the Board also assigns to such officer's responsibility to make informed and prudent decisions in the best interests of the University and to maintain accountability to the Board through prompt and accurate reports on University programs, activities and operations, including their financial status and impact;

NOW, THEREFORE, BE IT RESOLVED that, subject to its retained authority and responsibility for the general oversight of the University, and reserving to itself the power to act on its own initiative as necessary to the fulfillment of its own fiduciary and legal duties, the Board hereby delegates to the President of the University authority and responsibility to negotiate and enter into contracts and other arrangements to facilitate the objectives of University programs and activities and to conduct related operations, and hereby also recognizes the authority the Board delegates to the Faculty Senate as expressed in the Faculty Senate Constitution and Bylaws, except for those matters identified herein, which shall require Board approval or notice to the Board as set forth below:

**I. Strategic Mission, Vision, and Values**

*The Board shall retain the authority to approve the following:*

- A. Statements of institutional mission, principles, and values; and
- B. The institutional strategic plan and associated goals, and related strategic financial plans and goals, and all material revisions thereto.

**II. Corporate Structure and Governance**

*The Board shall retain the authority to approve the following:*

- A. The establishment and dissolution of University-affiliated corporations and foundations, and material revisions to those affiliation agreements; and
- B. University membership in other corporate entities (but not institutional memberships in professional associations); and
- C. The appointment of University Trustees to the boards of other corporate entities or public bodies in their capacity as University Trustees; and

- D. The appointment and employment of the President, election of the other officers of the Board and the University in accordance with the University Bylaws; and
- E. The creation, elimination, or substantial revisions of, an academic unit, curriculum, research, or service endeavor, as defined in the University Manual; and
- F. The establishment of faculty clinical practice plans; and
- G. Matters the Faculty Senate may appeal to the Board under the Senate Constitution and Bylaws; and
- H. All self-governance matters reserved to the Board in the University Bylaws, or as otherwise required or permitted by law; and
- I. Material revisions to the University Manual or to the College of Medicine Faculty Handbook; and
- J. Institutional policies, including material revisions thereto, and such other authority as the Board is required to exercise without delegation as a matter of law or that, in the future and prospectively, authority that it wishes to retain or resume in the exercise of its fiduciary duties and in its sole discretion.

### **III. Budget, Finance, and Investment**

*The Board shall retain the authority to approve the following:*

- A. The General Fund budget; and
- B. Acceptance of the annual audited financial statements; and
- C. Tuition, room and board rates, student fees, and in-state status regulations for purposes of determining tuition; and
- D. The endowment spending rate, and the endowment administration fee; and
- E. Institutional debt policy; and
- F. Issuance of bonds; and
- G. Declaration of financial exigency, and the dissolution, merger or the sale or pledge or transfer of all or substantially all of the University's assets; and
- H. Long-Term Investment Pool and the Limited Term Asset Pool policies; and
- I. The procurement of loans, lines of credit, or other financing, and performance as surety, in amounts or at a value greater than \$1,000,000, or entry into any financial derivative contract with a notional value greater than \$1,000,000; and
- J. The selection and retention of independent audit firm to conduct the annual audit of financial statements.

### **IV. Real Estate and Facilities**

*The Board shall retain the authority to approve the following:*

- A. The naming of, and name removal from, academic units, buildings and academic programs; and
- B. The program design of a capital project and authorization to proceed with a capital project at an aggregate cost of greater than \$5,000,000, at a specified not-to-exceed cost; and

- C. The purchase, sale, lease, sublease, license, exchange, or transfer (“Transfer”) of complete or partial UVM interests in real property, including easements, valued greater than \$2,000,000, and renewals thereof; and
- D. University acceptance of compensation in eminent domain proceedings; and
- E. The pursuit or acceptance of historic preservation designation for University property; and
- F. The Campus Plan, and material revisions thereto.

*The Administration must notify the Board or the Executive Committee of the following transactions:*

- G. Capital projects with an aggregate cost of greater than \$2,000,000 and less than or equal to \$5,000,000 as plans are developed and before projects are initiated; and
- H. At least once annually any Transfer of UVM interests in real property at a value greater than \$500,000 and less than or equal to \$2,000,000.

## **V. Other Contracts and Written Instruments**

*The Board shall retain the authority to approve the following:*

- A. Payments in lieu of taxes to a government entity or payment of fees for municipal services rendered by or through a government entity and, in either instance, voluntarily; and
- B. The material terms of collective bargaining agreements and, within the context of approval of the annual budget, the annual salary pool for non-union-represented employees; and
- C. Except as provided in Part V.D., a contract with a vendor for purchase of goods or equipment or the procurement of services, at an aggregate cost of greater than \$2,000,000, when such costs were not authorized previously through the customary capital projects approval process; and
- D. Professional Services Contracts at a cost greater than \$1,000,000; and
- E. The settlement of legal claims or lawsuits at a cost greater than \$1,000,000, regardless of insurance coverage; and
- F. Contracts for non-audit services with the audit firm that is conducting the annual audit of financial statements at an aggregate cost greater than \$25,000; and
- G. Employment severance payments in excess of the standard amount University policy specifies for officials who report to the President; and
- H. A contract or lease whose initial term exceeds ten (10) years, regardless of contract value or amount, provided that Board approval is not required for licenses and option agreements, confidentiality agreements, materials transfer agreements, or other similar arrangements administered by the University’s Office of Technology Commercialization; and
- I. Authorization to file or settle lawsuits in which the Board, or a Trustee or an Officer of the University is a named party (and, in the latter two instances, ex officio), or a Board-approved policy is in dispute; and



- J. Nothing in this section V. is intended to include a requirement of board approval for awards, subawards, contracts or subcontracts administered by Sponsored Projects Administration.

*The Administration must notify the Board or the Executive Committee of the following transactions:*

- K. The renewal of any existing contract or lease whose renewal term, exceeds ten (10) years, regardless of contract value or amount, provided that notice is not required for licenses and option agreements, confidentiality agreements, materials transfer agreements, or other similar arrangements administered by the University's Office of Technology Commercialization; and
- L. A contract with a vendor for professional services at an aggregate cost of greater than \$500,000 when such costs were not authorized previously through the customary capital projects approval process, and if the type of contact is not otherwise addressed in this resolution; and
- M. Revenue-generating contracts for goods or services provided or generated by the University at a cost to the contractee of more than \$2,000,000 over the term of contract; and
- N. The renewal of any previously approved contract or lease that calls for an annual increase in cost exceeding 5% per year; and

BE IT FURTHER RESOLVED, that notwithstanding such delegations, through the President or the President's designees the administration shall report periodically on matters of institutional management and operations as the Board may direct and/or as may be appropriate and desirable, including without limitation periodic reporting on gifts and grants; and

BE IT FURTHER RESOLVED, that the administration and, in particular, the President, Provost, Treasurer, General Counsel and Chief Internal Auditor have an ongoing professional obligation to inform and update the Board of Trustees on all proposed and ongoing strategic initiatives, including planned real estate acquisitions and disposition, and any material threatened or pending risks; and

BE IT FINALLY RESOLVED, that this resolution shall supersede all preexisting resolutions regarding delegation and retention of Board authority.

*Adopted by the Board of Trustees: September 11, 2004*

*Approved as revised by the Executive Committee: March 14, 2005*

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*Approved as revised by the Board of Trustees: **DRAFT ONLY***

DRAFT