

UNIVERSITY OF VERMONT AND STATE AGRICULTURAL COLLEGE

TRUSTEE INDEMNIFICATION POLICY

As established in Article 9 of the University Bylaws

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

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

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

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

Derived from Article IX of the University Bylaws, adopted: February 7, 1998