

MEMORANDUM

TO: VSCS Board of Trustees

FROM: Sophie Zdatny, Chancellor



DATE: January 13, 2021

SUBJECT: Board of Trustees Regular Meeting on January 15, 2021

Trustees:

The materials are now available for the upcoming regular Board meeting scheduled for **1:00 p.m.** on Friday, **January 15, 2021**. The meeting will take place via Zoom and will be livestreamed on YouTube.

The first major item on the Agenda is a review of the proposed changes to the **Board's Bylaws** and **Trustee Handbook**. These changes were previously reviewed by the Executive Committee at its December 17, 2020 meeting and so will not be reviewed in detail. However, General Counsel Patty Turley will be available to answer any questions you may have about the changes.

Next are two proposed resolutions that have not previously been reviewed and approved by a Committee but are being presented directly to the Board for your consideration.

- The first is a proposed resolution creating a **Diversity, Equity and Inclusion Committee** of the Board. EPSL's revised Committee Charter includes, as one of its areas of responsibility, "support and assess VSCS goals to achieve diversity, equity and inclusion among its personnel."¹ Given all of the additional work that falls within EPSL's purview, the proposal is that a Diversity, Equity and Inclusion Committee be created as a committee of the full board, rather than as a sub-committee of EPSL. If the resolution is approved as proposed, the new Committee should plan to address this possible overlap in responsibilities in its Committee Charter. Another option would be to remove this responsibility from EPSL and assign it to the Diversity, Equity and Inclusion Committee.
- The second is a proposed resolution setting forth the Board's role regarding **collective bargaining agreements**. The Select Committee's Initial Report recommended that the Board exercise its oversight responsibilities appropriate to the current circumstances and

¹ This has been added to EPSL's areas of responsibility in order to comply with NECHE Standards 7.1 and 9.5.

“provide input in the process of renegotiating the System’s collective bargaining agreements and, once negotiated by the Chancellor’s Office, formally ratify those agreements.” As the Chancellor’s Office is preparing to negotiate with the United Professionals, the Staff Federation, the Part-Time Faculty, and the CCV Faculty, we are seeking approval of this resolution now so that all parties are aware of this change from prior practice before negotiations commence.

The Board will then receive reports from the **Education, Personnel and Student Life Committee** and the **Long Range Planning Committee**, both of which met on Friday, January 8, 2021. The Board will be asked to approve the recommendation that the Chancellor, in consultation with the Presidents, explore and address the project planning questions regarding system transformation set forth on the final two pages of the *VSCS Structural Transformation: Preliminary Analysis of Recommendation*. To be clear, this is not a decision adopting the Select Committee’s recommendation that Castleton University, Northern Vermont University and Vermont Technical College seek a common accreditation. Rather, the intent is to explore the recommendation further and identify what the project roadmap and time line would look like were the Board to decide to pursue this path, as well as exploring potential administrative consolidations and appropriate academic program array, plus identify the financial and human resources that would be needed.

Before the Board makes any final decisions regarding the future structure of the Vermont State Colleges System, we are seeking **public feedback** on the Select Committee’s recommendation from internal and external stakeholders. A link for submitting public comment is available on the VSC website at <https://www.vsc.edu/transformation/> and will remain open until February 17th. In addition, we are scheduling a **Listening Session** with the Board for the evening of February 17, 2021, commencing at 6:00 p.m.

Next, the **Presidents** will then be providing updates to the Board regarding plans for the Spring semester, including their plans for handling the COVID-19 virus. A copy of the latest mandatory guidance from the Administration for Colleges and Universities is included in the materials, for your reference.

The final major item will be election of trustees to the **Nominating Committee**. The Trustee Handbook provides that “the Committee shall comprise at least three members elected annually by the Board at its first meeting of the new calendar year” and that the Board also elects the Chair of the Committee from among the members of the Nominating Committee.

Cc: Council of Presidents
Academic Deans
Business Affairs Council
Student Affairs Council

Vermont State Colleges Board of Trustees Meeting
Zoom Meeting/YouTube Stream
Friday, January 15, 2020

AGENDA

1:00 P.M. – Board of Trustees Meeting

1. Call to order
2. Approval of Minutes
 - a. December 7, 2020 Regular Board Meeting
3. Report from Executive Committee
 - a. Review/approve changes to Board Bylaws
 - b. Review/approve changes to Trustee Handbook
4. Discuss/approve resolution on creation of a Diversity, Equity and Inclusion Committee of the Board
5. Discuss/approve resolution regarding Board's role regarding collective bargaining agreements
6. Report from Education, Personnel and Student Life Committee
7. Report from Long Range Planning Committee
 - a. Review/approve Chancellor's recommendation in *VSCS Structural Transformation: Preliminary Analysis* to move forward with exploring project planning questions
8. Reports from Presidents
9. Election of Trustees to the Nominating Committee and the Chair of the Nominating Committee
10. Additional Business
11. Comments from the Public
12. Adjourn

Meeting Materials

1. Minutes from December 7, 2020 meeting
2. Redlined and clean versions of Board Bylaws
3. Redlined and clean versions of Trustee Handbook

4. Resolution 2020-002 (Creation of a Diversity, Equity & Inclusion Committee)
5. Resolution 2021-001 (Board ratification of collective bargaining agreements)
6. Updated EPSL Committee Plan
7. *VSCS Structural Transformation: Preliminary Analysis and Recommendation*, as presented to the Long Range Planning Committee
8. *Safe and Healthy Return to Campus: Mandatory Guidance for College and University Campus Learning* (updated December 17, 2020)

ITEM 1:
December 7, 2020 Meeting Minutes

Minutes of the VSCS Board of Trustees Meeting held Monday, December 7, 2020, at 1:00pm via ZOOM – UNAPPROVED

Note: These are unapproved minutes, subject to amendment and/or approval at the subsequent meeting.

The Vermont State Colleges Board of Trustees met on Monday, December 7, 2020, via ZOOM.

Board members present: Lynn Dickinson (Chair), Janette Bombardier, Megan Cluver, Ryan Cooney, Dylan Giambatista, Adam Grinold (1:25 p.m.), Bill Lippert, Karen Luneau, Jim Masland (1:20 p.m.), Linda Milne, Mary Moran, Mike Pieciak, David Silverman, Shawn Tester

Presidents: Elaine Collins, Joyce Judy, Pat Moulton, Jonathan Spiro (Interim)

Chancellor's Office Staff: Donny Bazluke, Network/Security Analyst
 Kevin Conroy, Chief Information Officer
 Renee Hunt, Controller
 Katherine Levasseur, Director of External and Governmental Affairs
 Katrina Meigs, System Director of HR and Benefits Administration
 Jen Porrier, Administrative Director
 Kathryn Santiago, Assistant General Counsel
 Sharron Scott, Chief Financial/Operations Officer
 Patty Turley, General Counsel
 Meg Walz, Director, Program Manager
 Sophie Zdatny, Chancellor
 Yasmine Ziesler, Chief Academic Officer

From the Colleges: Carl Brandon, Faculty, Vermont Technical College
 Sarah Chambers, Coordinator of Instructional Technology, Castleton University
 Erica Dana, Academic Scheduler, Vermont Technical College
 Robin Goodall, Coordinator of Disability Services, Vermont Technical College
 Joan Richmond-Hall, Faculty, Vermont Technical College
 Maureen Hebert
 Leslie Hills, Faculty, Vermont Technical College
 Gisele Hodgdon, Director of Business Operations, Community College of Vermont
 Laura Jakubowski, Chief Budget & Finance Officer, Castleton University
 John Kidder, Faculty, Vermont Technical College

Karen Madden, Director of Academic Support Services, Northern Vermont University
Kathleen Mason, Coordinator of Diversity, Equity and Inclusion, Vermont Technical College
Tom Mauhs-Pugh, Provost, Castleton University
Sandra Noyes, President, VSC Staff Federation, Northern Vermont University
Linda Olson, VP Education AFT-VT, Castleton University
Andy Pallito, Dean of Administration, Community College of Vermont
Michelle Sama, Faculty, Vermont Technical College
Toby Stewart, Dean of Administration, Northern Vermont University
Littleton Tyler, Dean of Administration, Vermont Technical College
Beth Walsh, President, VSCUP, Northern Vermont University
Carrie Wright, Continuing Ed & Workforce Development, Vermont Technical College

From the Public:

Barbara Brittingham, President, NECHE (ret)
Shirley Jefferson, Esq., Vermont Law School
James Page, Chancellor, University of Maine (ret)
Lola Duffort, Reporter, VT Digger

1. Chair Dickinson called the meeting to order at 1:00 pm.
2. Approval of Minutes
 - a. November 16, 2020 Regular Board Meeting

Trustee Lippert moved and Trustee Moran seconded the motion to approve the minutes from November 16, 2020. The motion was approved with one abstention.

3. Presentation by Shirley Jefferson, Esq., Associate Dean for Student Affairs and Diversity at Vermont Law School, on addressing the challenges faced by students of color in higher education in Vermont

Chancellor Zdatny introduced Dean Jefferson who currently serves as the Associate Dean for Student Affairs and Diversity at Vermont Law School. Dean Jefferson discussed ways that the member institutions of the Vermont State Colleges System can be more welcoming of students of color.

4. Presentation by Dr. Barbara Brittingham and Dr. James Page on accreditation

Chancellor Zdatny introduced Dr. Barbara Brittingham, former President of the New England Commission of Higher Education, and Dr. James Page, former Chancellor of the University of Maine System. Dr. Brittingham and Dr. Page gave a presentation on accreditation generally, the process for requesting a substantive change, and some of the benefits and challenges of bringing multiple institutions together under a single accreditation. The at presentation PowerPoint can be found [here](#) on page 44.

5. Chancellor's Update

Chancellor Zdatny reminded the Board that VSCS is seeking \$45 million in bridge funding in FY2022, in addition to base appropriation of approximately \$30 million. VSCS has also requested \$22 million in the capital bill. These are significant requests that reflect the system's need based upon the projected deficit of \$42-\$47 million for FY22 and over \$100 million of deferred maintenance. Chancellor Zdatny further shared that the Legislative Select Committee's initial report was released on December 4th and two subsequent reports are due in mid-February and mid-April. The report emphasizes that transformative change is necessary and highlights the need for additional investment from the state. The initial report can be found [here](#).

6. Review and approval of resolution on tuition and fees for FY22

Trustee Silverman shared that the Finance and Facilities Committee met earlier in the day and heard a summary of the capital appropriation proposal and a draft first pass system-wide budget proposal for FY2022. Additionally, the Committee is recommending to the Board a tuition freeze for AY2021-2022. This recommendation allows for an increase in room and board fees of 3%. Trustee Cooney stated his support for the tuition freeze but his opposition to the increase in room and board fees.

Trustee Silverman moved and Trustee Moran seconded to motion to approve Resolution 2020-021 Tuition Freeze. The motion was approved with thirteen ayes and one nay.

7. Presidents' strategies for implementing the Boards strategic priorities

Chancellor Zdatny reminded the Board that at its October 16, 2020 meeting the Board adopted and defined four Strategic Priorities: Affordability, Accessibility, Quality of Academic Programs, and Relevance of Programs. At its November meeting, the Board approved the Chancellor's recommendations for Strategic Actions in this Academic Year. Based on the Board's strategic priorities and the Chancellor's recommended strategic focus for this academic year, the Presidents have identified college-specific strategies and benchmarks, which can be found in the [packet](#) starting on page 66.

8. Election of Trustee Giambatista and Trustee Moran to the Audit Committee

Chair Dickinson reviewed the new assignments for Committees including Trustee Cluver as Chair of EPSL and Trustee Grinold as Vice Chair of Finance & Facilities, as well as members of the Investment Sub-Committee.

Trustee Lippert moved and Trustee Silverman seconded the motion to elect Trustee Giambatista and Trustee Moran to the Audit Committee. The motion was approved unanimously.

9. Additional Business

Trustee Lippert wished to recognize the extraordinary gift made to NVU. President Collins shared that it was a \$3.5 million gift made by Carhartt CEO and Chairman Mark Valade and his wife Molly. This gift will make a transformational change to NVU. The entire VSCS community is extremely grateful.

10. Comments from the Public

There were no comments from the public.

Chair Dickinson adjourned the meeting at 3:52 p.m.

UNAPPROVED

ITEM 2:
Board Bylaws; Clean and redlined versions

Vermont State Colleges By-Laws¹

ARTICLE I - BOARD OF TRUSTEES

Section 1. Board of Trustees - The Board of Trustees is the governing body of the Corporation of the Vermont State Colleges and has complete and full authority over administration and operation, financial affairs, selection and appointment of officers and employees as set forth in No. 247 (H.422) of the Acts of 1961 and as amended from time to time.²

Section 2. Appointment and Election of Trustees; Terms - Pursuant to statute, the Board shall consist of the following 15 trustees: the Governor shall serve as a trustee while in office; five trustees shall be appointed by the Governor to serve four-year terms expiring on March 1; one trustee shall be a student trustee, elected by the Vermont State Colleges Student Association to serve a one-year term expiring on June 1; four trustees shall be members of the General Assembly, elected by a joint session of the Legislature to serve four-year terms expiring on March 1; and four trustees shall be elected by the Board to serve four-year terms expiring on March 1. Ideally, the board's composition will reflect Vermont's rich geographic diversity.

Section 3. Board-Elected Trustees - The Board shall generally elect trustees at the last regular meeting of the calendar year for a term to begin at the next regular meeting of the Board, or March 1, whichever is earlier. Vacancies for any cause shall be filled by the Board, and the term of the person so appointed shall expire on the next following March 1. The trustees elected by the Board may serve a maximum of two four-year terms on a consecutive basis, and then must remain off the Board for two years before becoming eligible to return to the Board for up to another two four-year terms.

Section 4. Resignation and Vacancy - A trustee may resign his or her appointment at any time by delivering written notice of the resignation to the Chair of the Board or to the Chancellor. Unless the notice of resignation specifies a later effective date, the resignation shall take effect immediately. Vacancies for any cause shall be filled as soon as practicable by the appointing authority, pursuant to statute and these By-Laws.

Section 5. Diversity, Equity, and Inclusion – The Board is committed to the values of diversity, equity, and inclusion in the governance and operations of the Corporation and its institutions.

ARTICLE II - MEETINGS

¹ Revised 2/11/65; 1/27/67; 2/24/67; 6/23/67; 2/9/68; 1/25/74; 1/24/75; 2/21-22/75; 12/17/77; 6/21/79; 11/17/82; 1/13/92, 9/8/06, 9/30/09; 4/3/13, 2/20/14, 9/23/15, 9/28/17, 01/15/21

² Vermont Statutes Annotated Tit. 16, ch. 72 (§§ 2171-2186).

Section 1. Meetings - The Board of Trustees shall hold a minimum of four regularly scheduled meetings during the course of each fiscal year. The annual meeting of the Board shall be the last regular meeting of the fiscal year. At or following each annual meeting, the Chair of the Board shall propose a planned schedule of regular meetings for the fiscal year and the first two meetings of the following fiscal year. At its first regular meeting of the new fiscal year, the Board shall adopt a schedule of its regular meetings for the remainder of the fiscal year and for the first two regular meetings in the following fiscal year. Changes in the scheduled meetings of the Board may be made and special meetings of the Board may be called for other times by the Chair or by any four members of the Board.

Section 2. Notice - Notice of all meetings of the Board shall be transmitted to each trustee at least five days before a meeting, except special meetings, which require at least 24-hours notice.

Section 3. Quorum - A majority of the trustees shall constitute a quorum, but a lesser number may adjourn a meeting.

Section 4. Open Meeting - All meetings shall comply with the provisions of the open meeting law, 1 V.S.A. 310, et seq., as applicable., including the keeping of minutes.

ARTICLE III - OFFICERS AND STAFF

Section 1. Officers - The officers of the Board shall be a Chair, a Vice-Chair, a Secretary and a Treasurer. The same person may not serve as Chair and Secretary.

Section 2. Election - The Chair of the Board shall be elected biennially at the first regular meeting in the calendar year from among the members of the Board. Officers of the Board shall be elected annually at the first regular meeting in the calendar year from among members of the Board. Officers shall hold office for one year and until their successors are elected and qualified. In the event of a vacancy in an office, the Board shall elect, in the same manner the office was originally filled, a replacement to serve out the remainder of the term vacated.

Section 3. Staff - The Board shall appoint a Chancellor to serve at the pleasure of the Board unless the terms of service are otherwise designated by the Board.

ARTICLE IV - DUTIES OF OFFICERS AND STAFF

Section 1. Chair - The Chair of the Board shall preside at all meetings of the Board and may call special meetings of the Board when he or she deems it necessary. The Chair shall appoint members to committees unless otherwise specified and is an *ex officio*, non-voting member of all

Committees, unless otherwise specified.

Section 2. Vice-Chair - The Vice-Chair shall perform the duties of the Chair in the Chair's absence.

Section 3. Secretary - The Secretary of the Board shall have charge of the Seal of the Corporation, shall be the certifying officer with respect to its records, contracts, and other transactions, and shall keep a record of the proceedings of the Corporation.

Section 4. Treasurer - The Treasurer of the Corporation shall have general supervision of the finances and business transactions of the Corporation. The Treasurer shall be responsible to ensure that there is adequate bond coverage for all officers and employees of the Corporation who may handle money. The Treasurer shall sign in the name of the Corporation such documents and instruments as the Board may direct.

Section 5. Chancellor - The Chancellor of the Corporation shall be the chief administrative officer and shall have all the duties, responsibilities and authority that commonly pertain to that position. The Chancellor shall be the agent of the Board in implementing its decisions and policies and shall have general supervision of the academic, financial and business affairs of the Corporation and all other powers accorded the Chancellor under these By-Laws and the Personnel Handbook.

Section 6. Chief Financial Officer - Under the direction of the Chancellor, the Chief Financial Officer shall supervise and direct the financial and business affairs of the Corporation. The Chief Financial Officer shall have general responsibilities for keeping of books of account; preparation of budgets; receiving, depositing, withdrawing of monies; investing of funds; and making payments on contracts. The Chief Financial Officer is appointed by, and shall perform such other duties as may be required by the Chancellor.

ARTICLE V - INSTITUTION CHIEF EXECUTIVE OFFICERS

Section 1. President - The President is the chief executive and administrative officer of a member institution. The responsibility for selection of institutional presidents lies with the Board of Trustees after consultation with the Chancellor and representatives of the affected institution, including faculty, staff and students. The President is directly responsible to the Chancellor for the effective operation of the institution within system-wide policies and objectives as approved by the Board of Trustees. The Chancellor exercises direct supervision of the President. The Chancellor shall also make recommendations to the Board, as appropriate, on the compensation, reappointment, non-reappointment, and discharge of the President. After considering the Chancellor's recommendations and its own assessment of the President's performance, final

authority in these matters shall rest with the Board. In cases of potential discharge of the President during his/her contract period, the Chancellor has the authority to suspend a President with pay pending Board of Trustees consideration of the matter.

ARTICLE VI – COMMITTEES

Section 1. Establishment of Committees - Committees may be established by resolution of the Board of Trustees, from time to time, as the Board may determine at any regular or special Board meeting.

Section 2. Powers - Each Committee shall have those powers set forth in the resolution establishing the Committee.

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Each Committee established by the Board shall have a Chair, who shall be a voting member of the Board of Trustees. The Chair and all other Committee members shall be elected or appointed in the manner set forth in the resolution creating the Committee. In the event of a vacancy of a committee chair or a committee member, the vacancy shall be filled for the remainder of the term vacated in the same manner as the original appointment or election.

Section 4. Quorum - A majority of voting members is required for the conduct of Committee business, but a lesser number may adjourn a meeting. The Chair of the Board shall not be counted in the number required to determine a quorum.

Section 5. Meetings - All Committee meetings shall comply with the provisions of the open meeting law, 1 V.S.A. 310, et seq., as applicable.

Section 6. Minutes - Minutes shall be kept of all Committee meetings, consistent with the open meetings law.

Section 7. Subcommittees - Unless prohibited by the resolution establishing the Committee, any Committee may establish one or more subcommittees by majority vote of voting Committee members.

ARTICLE VII - POLICIES AND PROCEDURES MANUAL

Section 1. Policies and Procedures Manual - The Chancellor shall publish and distribute, after approval of the Board, a Policies and Procedures Manual which shall set forth the official policies of the Board and procedures adopted by the Chancellor where not inconsistent with the By-Laws.

Section 2. Approval - A Policy may be approved at any meeting of the Board.

ARTICLE VIII – AMENDMENTS

Section 1. Amendments - The By-Laws may be amended at any meeting by a majority vote of the Board provided notice is given as to the substance of the proposal in the call.

DRAFT REVISIONS January 2021 (after Ex Cttee Meeting)**Vermont State Colleges By-Laws¹****ARTICLE I - BOARD OF TRUSTEES**

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Commented [A1]: Ex Cttee requested we state the aspiration of geographical diversity in board composition

Section 3. Board-Elected Trustees - The Board shall generally elect trustees at the last regular meeting of the calendar year for a term to begin at the next regular meeting of the Board, or March 1, whichever is earlier. Vacancies for any cause shall be filled by the Board, and the term of the person so appointed shall expire on the next following March 1. The trustees elected by the Board may serve a maximum of two four-year terms on a consecutive basis, and then must remain off the Board for two years before becoming eligible to return to the Board for up to another two four-year terms.

Commented [A2]: Term limits are considered a best practice for non-profit organizations. NECHE originally recommended reasonable term limits but this change was removed in the final version because of challenges faced by public institutions. It is doubtful that VSC can require term limits for the Legislative or gubernatorial appointees.

The Executive Committee recommends term limits for the board-elected trustees only.

Section 4. Resignation and Vacancy - A trustee may resign his or her appointment at any time by delivering written notice of the resignation to the Chair of the Board or to the Chancellor. Unless the notice of resignation specifies a later effective date, the resignation shall take effect immediately. Vacancies for any cause shall be filled as soon as practicable by the appointing authority, pursuant to statute and these By-Laws.

Section 5. Diversity, Equity, and Inclusion – The Board is committed to the values of diversity, equity, and inclusion in the governance and operations of the Corporation and its institutions.

Commented [A3]: See Standard 3.8

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Commented [A4]: The Board orders the audits, not the Treasurer.

Section 5. Chancellor - The Chancellor of the Corporation shall be the chief administrative officer and shall have all the duties, responsibilities and authority that commonly pertain to that position. The Chancellor shall be the agent of the Board in implementing its decisions and policies and shall have general supervision of the academic, financial and business affairs of the Corporation and all other powers accorded the Chancellor under these By-Laws and the Personnel Handbook.

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reappointment, non-reappointment, and discharge of the President. After considering the Chancellor's recommendations and its own assessment of the President's performance, final authority in these matters shall rest with the Board. In cases of potential discharge of the President during his/her contract period, the Chancellor has the authority to suspend a President with pay pending Board of Trustees consideration of the matter.

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ARTICLE VIII – AMENDMENTS

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ITEM 3:

Trustee Handbook; Clean and redlined versions

An Overview of the Board of Trustees

The Board of Trustees of the Vermont State Colleges System is charged with the oversight of the corporation. As the governing board of the system, the Board is the final authority and is held accountable for both the system and the institutions within it. The Board provides leadership and governance at the system level. System policies govern fiscal, academic, student, and personnel matters.

Board Principles of Governance

There are certain clear and accepted principles that govern the Board's conduct of VSCS affairs and its relationships. These include the following:

- Board Members are officers of the system with a fiduciary responsibility for the entire system. They represent statewide, rather than regional, political, or personal interests.
- The Board limits its direct action to the development and oversight of policy and finances, and to the hiring and evaluation of its executive officers. The Board does not directly manage the institutions.
- The Board takes action as a board, not as 15 individual trustees. Board members express their views and seek changes within the committees and other structures of the Board, rather than outside the Board process.
- Openness, trust, and honesty are the trademarks of all dealings between Board members, with the officers of the institutions, and with the public.

According to the [Association of Governing Boards of Universities and Colleges](#), highly effective boards:

1. Create a culture of inclusion.
2. Uphold basic fiduciary principles.
3. Cultivate a healthy relationship with the chief executive.
4. Select an effective board chair.
5. Establish an effective governance committee.
6. Delegate appropriate decision-making authority to committees.
7. Consider strategic risk factors.
8. Provide appropriate oversight of academic quality.
9. Develop a renewed commitment to shared governance.
10. Focus on accountability.

System governance documents include:

- VSCS enabling statutes ([Title 16 VSA Chapter 72 §2170-2186](#))
- [Corporate By-Laws](#)
- [VSCS Policy and Procedures Manual](#)
- Contracts with [full-time faculty](#), [part-time faculty](#), CCV faculty, [supervisory staff](#), [professional / administrative / technical staff](#), [non-faculty employees](#), and [non-exempt staff VSCS Personnel Handbook](#) for non-bargaining unit employees

The Board promulgates policies and the Chancellor adopts procedures to guide institution presidents and other VSCS officers in the execution of their respective duties.

The Board also selects the Chancellor, the chief executive officer of the VSCS system, and the presidents, the chief operating officers of VSCS's four institutions (with advice from the Chancellor).

The presidents, once appointed, report to the Chancellor. When a vacancy occurs in one of the above positions, the Board appoints a committee of trustees to review applications, conduct interviews, and ultimately recommend an appointment to the full Board. This Board committee is assisted by an advisory group made up of appropriate members of the VSCS community.

Yearly, the Board conducts its performance review of the Chancellor and hears his/her performance reviews of the college presidents.

VERMONT STATE COLLEGES SYSTEM BOARD OF TRUSTEES STATEMENT OF TRUSTEE RESPONSIBILITIES

Trusteeship is exciting, rewarding, and demanding; it requires commitment, time, intellectual energy, and effort. Major responsibilities include but are not limited to the following:

Standard of Care

A Trustee shall at all times discharge his or her duties as a Trustee in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the Trustee reasonably believes to be in the best interests of the System.

Diligence

A Trustee shall carefully prepare for, and regularly attend, all scheduled Board meetings and the meetings of Committees to which he or she is assigned.

A Trustee should allocate the necessary commitment of time to be effective in meetings and participate actively in the group discussion.

A Trustee shall exercise his or her best judgment in making decisions that affect the course of the System.

A Trustee is expected to become knowledgeable in all aspects of the System, including its governance, mission, strategic plans, and programs. In addition, in order to increase understanding of the System, its culture and community, a Trustee is encouraged to participate in the life of the Systems institutions through attendance at their functions and social events.

A Trustee must be committed to the principles of equal opportunity and non-discrimination for all students, faculty, and staff.

Loyalty

A Trustee may challenge the judgment of others when he or she deems it necessary to do so, and shall vote his or her individual convictions after listening to others. A Trustee must, however, be willing to work with fellow Board members in the best interests of the System and should support Board decisions publicly.

A Trustee shall maintain the confidential nature of Executive Session.

A Trustee shall support the Chancellor's role as chief executive, to whom the Board has delegated responsibility for personnel, management and administrative matters. Furthermore, a Trustee shall communicate promptly and as appropriate any significant concern or complaint of which he or she becomes aware to the Chancellor or Board Chair.

A Trustee shall recognize that the Chancellor is the spokesperson for the System and the Chair is the spokesperson for the Board unless otherwise designated. When a Trustee engages in communications with personnel, students, citizens, and the media on an individual basis, the Trustee shall be guided by the duty of loyalty as set forth in this section of the Statement of Trustee Responsibilities.

A Trustee should support the System's fundraising and/or related activities through participation in fund drives according to their personal circumstances.

A Trustee should have an abiding interest in higher education and in furtherance of the mission of this System.

Conflicts Avoidance

The constituency of each Trustee is the System, regardless of the source of appointment. A Trustee shall act independently for the benefit of the System as a whole and not for the benefit of a particular institution, program, or interest.

A Trustee shall comply with the letter and spirit of the Board of Trustees' Conflict of Interest Policy.

Adopted by the Board of Trustees September 23, 2015

Trustee Commitment

The full Board currently meets four or more times a year; full Board meetings constitute a half-day, or a one or two-day agenda that may include an overnight stay. Board committees meet approximately two weeks before full Board meetings. Full Board meetings may occur at each of the VSCS institutions on a rotating basis, and they may also be held through remote means. Committee meetings occur at the Chancellor's Office or through remote means. Board and committee meetings are open to the public and are subject to Vermont Open Meeting Laws ([1 VSA § 312-313](#)).

Trustees are expected to attend Board meetings and meetings of the committee(s) on which they sit. Trustees are also encouraged to attend other committee meetings as personal schedules permit.

In addition to Board and committee meetings, trustees are expected to attend one or two college graduations each year along with other appropriate college events in which they might have interest. The colleges appreciate such visits, which also increase Board members' knowledge of the institutions.

The Board of Trustees is an active body that meets on a regular basis but can also be called to meet more frequently for other reasons, such as a special meeting, ad hoc committee work, or a presidential search. In addition, Board decisions are frequently based on system data and other information provided by Chancellor's Office staff or the institutions. A certain amount of reading and studying information and data is essential to trustees' ability to make educated decisions. Opportunities for Board member professional development in the form of supplemental reading and other educational opportunities outside of the Board meeting cycle are also provided.

General Roles & Responsibilities of Trustees

Annual Tasks

- Selection of external auditor and review of audit reports
- Approval and audit of internal operating and capital budgets
- Establish tuition rates and fees
- Develop request for state appropriations
- Review of existing academic programs under VSCS Policy 101
- Review of program enrollment under VSCS Policy 109
- Election of Board officers (Chair, Vice-Chair, Secretary, and Treasurer)
- Attend VSCS Board of Trustees retreat
- Performance review and reappointment of Chancellor and institution presidents

- Attend institutional commencements

Ongoing Tasks

- System-wide strategic planning
- Policy development, review, and revision
- Review of system performance indicators and benchmarks
- Review of and action on financial and real estate transactions
- Review of and action on new program proposals under VSCS Policy 102
- Participation in legislative activities

Intermittent Tasks

- Chancellor selection
- President selection
- Task forces on special topics

Board Committees

The standing committees of the Board are:

- Audit Committee
- Education, Personnel & Student Life (EPSL) Committee
- Executive Committee
- Finance & Facilities Committee
- Long Range Planning Committee
- Nominating Committee

While each committee's deliberations are often conducted informally, they follow Robert's Rules of Order when taking action as a committee. Minutes of the committee meetings are recorded and are archived at the Office of the Chancellor and published [online](#).

Special Task Forces & Committees

In addition to the standing committees, occasionally the Board appoints special ad hoc committees or task forces to deal with specific problems or issues. Membership often includes non-trustees. The kinds of problems and issues that have been studied by VSCS task forces in the past include library services, student life, computing services, and basic skills.

About the Vermont State Colleges System

The Chancellor's Office

The Chancellor is the chief executive officer of the corporation. The Chancellor manages and coordinates the system within policies and guidelines established by the Board of Trustees. Responsibilities of the Chancellor include supervision of fiscal, academic, personnel, and student affairs of the corporation.

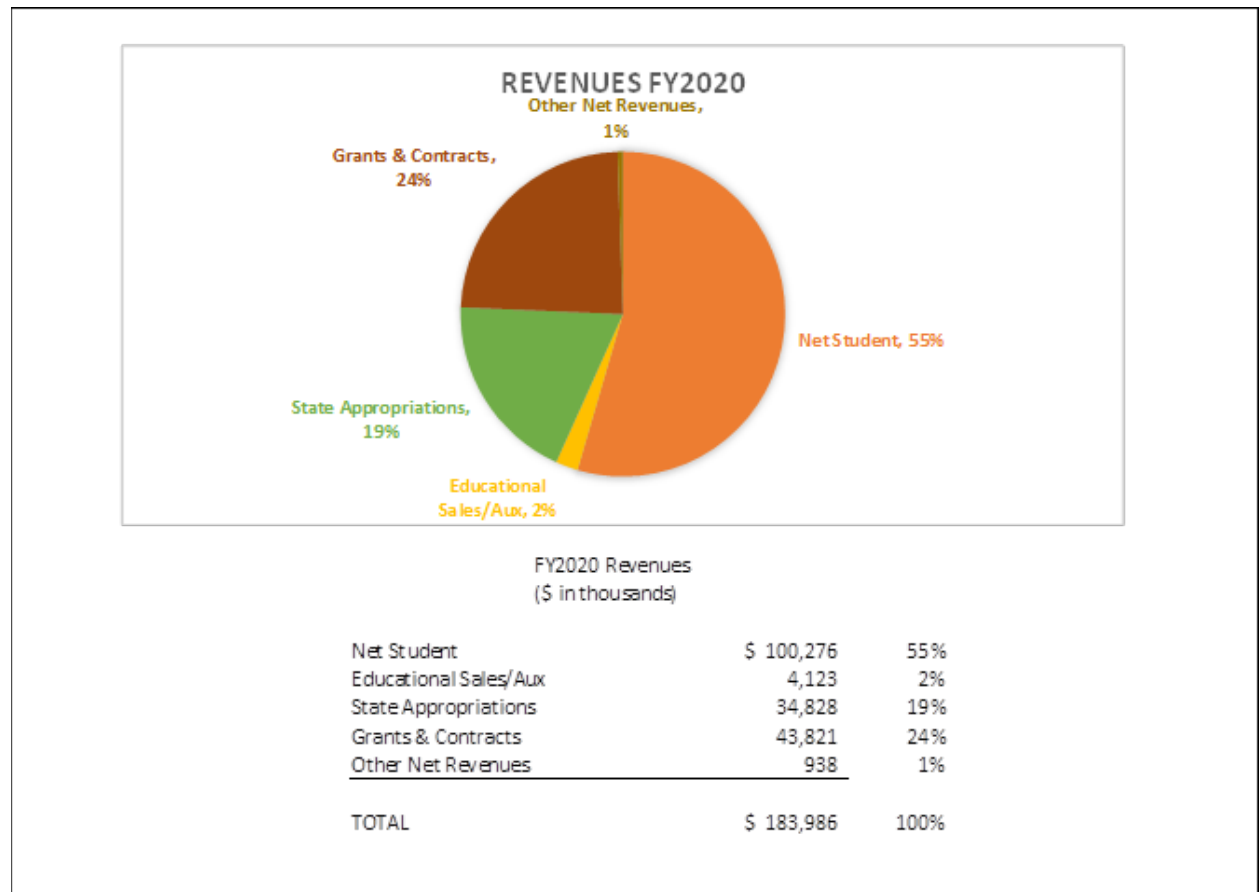
The Chancellor also serves as the communication channel between the institutions and the Board of Trustees and represents VSCS interests with the governor, state agencies, and the General Assembly.

The Chancellor testifies before gubernatorial and legislative committees and directs others to do so as needed. The presidents work for and report to the Chancellor as does the Chancellor's staff.

About the Vermont State Colleges System

Funding

By statute, the Vermont State Colleges System was to be supported “in whole or in substantial part” by the State of Vermont. The VSCS receives funding for operations, allied health programs, and the Vermont Manufacturing Extension Center. The appropriation provided by the Vermont General Assembly is approximately 15% of our operating budget. The annual capital appropriation provided by the Vermont General Assembly is approximately \$2 million.



The legislature can also appropriate one-time funds for special projects, such as workforce development or scholarships for Vermonters. VSCS students also benefit from the Vermont Higher Education Endowment, the interest from which is transferred to the VSCS (also to UVM and VSAC).

The VSCS Institutions

The four-year institutions with liberal arts and pre-professional programs include Castleton University and Northern Vermont University. They offer degree programs ranging from the associate through the master's level.

The two-year institutions that offer associate degrees are Community College of Vermont and Vermont Tech. Vermont Tech also has an increasing number of bachelor's degree programs and recently added its first master's program.

Each institution has a distinctive character and each offers programs to meet the special interests and needs of its students and its region. Together, they offer outstanding opportunities for Vermonters and non-Vermonters to achieve their individual goals.

Organizational Structure

The President is the chief executive and operating officer of each institution. Reporting directly to the Chancellor, the presidents manage their institutions with considerable discretion and autonomy within the bounds of the Board policies and guidelines.

While the system does not impose staffing requirements, each institution typically has the following executive staff positions: academic dean, dean of student affairs, dean of administration, physical plant director, director of human resources, director of admissions, director of financial aid, director of development, and registrar.

A Brief History of the VSCS

The public corporation known as the Vermont State Colleges System was created by statute in 1961. The Vermont State Colleges System currently consists of five institutions founded over a span of 200 years. Castleton, Johnson, Lyndon and Vermont Tech all started as normal schools between 1787 and 1911 and were under the control of the State Board of Education. The Community College of Vermont, a statewide institution, was founded by executive order of Governor Deane Davis in 1975. In 2018 Johnson State College and Lyndon State College combined to form Northern Vermont University.

From 1961 to 1977 the VSCS operated largely as a “loose confederation” of colleges. There was little or no coordination of academic, financial, or personnel activities. Cooperation between the colleges was minimal and there were few system policies. In 1977, the Board of Trustees asserted their leadership over the colleges and created a functioning system. The Board accepted full responsibility for the financial, academic, and personnel activities of the system.

For decades, the Vermont State Colleges System operated under a “top-down” model. The Chancellor’s Office served as central leadership for the system, and the colleges operated within guidelines set from above.

Over time, VSCS leaders restructured the system and the function of the central office to enable a sharing of leadership. Facing increasing financial and operational challenges, the Board of Trustees and Chancellor have made it a priority to become a more comprehensive, cohesive, and interconnected system. This is intended to enhance educational opportunities by providing students access not only to the resources of their particular college or university, but to the resources of the system as a whole, and to enable the most cost-effective operation of individual institutions and the system.

Leadership has evolved into a collaborative relationship allowing for substantial autonomy at the institutional level, while maximizing the educational and operational opportunities provided by a strong system and central office. The Board of Trustees sets policy for the system and the Chancellor adopts system-wide procedures in support of those policies. Each institution operates under the authority of its president and presidential cabinet, consistent with the policies and procedures adopted by the Board of Trustees and Chancellor.

The VSCS will continue to transform in order to provide high-quality, affordable, and workforce-connected higher education in Vermont in a financially sustainable model. The Board’s current strategic priorities may be found here: {link}.

Collaboration and Consolidation

Since 2000, VSCS institutions have made working as a system a priority. There are many system-wide planning groups, including:

- Council of Presidents (consisting of the four presidents, the Chancellor, and Chancellor's Office senior staff)
- Academic Deans Council
- Business Affairs Council (Administrative Deans)
- Student Affairs Council (Deans of Students)
- HR Council (Directors of Human Resources)
- IT Council (VSCS Chief Information Officer and institutional Chief Technology Officers) Other VSCS-wide groups focus on special topics such as general education or employee evaluations on an as needed basis.

Additionally, to conserve resources and operate more efficiently, the system has consolidated the delivery of several administrative functions. Functions are performed better because the system has the resources to do the job well one time, rather than spreading every institution's resources too thin. Areas that have been consolidated include:

- Institutional Research
- Payroll
- Administrative Information Systems
- Information Technology
- Accounts Payable
- Accounting
- Legal Services

The VSCS is unique in having a single administrative information system across four institutions, including a single course list. By consolidating large amounts of data across multiple systems, it has made business and administration processes more effective and is able to leverage information technology to support institutional priorities and make informed decisions.

Employee Relations

VSCS Employees fall into two general categories: unionized or non-unionized. Non-unionized employees include:

- Most employees in the Chancellor's Office
- Executive level employees at the four campus-based institutions
- Employees in VSCS's outreach programs (e.g. VMEC)
- CCV staff

Unionized employees include:

- [Full-time faculty](#) at Castleton, Northern Vermont University and Vermont Tech
- Professional, Administrative and Technical Employees ([PAT](#))
- Supervisory Employees ([SUP](#))
- Represented clerical/maintenance [staff \(VSEA\)](#)
- [Part-time faculty](#) at Castleton, Northern Vermont University and Vermont Tech
- Faculty at the Community College of Vermont
- Faculty at Northern Vermont University's Online program

Non-unionized employees are governed by the [VSCS Personnel Handbook](#). Unionized employees are governed by negotiated [Agreements](#), one for each unit (see links above). In addition, the Board of Trustees maintains a [Policies and Procedures Manual](#) applicable to all VSCS employees.

Strategic Planning

The VSCS undergoes system wide strategic planning on a regular basis. The rapidly changing landscape of higher education requires flexibility, responsiveness, and innovation to ensure the VSCS is meeting the needs of our students and the state of Vermont.

Past strategic planning initiatives

The VSCS Board of Trustees launched a comprehensive planning process in the spring of 1999 in order to position the colleges and the entire system for continued growth and efficiency. This process included a complete revision of our mission and vision statements, and the creation of 11 strategic initiatives to strengthen the VSCS's finances, academic programs and organizational structure.

By 2004 the VSCS had moved toward more theme-based planning, identifying key challenges and setting priorities annually. Each year the system as a whole reviewed the progress made in each area and developed priorities for the coming year. Several other strategic initiatives since that time have resulted in priorities that are student-focused, focused on employee effectiveness, and supportive of local community as well as statewide goals.

Strategic planning going forward

Equipped with the direction provided by past planning and the hard work of many constituents, the Board is actively engaged in ongoing strategic planning. This includes preparations to implement the recommendations of the Legislative Select Committee established in 2020. Discussions regarding student success, interconnectedness between institutions, innovation, and financial sustainability inform the system's strategic plans. The Board's current strategic priority plan is located here: {link}.

Vermont State Colleges Board of Trustees Audit and Risk Committee Charter

I. Purpose

The responsibilities of the Audit Committee (or ‘Committee’) of the Board of Trustees (or ‘Board’) of Vermont State Colleges Board of Trustees are to oversee:

- i. the VSC’s systems of internal controls and other processes regarding finance, operations, accounting, risk management, and legal compliance;
- ii. the VSC’s auditing, accounting and financial reporting processes generally;
- iii. the integrity of the VSC’s financial statements and other financial information provided by the VSC to the public and others;
- iv. the VSC’s compliance with legal and regulatory requirements;
- v. the independent auditor’s qualifications and independence;
- vi. the performance of the VSC’s internal auditors and independent auditors;
- vii. the codification of policies, procedures and practices related to the foregoing.

The Audit Committee also provides an open avenue of communication among the independent auditors, the internal auditors, financial and senior management, and the Board of Trustees.

II. Organization

The Audit and Risk Management Committee shall comprise five trustees who shall satisfy the independence, financial literacy, and experience requirements, as defined by applicable rules and regulations.

Committee members shall be elected by the Board of Trustees at the annual organizational meeting on the recommendation of the Nominating Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Chair of the Committee shall be appointed by the Chair of the Board from the elected members of the Committee.

III. Meetings

The Audit and Risk Management Committee shall meet a minimum of three times per year, or more frequently as circumstances require. The Committee shall require members of management, the financial department, the internal auditors if any, the independent auditors and others to attend meetings and to provide pertinent information, as necessary. To the extent permitted by Vermont open meeting requirements the Committee shall meet from time to time in separate executive sessions with management, the internal auditors, the independent auditors or others that it may designate to discuss any matters that the Committee (or any of these groups) believes should be discussed privately. The Board may adjust the number of Committee meetings required per year or the number of members on the Committee by majority vote at any warned regular or special meeting as long as the Board is satisfied that the fundamental purpose and functioning of the Committee will not be compromised.

IV. Responsibilities and Duties

The Committee shall consult with management but shall not delegate the responsibilities outlined herein. In performing its oversight responsibilities the Audit Committee shall:

With respect to the independent auditors:

1. The Board of Trustees shall have sole authority for approving the appointment of the independent auditors. However, the Committee shall have the authority and responsibility for the identification and evaluation of the independent auditors and submitting recommendations to the Board of Trustees regarding the terms, continuation, or termination of an engagement.
2. Approve all audit engagement fees.
3. Oversee the work of the independent auditors for the purpose of preparing or issuing an audit report or related work.
4. Oversee the resolution of disagreements between management and the independent auditors in the event that they arise.
5. Consider whether the independent auditor's performance of permissible non-audit services is compatible with auditor's independence and approve all non-audit engagements with the independent auditors in advance of any such engagement.
6. At least annually, obtain and review a report from the independent auditors describing (i) the independent auditors' internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.

With respect to financial information and reporting:

1. On a timely basis review and discuss with management the quarterly financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations") and with both management and the independent auditors, the VSC's annual audited financial statements.
2. Discuss with the independent auditors matters required to be discussed by Statement on Auditing Standards No.114, The Auditor's Communication With Those Charged With Governance, as it may be amended, re-titled, or superseded from time to time.
3. Review with management and the independent auditor's financial accounting policies, significant reporting issues, systems of financial control and other matters related to the VSC's financial statements as required by applicable rules and regulations.

With respect to the internal auditors and internal controls:

1. Consider and review with the independent auditors and the internal auditors, if any, the adequacy of the VSC's internal control structure and systems and the procedures designed to ensure compliance with laws and regulations.

2. Review and advise on the selection or removal of the internal auditors, if any.
3. Periodically review any significant difficulties, disagreements with management, or scope restrictions encountered by the internal auditors in the course of their work.

With respect to other matters:

1. Report regularly to the Board of Trustees.
2. Discuss policies with respect to enterprise risk assessment and risk management, including the VSC's major financial and accounting risk exposures and the steps management has undertaken to control them.
3. Review and assess disaster and business continuity plans and recovery policies and procedures.
4. Perform an annual self-assessment relative to the Audit Committee's purpose, duties and responsibilities outlined herein, including an assessment of the adequacy of this Charter.
5. Perform any other activities consistent with this Charter, the VSC's By-laws, and governing law as the Committee or the Board deems necessary or appropriate.

V. Resources

After consultation with the Chair of the Board of Trustees, the Audit and Risk Management Committee shall have the authority to retain independent legal, accounting, and other consultants to advise the Committee with respect to any matter. The Committee may request any officer or employee of the VSC or the VSC's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Rev. 10/2011, 5/2016, proposed for Board's review 01/15/2021

Education, Personnel and Student Life (EPSL) Committee

Areas of Responsibility

The members and chair of the Committee shall be appointed by the Chair of the Board, where feasible, by the next Board meeting following the Annual meeting. The EPSL committee has primary responsibility for the development and implementation of policies related to Academic Affairs, Personnel, and Student Affairs.

On an annual basis, the EPSL committee shall:

1. Review activities of the colleges and system that promote the continuous improvement in quality of academic programs. These activities are summarized in reports generated according to VSC Policy 101 (Program Review and Continuous Improvement Process).
2. Recommend to the board the status of all programs under review through Policy 109 (Annual Enrollment Review of Existing Academic Programs).
3. Review annual personnel/ legal affairs reports, including but not limited to: crime statistics, staffing plans, and legal affairs activity.
4. Review annual system performance indicators and, on a rotating schedule developed in consultation with the Chancellor or designee, reports on system wide initiatives related to academic, personnel or student affairs, including but not limited to: educator quality, distance learning, student success and retention, workforce education and training, assessment, employee relations and PK-16 partnerships.
5. Review reports on the size and characteristics of the VSCS student populations broadly and by campus settings, as well as provide accurate and consistent aggregate information about student achievement and institutional performance.
6. Support and assess VSCS goals to achieve diversity, equity, and inclusion among its personnel.

As needed on an ongoing basis, the EPSL committee shall also:

1. Approve preliminary proposals for new academic program development and make recommendations to the Board of Trustees on final proposals for new academic programs according to Policy 102 (Approval of New Academic Programs). ^{[[L]]}_{[[SEP]]}
2. Review and recommend action to the Board of Trustees on proposals to award emeritus status (Policy 204). ^{[[L]]}_{[[SEP]]}
3. Recommend action to the Board of Trustees on the revision and/ or development of VSCS academic, personnel, and student affairs policies and procedures.
4. Review and recommend action to the Board of Trustees on resolutions to offer special recognition to individuals, groups or organizations. ^{[[L]]}_{[[SEP]]}
5. Conduct other business as needed and related to academic, personnel and/or student affairs.

Revised 4/2015; Proposed for Board Review 01/15/2021

Charge for the Executive Committee

The Executive Committee is a Standing Committee of the Board of Trustees of the Vermont State Colleges.

Purpose

The purpose of the Executive Committee is limited exclusively to those powers granted by the Board through this charge and any powers necessary and incidental to the exercise thereof. It is not intended as a “super” committee. The committee is intended to address occasional issues requiring action between Board meetings, to assist the Board in the evaluation process of VSC leadership, and to facilitate meaningful and productive Board and Committee proceedings. The Committee may not take action on matters affecting Board policies or the significant expenditure of resources.

Responsibilities

Within the limits of its lawful authority, the Executive Committee shall have all the powers of the Board of Trustees in management of the property and affairs of the Vermont State Colleges and may otherwise exercise the authority of the Board of Trustees. The Committee is charged to take action only on matters which cannot or should not be deferred to the Board's next scheduled meeting and shall report in writing on all actions taken at the next full meeting of the Board of Trustees. Minutes of the Executive Committee shall be provided to all Trustees within five days of its meeting.

Additionally, the Executive Committee shall:

- Monitor and provide direction to the Chancellor between Board meetings on legislative issues and interactions with the Executive Branch.
- Review the Chancellor's performance with recommendations to the full Board of Trustees relative to reappointment and compensation.
- Review the Chancellor's evaluation of college presidents' performance with recommendations to the full Board of Trustees relative to reappointment.

- Coordinate and facilitate a regular process of Board self-evaluation and development.
- Coordinate and facilitate committee interaction in cases where more than one committee may have jurisdiction on a particular subject under consideration.
- Plan for the VSC Board of Trustees annual Retreat.
- Serve as a “sounding board” for the Chancellor.

Composition

The Committee shall be composed of the four elected officers of the Board of Trustees. The Chair of the Executive Committee shall be the Chair of the Board.

Finance & Facilities Committee Governance Statement

I. Purpose of the Committee

The Committee's core responsibility is to assure the short and long term financial integrity of the VSC. To this end it acts to review and make recommendations to the Board of Trustees regarding:

- Strategic financial planning
- Initiatives having significant financial implications
- Annual budgeting
- Capital construction
- Facilities maintenance and protection
- Financial performance as reported in the financial statements

II. Recurring Areas of Oversight Responsibility

The Committee will periodically review and make any necessary recommendations regarding:

- Approval of tuition and fees
- Annual Operating and Capital Budgets
- Annual and interim financial statements and reports
- Capital Projects
- Management of cash, investments, and endowment funds
- Review of grants and gifts
- Policies and procedures relating to financial affairs

III. Meetings and Processes

The following apply to meetings and processes of the Committee:

- The members and chair of the Committee shall be appointed by the Chair of the Board, where feasible, by the next Board meeting following the Annual Meeting.
- The VSC Chief Financial Officer is the principal staff liaison to the Committee. His/her responsibility to the Committee includes preparation of meeting materials, design and preparation of monitoring and other reports, recording of minutes and general coordination with the committee members and chair.
- Annually the Committee will establish tentative agenda items.

Long Range Planning Committee Charge

The Long Range Planning Committee is a Standing Committee of the Board of Trustees of the Vermont State Colleges System.

Purpose

The Long Range Planning Committee plays a significant role in charting the future course of the Vermont State Colleges System. It serves as an advisory committee to the Board of Trustees, Chancellor, and college presidents on strategic long-term planning in general and on specific proposals to change the governance and/or structure of the system, as well as on alternative approaches for administration and program delivery at a system level which require Board approval. The Committee shall support institutional integrity through the application of findings from periodic and episodic assessments of the policies and conditions.

Responsibilities

Specifically, the Long Range Planning Committee shall:

- Periodically assess the mission statements of the VSCS and its individual colleges to ensure that overall strategic direction is consistent with the goals and objectives of the system.
- Monitor and assess the Vermont State Colleges System strategic planning process, making appropriate recommendations to the Board for adjustment from time to time.
- Undertake long range planning and coordination for the VSCS, consistent with its goals, objectives, priorities, roles, and responsibilities, making appropriate recommendations for adjustment to the Board as warranted.
- Consider alternative approaches to system governance and structure, and VSCS relationships with external entities, making recommendations to the Board on potential structural, operational, governance, and marketing changes that should be expected to improve long term prospects for the VSCS.

- Monitor and review governmental or other developments and initiatives that may impact the VSCS to assure that management and the Board are responding appropriately.
- Involve and consult with college leadership in the development of any recommendations, prior to bringing them to the Board of Trustees for action.
- Coordinate with any other committees of the Board, particularly when overlapping jurisdictions may come into play.
- Apply periodic and episodic assessments of the policies and conditions that systemically support the pursuit of responsible and ethical actions by the VSCS community.

Composition

The Committee shall be composed of no more than seven Board members appointed by the Chair of the Board, who shall also appoint the Chair of the Committee.

Nominating Committee Areas of Responsibility

The Committee shall comprise at least three members elected annually by the Board at its first meeting of the new calendar year. The Chair of the Committee shall be elected from among its members by the Board at the first meeting of the new calendar year.

1. Annually, the Committee shall recommend VSC Board officers for election at the annual meeting provided, however, that the Committee shall only recommend nominees for Board Chair in years the Chair is up for election, and shall recommend for election members to chair or serve on the committees to the extent such election is contemplated by the resolution creating the committee.
2. Effective July 15, 2015, the Committee biennially shall recommend to the Board of Trustees members for election at the annual meeting to the office of Chair of the Board.
3. Annually, the Committee shall recommend to the Board of Trustees members for election to the Audit and Risk Management Committee.
4. The Committee shall recommend for election officers, committee chairs, or committee members in the event of a vacancy where the original election called for a recommendation of the Nominating Committee.

In making recommendations for election to an office or position, the Committee may either recommend individual candidates or present competing candidates for the Board's consideration.

5. In 2017 and biennially thereafter, and as vacancies may occur, the Committee shall recommend to the Board of Trustees individuals for election to the Board as self-perpetuating members, addressing its goals for diversity within its membership.

Proposed for Board review 01-15-21

An Overview of the Board of Trustees

The Board of Trustees of the Vermont State Colleges System is charged with the oversight of the corporation. As the governing board of the system, the Board is the final authority and is held accountable for both the system and the institutions within it. The Board provides leadership and governance at the system level. System policies govern fiscal, academic, student, and personnel matters.

Board Principles of Governance

There are certain clear and accepted principles that govern the Board's conduct of VSCS affairs and its relationships. These include the following:

- Board Members are officers of the system with a fiduciary responsibility for the entire system. They represent statewide, rather than regional, political, or personal interests.
- The Board limits its direct action to the development and oversight of policy and finances, and to the hiring and evaluation of its executive officers. The Board does not directly manage the institutions.
- The Board takes action as a board, not as 15 individual trustees. Board members express their views and seek changes within the committees and other structures of the Board, rather than outside the Board process.
- Openness, trust, and honesty are the trademarks of all dealings between Board members, with the officers of the institutions, and with the public.

According to the [Association of Governing Boards of Universities and Colleges](#), highly effective boards:

1. Create a culture of inclusion.
2. Uphold basic fiduciary principles.
3. Cultivate a healthy relationship with the chief executive.
4. Select an effective board chair.
5. Establish an effective governance committee.
6. Delegate appropriate decision-making authority to committees.
7. Consider strategic risk factors.
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A Trustee shall carefully prepare for, and regularly attend, all scheduled Board meetings and the meetings of Committees to which he or she is assigned.

A Trustee should allocate the necessary commitment of time to be effective in meetings and participate actively in the group discussion.

A Trustee shall exercise his or her best judgment in making decisions that affect the course of the System.

A Trustee is expected to become knowledgeable in all aspects of the System, including its governance, mission, strategic plans, and programs. In addition, in order to increase understanding of the System, its culture and community, a Trustee is encouraged to participate in the life of the Systems institutions through attendance at their functions and social events.

A Trustee must be committed to the principles of equal opportunity and non-discrimination for all students, faculty, and staff.

Loyalty

A Trustee may challenge the judgment of others when he or she deems it necessary to do so, and shall vote his or her individual convictions after listening to others. A Trustee must, however, be willing to work with fellow Board members in the best interests of the System and should support Board decisions publicly.

A Trustee shall maintain the confidential nature of Executive Session.

A Trustee shall support the Chancellor's role as chief executive, to whom the Board has delegated responsibility for personnel, management and administrative matters. Furthermore, a Trustee shall communicate promptly and as appropriate any significant concern or complaint of which he or she becomes aware to the Chancellor or Board Chair.

A Trustee shall recognize that the Chancellor is the spokesperson for the System and the Chair is the spokesperson for the Board unless otherwise designated. When a Trustee engages in communications with personnel, students, citizens, and the media on an individual basis, the Trustee shall be guided by the duty of loyalty as set forth in this section of the Statement of Trustee Responsibilities.

A Trustee should support the System's fundraising and/or related activities through participation in fund drives according to their personal circumstances.

A Trustee should have an abiding interest in higher education and in furtherance of the mission of this System.

Conflicts Avoidance

The constituency of each Trustee is the System, regardless of the source of appointment. A Trustee shall act independently for the benefit of the System as a whole and not for the benefit of a particular institution, program, or interest.

A Trustee shall comply with the letter and spirit of the Board of Trustees' Conflict of Interest Policy.

Adopted by the Board of Trustees September 23, 2015

Trustee Commitment

The full Board currently meets four or more times a year; full Board meetings constitute a half-day, or a one or two-day agenda that may include an overnight stay. Board committees meet approximately two weeks before full Board meetings. Full Board meetings may occur at each of the VSCS institutions on a rotating basis, and they may also be held through remote means. Committee meetings occur at the Chancellor's Office or through remote means. Board and committee meetings are open to the public and are subject to Vermont Open Meeting Laws ([1 VSA § 312-313](#)).

Trustees are expected to attend Board meetings and meetings of the committee(s) on which they sit. Trustees are also encouraged to attend other committee meetings as personal schedules permit.

In addition to Board and committee meetings, trustees are expected to attend one or two college graduations each year along with other appropriate college events in which they might have interest. The colleges appreciate such visits, which also increase Board members' knowledge of the institutions.

The Board of Trustees is an active body that meets on a regular basis but can also be called to meet more frequently for other reasons, such as a special meeting, ad hoc committee work, or a presidential search. In addition, Board decisions are frequently based on system data and other information provided by Chancellor's Office staff or the institutions. A certain amount of reading and studying information and data is essential to trustees' ability to make educated decisions. Opportunities for Board member professional development in the form of supplemental reading and other educational opportunities outside of the Board meeting cycle are also provided.

General Roles & Responsibilities of Trustees

Annual Tasks

- Selection of external auditor and review of audit reports
- Approval and audit of internal operating and capital budgets
- Establish tuition rates and fees
- Develop request for state appropriations
- Review of existing academic programs under VSCS Policy 101
- Review of program enrollment under VSCS Policy 109
- Election of Board officers (Chair, Vice-Chair, Secretary, and Treasurer)
- Attend VSCS Board of Trustees retreat
- Performance review and reappointment of Chancellor and institution presidents

- Attend institutional commencements

Ongoing Tasks

- System-wide strategic planning
- Policy development, review, and revision
- Review of system performance indicators and benchmarks
- Review of and action on financial and real estate transactions
- Review of and action on new program proposals under VSCS Policy 102
- Participation in legislative activities

Intermittent Tasks

- Chancellor selection
- President selection
- Task forces on special topics

Board Committees

The standing committees of the Board are:

- Audit Committee
- Education, Personnel & Student Life (EPSL) Committee
- Executive Committee
- Finance & Facilities Committee
- Long Range Planning Committee
- Nominating Committee

While each committee's deliberations are often conducted informally, they follow Robert's Rules of Order when taking action as a committee. Minutes of the committee meetings are recorded and are archived at the Office of the Chancellor and published [online](#).

Special Task Forces & Committees

In addition to the standing committees, occasionally the Board appoints special ad hoc committees or task forces to deal with specific problems or issues. Membership often includes non-trustees. The kinds of problems and issues that have been studied by VSCS task forces in the past include library services, student life, computing services, and basic skills.

About the Vermont State Colleges System

The Chancellor's Office

The Chancellor is the chief executive officer of the corporation. The Chancellor manages and coordinates the system within policies and guidelines established by the Board of Trustees. Responsibilities of the Chancellor include supervision of fiscal, academic, personnel, and student affairs of the corporation.

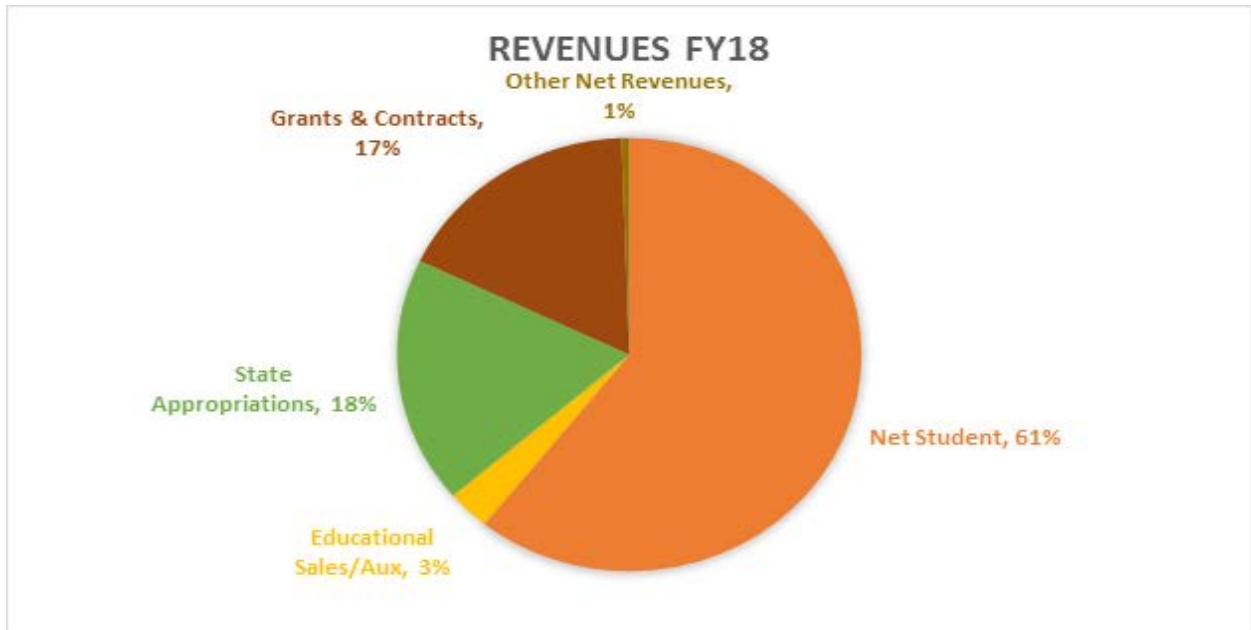
The Chancellor also serves as the communication channel between the institutions and the Board of Trustees and represents VSCS interests with the governor, state agencies, and the General Assembly.

The Chancellor testifies before gubernatorial and legislative committees and directs others to do so as needed. The presidents work for and report to the Chancellor as does the Chancellor's staff.

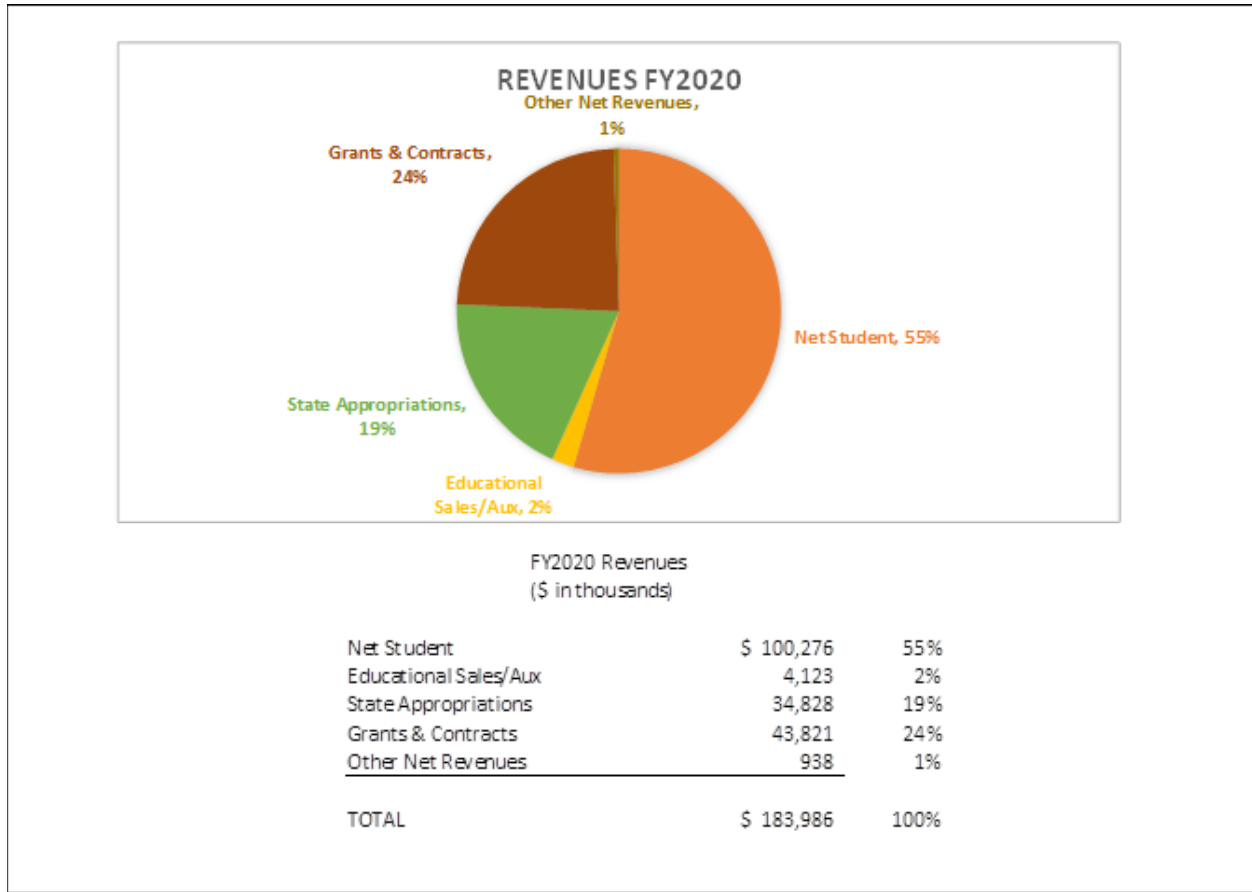
About the Vermont State Colleges System

Funding

By statute, the Vermont State Colleges System was to be supported “in whole or in substantial part” by the State of Vermont. The VSCS receives funding for operations, allied health programs, and the Vermont Manufacturing Extension Center. The appropriation provided by the Vermont General Assembly is approximately 15% of our operating budget. The annual capital appropriation provided by the Vermont General Assembly is approximately \$2 million.



About the Vermont State Colleges System



The legislature can also appropriate one-time funds for special projects, such as workforce development or scholarships for Vermonters. VSCS students also benefit from the Vermont Higher Education Endowment, the interest from which is transferred to the VSCS (also to UVM and VSAC).

The VSCS Institutions

The four-year institutions with liberal arts and pre-professional programs include Castleton University and Northern Vermont University. They offer degree programs ranging from the associate through the master's level.

The two-year institutions that offer associate degrees are Community College of Vermont and Vermont Tech. Vermont Tech also has an increasing number of bachelor's degree programs and recently added its first master's program.

Each institution has a distinctive character and each offers programs to meet the special interests and needs of its students and its region. Together, they offer outstanding opportunities for Vermonters and non-Vermonters to achieve their individual goals.

Organizational Structure

The President is the chief executive and operating officer of each institution. Reporting directly to the Chancellor, the presidents manage their institutions with considerable discretion and autonomy within the bounds of the Board policies and guidelines.

While the system does not impose staffing requirements, each institution typically has the following executive staff positions: academic dean, dean of student affairs, dean of administration, physical plant director, director of human resources, director of admissions, director of financial aid, director of development, and registrar.

A Brief History of the VSCS

The public corporation known as the Vermont State Colleges System was created by statute in 1961. The Vermont State Colleges System currently consists of five institutions founded over a span of 200 years. Castleton, Johnson, Lyndon and Vermont Tech all started as normal schools between 1787 and 1911 and were under the control of the State Board of Education. The Community College of Vermont, a statewide institution, was founded by executive order of Governor Deane Davis in 1975. In 2018 Johnson State College and Lyndon State College combined to form Northern Vermont University.

From 1961 to 1977 the VSCS operated largely as a “loose confederation” of colleges. There was little or no coordination of academic, financial, or personnel activities. Cooperation between the colleges was minimal and there were few system policies. In 1977, the Board of Trustees asserted their leadership over the colleges and created a functioning system. The Board accepted full responsibility for the financial, academic, and personnel activities of the system.

For decades, the Vermont State Colleges System operated under a “top-down” model. The Chancellor’s Office served as central leadership for the system, and the colleges operated within guidelines set from above.

Over time, VSCS leaders restructured the system and the function of the central office to enable a sharing of leadership.

Facing increasing financial and operational challenges, Most recently, the the Board of Trustees and Chancellor have made it a priority to become a more comprehensive, cohesive, and interconnected system ~~with multiple distinctive institutions within it~~. This is intended to enhance educational opportunities by providing students access not only to the resources of their particular college or university, but to the resources of the system as a whole, and to enable the most cost-effective operation of individual institutions and the system.

Leadership has evolved into a collaborative relationship allowing for substantial autonomy at the institutional level, while maximizing the educational and operational opportunities provided by a strong system and central office. The Board of Trustees sets policy for the system and the Chancellor adopts system-wide procedures in support of those policies. Each institution operates under the authority of its president and presidential cabinet, consistent with the policies and procedures adopted by the Board of Trustees and Chancellor.

About the Vermont State Colleges System

The VSCS will continue to transform in order to provide high-quality, affordable, and workforce-connected higher education in Vermont in a financially sustainable model. The Board's current strategic priorities may be found here: [{link}](#).

Collaboration and Consolidation

Since 2000, VSCS institutions have made working as a system a priority. There are many system-wide planning groups, including:

- Council of Presidents (consisting of the ~~four~~five presidents, the Chancellor, and Chancellor's Office senior staff)
- Academic Deans Council
- Business Affairs Council (Administrative Deans)
- Student Affairs Council (Deans of Students)
- HR Council (Directors of Human Resources)
- IT Council (VSCS Chief Information Officer and institutional Chief Technology Officers) Other VSCS-wide groups focus on special topics such as general education or employee evaluations on an as needed basis.

Additionally, to conserve resources and operate more efficiently, the system has consolidated the delivery of several administrative functions. Functions are performed better because the system has the resources to do the job well one time, rather than spreading every institution's resources too thin. Areas that have been consolidated include:

- Institutional Research
- Payroll
- Administrative Information Systems
- Information Technology
- Accounts Payable
- Accounting
- Legal Services

The VSCS is unique in having a single administrative information system across four institutions, including a single course list. By consolidating large amounts of data across multiple systems, it has made business and administration processes more effective and is able to leverage information technology to support institutional priorities and make informed decisions.

Employee Relations

VSCS Employees fall into two general categories: unionized or non-unionized. Non-unionized employees include:

- Most employees in the Chancellor's Office
- Executive level employees at the four campus-based institutions
- Employees in VSCS's outreach programs (e.g. VMEC)
- CCV staff

Unionized employees include:

- [Full-time faculty](#) at Castleton, Northern Vermont University and Vermont Tech
- Professional, Administrative and Technical Employees ([PAT](#))
- Supervisory Employees ([SUP](#))
- Represented clerical/maintenance [staff \(VSEA\)](#)
- [Part-time faculty](#) at Castleton, Northern Vermont University and Vermont Tech
- [Faculty at the Community College of Vermont](#)
- [Faculty at Northern Vermont University's Online program](#)

Non-unionized employees are governed by the [VSCS Personnel Handbook](#). Unionized employees are governed by negotiated [Agreements](#), one for each unit (see links above). In addition, the Board of Trustees maintains a [Policies and Procedures Manual](#) applicable to all VSCS employees.

Strategic Planning

The VSCS undergoes system wide strategic planning on a regular basis. The rapidly changing landscape of higher education requires flexibility, responsiveness, and innovation to ensure the VSCS is meeting the needs of our students and the state of Vermont.

Past strategic planning initiatives

The VSCS Board of Trustees launched a comprehensive planning process in the spring of 1999 in order to position the colleges and the entire system for continued growth and efficiency. This process included a complete revision of our mission and vision statements, and the creation of 11 strategic initiatives to strengthen the VSCS's finances, academic programs and organizational structure.

By 2004 the VSCS had moved toward more theme-based planning, identifying key challenges and setting priorities annually. Each year the system as a whole reviewed the progress made in each area and developed priorities for the coming year. Several other strategic initiatives since that time have resulted in priorities that are student-focused, focused on employee effectiveness, and supportive of local community as well as statewide goals.

~~At its annual retreat in 2006 the Board of Trustees set five strategic priorities:~~

- ~~● Affirm the VSCS's essential role in the economic and social vitality of Vermont.~~
- ~~● Ensure the long term financial sustainability of the system.~~
- ~~● Strengthen student recruitment and retention.~~
- ~~● Attract and retain highly effective employees.~~
- ~~● Ensure effective and efficient business practices.~~

~~These priorities were set after review of current and emerging issues and trends affecting higher education, consideration of the individual institutions' priorities, and analysis of Vermont's critical issues and needs, particularly in relation to education and workforce development. Three themes of ongoing importance to the VSCS were identified: access, affordability, and accountability.~~

~~A five year plan developed in 2008 by the Board during the next strategic planning cycle identified five strategic goals:~~

- ~~● Realize the full potential of the system to support the intellectual, economic and social vitality of the State.~~
- ~~● Enhance student access and success through high quality programs and services.~~
- ~~● Ensure the long term financial viability and sustainability of the system.~~

About the Vermont State Colleges System

- ~~Attract, support, and retain highly effective employees.~~
- ~~Support the well-being of individuals and local communities through four strong colleges.~~

~~Five priorities were established in support of those goals: access and affordability; academic quality and success; financial strength; economic development; and employee development and support.~~

~~In 2013 the Board embarked on a broad strategic inquiry process that engaged a wide array of stakeholders in the VSCS, including leadership, students, faculty, staff, parents, workforce partners, and businesses. Multiple focus groups, interviews with dozens of constituents, and survey results from hundreds of Vermonters identified “The Ideal VSCS:”~~

- ~~A unified system that is cooperative and collaborative~~
- ~~High academic standards and increased academic rigor~~
- ~~Modern and up to date, with~~
- ~~Great faculty and staff~~
- ~~Nimble and flexible~~
- ~~Student centric and focused~~
- ~~Welcoming and supportive~~
- ~~User friendly and accessible~~
- ~~Affordable~~
- ~~Accessible~~

~~The culmination of the strategic inquiry process was the creation of “Six Big Ideas” to guide the future of the VSCS:~~

- ~~1. To create a whole VSCS system that’s greater than the sum of its parts through the collaboration and cooperation of the individual colleges.~~
- ~~2. Create a more versatile and flexible VSCS system that enables students to move through at their own pace, charting their own course of study, and with a level of rigor that matches their abilities and needs.~~
- ~~3. To foster a VSCS system that has a place for every student regardless of their resources (financial and/or otherwise), age, background, abilities, or station in life.~~
- ~~4. Integrate the VSCS system with external communities and partners—sister colleges, the Legislature, public school system, business community, alumni, VSAC, OEP and others—to create educational and employment opportunities for all Vermont students.~~
- ~~5. Enrich the campus experience to give students a well-rounded/holistic education: mind, body and spirit.~~
- ~~6. Incorporate technology and foster innovation that supports, enables and/or enhances the above.~~

Strategic planning going forward

Equipped with the direction provided by past planning and the hard work of many constituents, the “Ideal VSCS” and “Six Big Ideas,” the Board is actively engaged in ongoing strategic planning. This includes preparations to implement the recommendations of the Legislative Select Committee established in 2020. e Board created a Long Range Planning Committee in 2015 tasked with serving as an advisory committee to the Board, Chancellor, and presidents on strategic long term planning in general and on specific proposals to change the governance and/or structure of the system, as well as on alternative approaches for administration and program delivery at a system level. Discussions regarding student success, interconnectedness between institutions, and innovation, and financial sustainability -informed the restructuring of the system’s strategic plans. The Board’s current strategic priority plan is located here: {link}. into six strategic priorities. These guide current work to ensure the system meets student needs, state priorities and the sustainability of our institutions.

**Six Priorities to Support the Mission
of the Vermont State Colleges**

For the benefit of Vermont, the Vermont State Colleges system provides affordable, high quality, student-centered, and accessible education, fully integrating professional, liberal, and career study, consistent with student aspirations and regional and state needs.

1. Increase the continuation rate of high school students on to postsecondary education.
2. Improve the retention and graduation rates at our colleges.
3. Become a more attractive destination for Vermont high school graduates.
4. Serve well more working age Vermonters.
5. Operate as a more integrated system to expand student opportunities and achieve operational efficiencies.
6. Increase state financial support and other supplemental revenues.

Draft 12/17/2020

Commented [TPK1]: Updated following the Executive Committee meeting

Vermont State Colleges Board of Trustees Audit and Risk Committee Charter**I. Purpose**

The responsibilities of the Audit Committee (or ‘Committee’) of the Board of Trustees (or ‘Board’) of Vermont State Colleges Board of Trustees are to oversee:

- i. the VSC’s systems of internal controls and other processes regarding finance, operations, accounting, risk management, and legal compliance;
- ii. the VSC’s auditing, accounting and financial reporting processes generally;
- iii. the integrity of the VSC’s financial statements and other financial information provided by the VSC to the public and others;
- iv. the VSC’s compliance with legal and regulatory requirements;
- v. the independent auditor’s qualifications and independence;
- vi. the performance of the VSC’s internal auditors and independent auditors;
- vii. the codification of policies, procedures and practices related to the foregoing.

Commented [TPK2]: NECHE’s standards emphasize risk management; explicit description of this purpose should be contained in the name of this committee and its charge.
Example: 3.7

The Audit Committee also provides an open avenue of communication among the independent auditors, the internal auditors, financial and senior management, and the Board of Trustees.

II. Organization

The Audit and Risk Management Committee shall comprise five trustees who shall satisfy the independence, financial literacy, and experience requirements, as defined by applicable rules and regulations.

Committee members shall be elected by the Board of Trustees at the annual organizational meeting on the recommendation of the Nominating Committee.

The Committee may form and delegate authority to subcommittees when appropriate.

The Chair of the Committee shall be appointed by the Chair of the Board from the elected members of the Committee.

III. Meetings

The Audit and Risk Management Committee shall meet a minimum of three times per year, or more frequently as circumstances require. The Committee shall require members of management, the financial department, the internal auditors if any, the independent auditors and others to attend meetings and to provide pertinent information, as necessary. To the extent permitted by Vermont open meeting requirements the Committee shall meet from time to time in separate executive sessions with management, the internal auditors, the independent auditors or others that it may designate to discuss any matters that the Committee (or any of these groups) believes should be discussed privately. The Board may adjust the number of Committee meetings required per year or the number of members on the Committee by majority vote at any

warned regular or special meeting as long as the Board is satisfied that the fundamental purpose and functioning of the Committee will not be compromised.

IV. Responsibilities and Duties

The Committee shall consult with management but shall not delegate the responsibilities outlined herein. In performing its oversight responsibilities the Audit Committee shall:

With respect to the independent auditors:

1. The Board of Trustees shall have sole authority for approving the appointment of the independent auditors. However, the Committee shall have the authority and responsibility for the identification and evaluation of the independent auditors and submitting recommendations to the Board of Trustees regarding the terms, continuation, or termination of an engagement.
2. Approve all audit engagement fees.
3. Oversee the work of the independent auditors for the purpose of preparing or issuing an audit report or related work.
4. Oversee the resolution of disagreements between management and the independent auditors in the event that they arise.
5. Consider whether the independent auditor's performance of permissible non-audit services is compatible with auditor's independence and approve all non-audit engagements with the independent auditors in advance of any such engagement.
6. At least annually, obtain and review a report from the independent auditors describing (i) the independent auditors' internal quality control procedures; (ii) any material issues raised by the most recent internal quality control review, peer review, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues.

With respect to financial information and reporting:

1. On a timely basis review and discuss with management the quarterly financial statements (including disclosures made in "Management's Discussion and Analysis of Financial Condition and Results of Operations") and with both management and the independent auditors, the VSC's annual audited financial statements.
2. Discuss with the independent auditors matters required to be discussed by Statement on Auditing Standards No.114, The Auditor's Communication With Those Charged With Governance, as it may be amended, re-titled, or superseded from time to time.
3. Review with management and the independent auditor's financial accounting policies, significant reporting issues, systems of financial control and other matters related to the VSC's financial statements as required by applicable rules and regulations.

With respect to the internal auditors and internal controls:

1. Consider and review with the independent auditors and the internal auditors, if any, the

adequacy of the VSC's internal control structure and systems and the procedures designed to ensure compliance with laws and regulations.

2. Review and advise on the selection or removal of the internal auditors, if any.
3. Periodically review any significant difficulties, disagreements with management, or scope restrictions encountered by the internal auditors in the course of their work.

With respect to other matters:

1. Report regularly to the Board of Trustees.
2. Discuss policies with respect to enterprise risk assessment and risk management, including the VSC's major financial and accounting risk exposures and the steps management has undertaken to control them.
3. Review and assess disaster and business continuity plans and recovery policies and procedures.
4. Perform an annual self-assessment relative to the Audit Committee's purpose, duties and responsibilities outlined herein, including an assessment of the adequacy of this Charter.
5. Perform any other activities consistent with this Charter, the VSC's By-laws, and governing law as the Committee or the Board deems necessary or appropriate.

Commented [TPK3]: Standard 3.7 uses the term "enterprise risk management"

Commented [TPK4]: Standard 7.25

V. Resources

After consultation with the Chairman of the Board of Trustees, the Audit and Risk Management Committee shall have the authority to retain independent legal, accounting, and other consultants to advise the Committee with respect to any matter. The Committee may request any officer or employee of the VSC or the VSC's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Rev. 10/2011, 5/2016, proposed for Board's review 01/15/2021

Draft 12/17/2020

Commented [TPK1]: Updated following Executive Committee Meeting

Education, Personnel and Student Life (EPSL) Committee**Areas of Responsibility**

The members and chair of the Committee shall be appointed by the Chair of the Board, where feasible, by the next Board meeting following the Annual meeting. The EPSL committee has primary responsibility for the development and implementation of policies related to Academic Affairs, Personnel, and Student Affairs.

On an annual basis, the EPSL committee shall:

1. Review activities of the colleges and system that promote the continuous improvement in quality of academic programs. These activities are summarized in reports generated according to VSC Policy 101 (Program Review and Continuous Improvement Process).
2. Recommend to the board the status of all programs under review through Policy 109 (Annual Enrollment Review of Existing Academic Programs).
3. Review annual personnel/ legal affairs reports, including but not limited to: crime statistics, staffing plans, and legal affairs activity.
4. Review annual system performance indicators and, on a rotating schedule developed in consultation with the Chancellor or designee, reports on system wide initiatives related to academic, personnel or student affairs, including but not limited to: educator quality, distance learning, student success and retention, workforce education and training, assessment, employee relations and PK-16 partnerships.
5. Review reports on the size and characteristics of the VSCS student populations broadly and by campus settings, as well as provide accurate and consistent aggregate information about student achievement and institutional performance.
6. Support and assess VSCS goals to achieve diversity, equity, and inclusion among its personnel.

Commented [TPK2]: See Standard 8.6 for example

Commented [TPK3]: See Standards 9.20 and 9.22

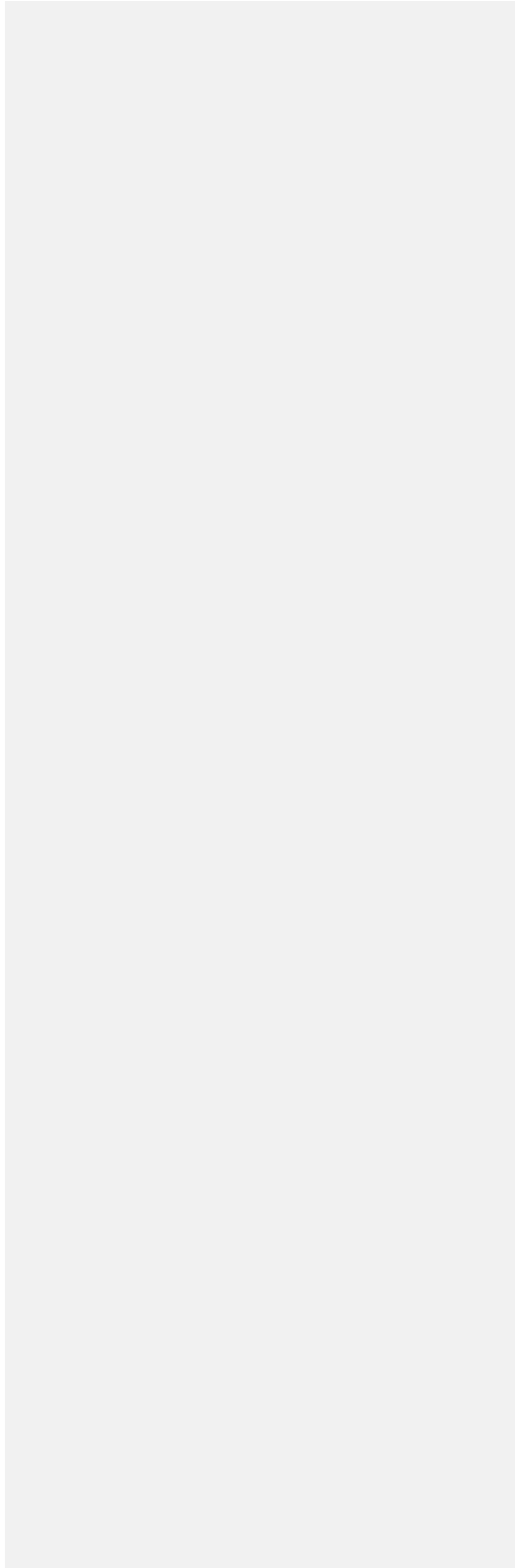
Commented [TPK4]: See Standards 7.1 and 9.5

As needed on an ongoing basis, the EPSL committee shall also:

1. Approve preliminary proposals for new academic program development and make recommendations to the Board of Trustees on final proposals for new academic programs according to Policy 102 (Approval of New Academic Programs).^[1]_[SEP]
2. Review and recommend action to the Board of Trustees on proposals to award emeritus status (Policy 204).^[1]_[SEP]
3. Recommend action to the Board of Trustees on the revision and/ or development of VSCS academic, personnel, and student affairs policies and procedures.
4. Review and recommend action to the Board of Trustees on resolutions to offer special recognition to individuals, groups or organizations.^[1]_[SEP]
5. Conduct other business as needed and related to academic, personnel and/or student

affairs.

Revised 4/2015; **Proposed for Board Review 01/15/2021**



Draft 12/17/2021 after Ex Cttee Mtg**Long Range Planning Committee Charge**

The Long Range Planning Committee is a Standing Committee of the Board of Trustees of the Vermont State Colleges System. ~~The Committee shall sunset on June 30, 2019, unless reauthorized by the Board.~~

Purpose

The Long Range Planning Committee plays a significant role in charting the future course of the Vermont State Colleges System. It serves as an advisory committee to the Board of Trustees, Chancellor, and college presidents on strategic long-term planning in general and on specific proposals to change the governance and/or structure of the system, as well as on alternative approaches for administration and program delivery at a system level which require Board approval. ~~The Committee shall support institutional integrity through the application of findings from periodic and episodic assessments of the policies and conditions.~~

Responsibilities

Specifically, the Long Range Planning Committee shall:

- Periodically assess the mission statements of the VSCS and its individual colleges to ensure that overall strategic direction is consistent with the goals and objectives of the system.
- Monitor and assess the Vermont State Colleges System strategic planning process, making appropriate recommendations to the Board for adjustment from time to time.
- Undertake long range planning and coordination for the VSCS, consistent with its goals, objectives, priorities, roles, and responsibilities, making appropriate recommendations for adjustment to the Board as warranted.
- Consider alternative approaches to system governance and structure, and VSCS relationships with external entities, making recommendations to the Board on

Commented [TPK1]: Was there a specific authorization or extension of this committee after the sunset date?

Commented [TPK2R1]: The Board adopted it as a permanent committee in June, 2019.

Commented [TPK3]: The Board eliminated the sunset in June 2019.

Commented [TPK4]: Standard 9.1 Integrity

Adopted 4/9/2015

potential structural, operational, governance, and marketing changes that should be expected to improve long term prospects for the VSCS.

- Monitor and review governmental or other developments and initiatives that may impact the VSCS to assure that management and the Board are responding appropriately.
- Involve and consult with college leadership in the development of any recommendations, prior to bringing them to the Board of Trustees for action.
- Coordinate with any other committees of the Board, particularly when overlapping jurisdictions may come into play.
- Apply periodic and episodic assessments of the policies and conditions that systemically support the pursuit of responsible and ethical actions by the VSCS community.

Composition

The Committee shall be composed of no more than ~~six~~ **seven** Board members appointed by the Chair of the Board, who shall also appoint the Chair of the Committee.

Commented [TPK5]: This will allow consistency with our Bylaws. No committee should have more than seven members or it is a defacto quorum of the full board.

Proposed for Board review 01/15/2021

Adopted 4/9/2015

Draft Jan 2021, after Ex Cttee Mtg**Nominating Committee Areas of Responsibility**

The Committee shall comprise **at least** three members elected annually by the Board at its first meeting of the new calendar year. The Chair of the Committee shall be elected from among its ~~three~~ members by the Board at the first meeting of the new calendar year.

1. Annually, the Committee shall recommend VSC Board officers for election at the annual meeting provided, however, that the Committee shall only recommend nominees for Board Chair in years the Chair is up for election, and shall recommend for election members to chair or serve on the committees to the extent such election is contemplated by the resolution creating the committee.
2. Effective July 15, 2015, the Committee biennially shall recommend to the Board of Trustees members for election at the annual meeting to the office of Chair of the Board.
3. Annually, the Committee shall recommend to the Board of Trustees members for election to the Audit and **Risk Management** Committee.
4. The Committee shall recommend for election officers, committee chairs, or committee members in the event of a vacancy where the original election called for a recommendation of the Nominating Committee.

In making recommendations for election to an office or position, the Committee may either recommend individual candidates or present competing candidates for the Board's consideration.

5. In 2017 and biennially thereafter, and as vacancies may occur, the Committee shall recommend to the Board of Trustees individuals for election to the Board as self-perpetuating members, addressing **its goals for diversity within its membership**.

Commented [TPK1]: This name change is under consideration at the January 15, 2021 Board meeting

Commented [TPK2]: See Standard 3.8

Proposed for Board review 01-15-21

ITEM 4:

**Resolution 2021-002: Creation of a Diversity, Equity & Inclusion
Committee**

VERMONT STATE COLLEGES SYSTEM
BOARD OF TRUSTEES
RESOLUTION No. 2021-002

Establishing a Diversity, Equity and Inclusion Committee of the Board of Trustees

- WHEREAS, The Board of Trustees may establish a committee, by resolution, at any regular or special Board meeting (Bylaws, Art.VI, §1); and
- WHEREAS, The Board of Trustees is committed to the values of diversity, equity and inclusion in the governance and operations of the Corporation and its institutions (Bylaws, Art. I, §5); and
- WHEREAS, The Board of Trustees’ strategic priorities include “ensur[ing] equitable access to and completion of a quality post-secondary education for all Vermonters, including those who have been marginalized or underrepresented historically”; therefore be it
- RESOLVED, That the Board hereby creates a Diversity, Equity and Inclusion Committee to review the governance and operations of the Vermont State Colleges System and to identify ways to improve equitable access to its educational programs and recruitment for employment for those who have been marginalized or underrepresented historically; and be it further
- RESOLVED, That the VSC Board of Trustees directs the Board Chair to appoint no fewer than three and no more than seven trustees to serve on the Diversity, Equity and Inclusion Committee, and to name a Chair to the Committee; and be it further
- RESOLVED, That the Diversity, Equity and Inclusion Committee shall meet a minimum of three times a year, or more frequently as circumstances require; and be it further
- RESOLVED, That at its first meeting, the Diversity, Equity and Inclusion Committee shall draft a proposed Committee Charter for submission to the Board of Trustees for its review and approval for inclusion in the Trustee Handbook; and be it further
- RESOLVED, That the Diversity, Equity and Inclusion Committee shall comply with the provisions of Vermont’s open meeting law, 1 V.S.A. §§ 310-314, as applicable.

Approved: January 15, 2021

Lynn Dickinson, Chair of the Board of Trustees

ITEM 5:

Resolution 2021-001: Board ratification of collective bargaining agreements

VERMONT STATE COLLEGES SYSTEM

BOARD OF TRUSTEES

RESOLUTION No. 2021-001

Setting Forth the Board of Trustees' Role Regarding Collective Bargaining Agreements

WHEREAS, The Vermont State College System Board of Trustees recognizes the importance of exercising its fiduciary duty in managing the public assets of the Vermont State Colleges and fulfilling its oversight role; and

WHEREAS, Nationally, it is common for boards of public institutions of higher education to ratify collective bargaining agreements; and

WHEREAS, In the *Initial Report of the Select Committee of the Future of Higher Education on Vermont*, dated December 4, 2020, the Select Committee recommended that the Board of Trustees provide input in the process of renegotiating the System's collective bargaining agreements and, once negotiated by the Chancellor's Office, formally ratify those agreements; and

WHEREAS, All but one of the VSCS's collective bargaining agreements are due to be renegotiated within the next few months; therefore, be it

RESOLVED, That the Board shall provide input in the process of renegotiating collective bargaining agreements; and be it further

RESOLVED That, once negotiated by the Chancellor's Office, the Board shall formally ratify all such agreements and the Chair of the Board shall be a signatory to each collective bargaining agreement.

Approved: January 15, 2021

Lynn Dickinson, Chair of the Board of Trustees

ITEM 6:
Updated EPSL Committee Plan

Draft Document for Discussion**Education, Personnel, Student, Life | 12 Month Plan****Committee Members**

- Megan Cluver
- Janette Bombardier
- Ryan Cooney
- Karen Luneau
- Mary Moran

VSCS Leadership – Yasmine Ziesler (Chief Academic Officer), with VSCS Chief Academic Officers Group

Committee Scope for the next 12 months

1. Academic Program Array

Review Board policies related to the review of new and existing programs, with a focus on accountability to institutional missions and sustaining results. As part of this review process, EPSL will monitor the work outlined in Academic Programs Review RFP as part of a potential system transformation project, determining whether or how metrics established in that work should become incorporated into Board policies on academic programs.

[Context, from Select Committee's Initial Report] "Effective system-wide governance begins with establishing and maintaining clear missions that deliberately specify including the array of programs by level and field to be offered at each institution, with attention to distinctive clusters of expertise—including the liberal arts and applied programs like business and education, and unique capacity like NVU's meteorology program—as well as differences in local needs."

2. Transferability

Review policies related to transfer credits and understand current landscape of articulation agreements, progress towards a single general education core, and barriers to student transfer.

3. Workforce Education

Review continuing education and workforce development programming offered across the system and understand its alignment with VSCS certificates and degree programs.

4. Student Success and Retention

Review system efforts to support and improve student success, including data on student retention and graduation.

5. Partnership with Vermont PK-16 education, Technical Education and Adult Basic Education

Review collaborations with Vermont PK-16 entities, and Select Committee recommendations on *how the VSC System should support a statewide system and work as seamlessly as possible with the regional technical centers and providers of AEFL programs to ensure a more integrated, organized, and responsive delivery of adult CTE and AEFL services* [from Select Committee's Initial Report].

Desired Inputs / Data Needs

1. Guest speakers / case studies | Peer and near peers who we can learn from.
2. System data
3. Understand the work of program review (VSCS engaging an outside partner); EPSL to be appropriately apprised of milestone with periodic report outs.

Draft Document for Discussion

Updated Meeting Schedule and Topics

January 8: EPSL Role and Plan for the Year; Academic and Transfer Policies First Look; Academic Program Array

March 15: Update on Program Array (consultant presentation); initial review of data dashboards what do want to track + what is currently trackable Partnerships – K-16, technical and ABE programs

April: Presentations from students (IROD) on student success; hear from peer re: shift to student centric mindset

May 24: Student Success and Retention

July: Discuss Updates to Academic Program and Transfer Policies

Early September: Workforce Education and Credentials

October 24: Finalize policy revisions and metrics.

ITEM 7:

VSCS Structural Transformation: Preliminary Analysis and Recommendation, as presented to the Long Range Planning Committee



VSCS Structural Transformation: Preliminary Analysis of Recommendation

January 8, 2021

OBJECTIVE

Using the recommendations of the Select Committee on the Future of Public Higher Education in Vermont as a guide, the VSCS will finalize a recommendation for a transformed organization, governance, and operational model that is fiscally sustainable and fulfills its mission of delivering an affordable, accessible, high quality, student-centered, workforce-relevant education for Vermonters in measured stages to be completed within five years. This document is the first step in developing the recommendation.

KEY QUESTION

What are the opportunities, risks, costs, benefits, necessary constraints, and trade-offs of the Select Committee on the Future of Public Higher Education in Vermont's main structural recommendation of a common accreditation for CU, NVU, and VTC?

- a. Will the proposed model enable the VSCS to achieve the objective?
- b. If not, how can the proposed model be modified to achieve the objective?

The **proposed model** consists of two distinctive, complementary institutions: CCV with an expanded mission focused on entry-level postsecondary certificates, associate's degrees and workforce education, and a combined entity incorporating the distinct attributes and strengths of CU, NVU, and VTC. The transformed system will have an expanded core of system-wide approaches to administrative functions, system leadership through the Chancellor's Office focused on external and inter-institutional functions, and a single governing board with strengthened oversight policies and culture. It will provide greater access to an affordable post-secondary education for Vermonters, including adult learners, through innovative and flexible delivery of programs and courses across the state.

OPPORTUNITY

What is the vision for this new model and what are the benefits of this approach?

The **vision** will focus on bringing together the distinct strengths of CCV, CU, NVU, and VTC including:

- *Delivering a **full spectrum of degrees** from associate's and bachelor's through to master's degree programs, plus certificates and stackable credentials, available both in person and virtually across Vermont;*
- *Providing a comprehensive array of **professional and liberal arts programs**, as well as **applied hands-on education**, with high career placement and return on investment, for traditional and non-traditional students;*
- *Building **working and learning communities**; and*
- *Offering **residential programming** featuring a vibrant array of arts, athletics, and extra-curricular activities.*

Key benefits for students:

- A transformed VSCS will improve quality and access to the full breadth of VSCS programs. Students will have greater access to entry-level postsecondary and workforce learning at CCV, with a simplified transfer of credits between CCV and the combined entity. Students will continue to have access to a traditional four-year educational program and a residential experience at the combined entity.
- Program quality and access will improve by bringing together full-time faculty expertise across the combined entity, with courses available to students statewide.
- Access to education will be maintained across the state, which is particularly critical for first generation and place-bound students.
- The reduced costs resulting from structural reform will better enable the VSCS to focus on and address affordability.
- An expanded core of system-wide functions delivered in new ways statewide (think video tellers at banks) will provide increased student access to services and a consistent student experience.
- A strongly integrated system, with a statewide mission, will provide expanded access to meaningful work-based learning opportunities, including paid internships for academic credit.
- Similarly, the transformed system and statewide mission will support greater opportunities for developing and expanding mutually-beneficial partnerships with outside entities, such as NVU's relationship with Catamount Arts.

Key opportunities for faculty and staff:

- The transformed VSCS will create opportunities for faculty and staff in similar functions to contribute to and draw upon the greater collective expertise, both at the combined entity and in the expanded core of system-wide functions, resulting in more sustainable academic programs and improved services for end-users.
- The combined CU-NVU-VTC entity will simplify faculty governance structures and improve associated workloads such as program review activities.

Key benefits for the state:

- A transformed VSCS with a strengthened governing board and focused system-level leadership will shift the VSCS culture in the direction of actions that benefit students and the state rather than individual campuses or institutions.
- A transformed VSCS will create better economies of scale, improving the value of the state's investment.
- With the state's support, transformed VSCS operations will have improved potential to maintain commitment to its host communities and place-bound students statewide.
- A transformed VSCS will have greater nimbleness in developing new programs and credentials aligned with the needs of employers, adult learners and displaced workers.

RISKS

Financial:

- The proposed transformation requires substantial increased state investment both for the one-time costs of transformation and an increase in the VSCS's base appropriation over the long-term, plus a significant reduction in its expenses due to increased operational efficiencies and a small increase in tuition revenue.
 - Given the current financial situation of the VSCS, a substantial increase in state funding will be necessary even if the proposed transformation does not occur. Inaction is not a viable option as the VSCS faces the very real prospect of insolvency in the near future, the substantial costs of which would fall to the state. Increased state funding would then be needed to cover the costs associated with closure (such as campus carrying costs, retiree health obligations, severance and unemployment, and debt service). If this were to occur, the state's capacity to educate its low income, first generation, rural, place-bound, and non-traditional students would be significantly diminished and the economies of the VSCS's host communities would be adversely impacted.
- Transformation takes time and a dip in enrollment should be expected to occur as the system transforms and rebrands itself. It is generally recognized that it takes 3-5 years for institutions of higher education to actualize the benefits of unification.

Human:

- The fear of change this substantial and the necessary pace of change may overwhelm the ability of our employees to contribute to those changes effectively. Combining disparate organizational cultures both within a new CU-NVU-VTC entity and inclusive of CCV in single system-wide administrative functions will take considerable leadership skill and substantial investment in human resource capacity to attract and retain individuals critical to the success of the transformation.
- We face a considerable risk of "change fatigue" for faculty, staff and administrators who have already experienced several years of rapid change, plus the potential loss of experienced and knowledgeable employees due to uncertainty regarding the future.
 - However, we recognize that even if the proposed transformation does not move forward, change will continue to occur.

COSTS

Cost of Transformation:

- Transformation on this scale is expensive and will require investment over several years. Critical investments in such items as project management, academic program development/redesign, financial aid optimization and normalization, technology to support the change, facilities and signage, legal fees, rebranding and marketing, *etc.* will be necessary to support the transition.
- In addition, bridge funding will be necessary to support the VSCS's operations during the proposed five-year transition period. The creation of Northern Vermont University has shown that such transformations take substantial time – in NVU's case work began in earnest in October 2016 and the institution launched for the first time on July 1, 2018. NVU had the time and financial wherewithal to make the change because both Johnson State and Lyndon State had adequate

reserves to carry them forward. Currently, however, Vermont Tech, Castleton University and Northern Vermont University do not have enough reserves collectively to carry themselves through a transition, nor do they have sufficient reserves to sustain themselves individually on their current paths.

- **A firm commitment from the state to provide the significant investment identified in the Select Committee’s Initial Report will be vital to the survival of the VSCS, and the proposed transformation will enhance the VSCS’s ability to make the investment work and place the VSCS on a path to financial sustainability.**

Source of Savings:

- The Select Committee recommends that the VSCS’s structural deficit be addressed through a combination of reduction of operational, administrative and other spending costs, plus increased revenue from new and returning students, by approximately \$5 million per year over five years.¹ The Vermont State Colleges must be committed to difficult and lasting change. The creation of Northern Vermont University has shown that this type of cost reduction and related change is possible with hard work. For example, since FY16 the expense budget for NVU was reduced by slightly more than \$9 million, most of which occurred between FY18 and FY20. Transformation cannot simply shift the burden of costs from the individual campuses to a centralized location but must reduce the overall cost of running the entire system.
- The cost of maintaining existing campus infrastructure can be diminished through the rental, sale, or demolition of unused buildings.
- Personnel costs (salaries and benefits) represent approximately 63% of the VSCS’s annual expenses. System transformation will result in savings through administrative consolidations and an employee complement that matches current and likely future enrollment across the system.²

Other:

- While not costs of the proposal, the “sunk costs” of many investments currently and appropriately made from the perspective of individual institutions, including branding, technology, and physical infrastructure, will exert continued effects on operations and change efforts.

¹ The projected increase in tuition revenue assumes a gradual rebound in enrollment post-pandemic (an estimated additional 650-700 FTE students over Fall 2020 enrollments, *i.e.* approximately a 350-400 FTE student decrease over Fall 2019 enrollments), plus an increase in the number of adult learners being served.

² Since FY16 (the year before the unification of Lyndon and Johnson was launched), the number of full-time benefits-eligible employees has dropped by 17% or 216 people system-wide. Given this already-significant reduction in employees, any further reduction will not be achieved through the elimination of duplicated effort alone, but rather will require a redesign of business processes to provide greater efficiency and effective service throughout the state.

NECESSARY CRITERIA FOR SUCCESS

The transformation will not work unless we achieve all of these conditions

State Support:

- The proposal relies on substantially increased state investment both for the costs of the transformation over five years (\$25 million decreasing to \$5 million by FY26) and an ongoing increase to the annual base appropriation (from \$30 million to \$47.5 million). Without this level of support, the transformation will not succeed.
 - As noted above, however, without significant additional state investment, the VSCS cannot succeed as it is currently configured and the cost of maintaining the current configuration would be significantly greater, given the persistent and worsening structural deficit.

A single faculty governance structure:

- The current challenges of program duplication and gaps can be addressed through a single accreditation structure proposed for the combined CU-NVU-VTC entity but only effectively via a single faculty governance structure, including a single faculty assembly, a single general education committee, a single curriculum committee, *etc.*

Expanded Modalities for Delivering Programs:

- A willingness to offer programs using a variety of delivery modalities and flexible schedules to best serve the needs and demands of all students will be needed.

Information Technology:

- The transformed VSCS needs to be supported by a strong, well-functioning IT team. A shared, consistent, and secure technology platform would be best designed and integrated as part of the transformation process, rather than as a separate, post-hoc process.

Institutional Research

- To improve accountability and demonstrate the VSCS's contributions to the state and its students, increased institutional research capacity is required to track key performance metrics.

Strengthened Board oversight:

- Achieving the full benefits of the VSCS transformation will require increased Board attention to the allocation of resources to support the distinctive missions of the two institutions, identification and review of suitable performance metrics, and effective executive management at the OC and institutions. This increased attention will represent a new sustained level of Board oversight both via its policy governance and its culture.

LESSONS LEARNED

How we know some of the risks, fears, and tradeoffs can be mitigated based on previous experience with NVU unification and other system-wide administrative consolidations

- Communities can have significant fear about the loss of specific individual brands, symbols of institutional pride, and other institutional history and achievements. These, however, can be addressed via actions that preserve and value institutional history and distinctiveness.
- There are no human or institutional benefits from postponing difficult conversations and decisions associated with transformation. Where changes to departments, positions, or operations needs to occur, these are best done as soon as possible to position the transformation work for greatest success.
- Consolidation of administrative services must follow a highly professionalized project management approach to be successful and be focused on cost reductions, improved service, and risk management.
- The precise work of the VSCS transformation will necessarily evolve. Work already underway, for example that of NVU unification or the VTC Ag Transformation, should be capitalized upon as part of this larger project.

RECOMMENDATION

The model proposed by the Select Committee of two institutions within the VSCS—Community College of Vermont as a separate institution and a combined entity comprised of Castleton University, Northern Vermont University and Vermont Technical College—could achieve the stated objective. However, this is a significant undertaking and to be successful it will require that all of the necessary criteria for success listed above be met. Furthermore, the administrative consolidations and academic program review are initiatives that must take place independently of the other structural questions. It is recommended that the Chancellor, in consultation with the Presidents, explore and address the following project planning questions, in the form of draft charters, for consideration by the Board of Trustees at its February 22, 2021 meeting:

1. What is the **project roadmap and timeline** necessary to achieve the structural objective of a two-institution system?
 - a. What are the key decision points?
 - b. What is the decision structure?
 - c. What is the communication plan/community engagement?
2. What are the potential **administrative consolidations** that need to occur under a unified scenario?
 - a. What is the organizational structure responsible for these changes?
 - b. How should administrative consolidations be sequenced?
 - c. Where is the particular expertise in these areas on the campuses that can be incorporated into a consolidated function?

3. What are the **academic programs** that are necessary to fulfill Vermont's stated goal of 70% of Vermonters having a credential of value by 2025?
 - a. What are the key decision points?
 - b. What is the decision structure?
 - c. Where should such programs be located?
 - d. How can such programs be delivered effectively?

4. What **financial and human resources** are needed to achieve these objectives?
 - a. Who will be on the implementation team(s)?
 - b. What internal and external resources are needed?

ITEM 8:

Safe and Healthy Return to Campus: Mandatory Guidance for College and University Campus Learning (updated December 17, 2020)

Safe and Healthy Return to Campus

1

Published:
July 6, 2020

UPDATED: December 17, 2020

Mandatory Guidance for College and University Campus Learning

Higher education institutions are an important component of Vermont's economy, workforce development system, culture and vitality. The State of Vermont aims to make Vermont the safest place to go to college in the country during this public health emergency by establishing strict safety protocols that all institutions must follow. Administrators, faculty, staff and students must comply with this guidance to protect the health and safety of themselves and the communities that house these institutions.

This guidance is in addition to – not a substitute – for the existing [Work Safe Guidance](#). In the event these two documents contradict one another, this document supersedes the Work Safe Guidance. These guidelines are aimed to minimize the likelihood of an outbreak, and strictly following these guidelines will reduce both the likelihood of an outbreak and the severity of an outbreak. Institutions must follow both sets of guidance and operate any campus facilities that fall under the Work Safe Guidance in accordance with that guidance (for example, a gym or retail operation must comply with the corresponding Work Safe Guidance).

The State recognizes each institution is unique. Therefore, each institution shall adopt a written restart plan and keep it on file at the institution available for inspection by any employee, student or State Agency upon request. These plans must, at a minimum, outline how they will comply with this guidance. This guidance serves as a minimum standard for safety. Institutions are encouraged to exceed these baseline recommendations.

This document was created in collaboration with the state's colleges and universities, the Vermont Department of Health, the Vermont Department of Public Service, the Vermont Agency of Education and the Vermont Agency of Commerce and Community Development.

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1) Decrease risk of individuals infected with COVID-19 from entering the campus through effective public health prevention

a. Health Safety Contract:

All students, faculty and staff shall sign an institution-specific health safety pledge that affirms the individual is familiar and willing to comply with the state's COVID-19 restrictions and the institution's health policies. Institutions shall enforce this contract, and immediately remove any student who violates major public safety components of the contract (such as quarantine requirements) from campus for the duration of the COVID-19 crisis. Because of public health, existing judicial processes must err on the side of public health and remove a student from potentially further endangering the community by immediately removing the student from the campus. Faculty and staff who choose not to wear a face covering or follow existing public health safety standards shall face immediate disciplinary action.

b. Quarantine:

In order to protect the health and safety of students, faculty, staff and the community, all institutions must implement strict quarantine procedures for students returning to campus at the beginning of semesters, after breaks, or after out-of-state travel by students to places requiring quarantine using one of the following health protocols:

HOME STATE: If traveling to Vermont in a private vehicle without making a prolonged stop (avoid gatherings such as restaurants, limit gas stops, if overnight travel is required – reduce social contacts), quarantine at home for 14 days immediately prior to traveling to Vermont (individuals may complete a shorter quarantine if they receive a negative COVID-19 test after day 7 and travel directly to Vermont without breaking the quarantine); OR

IN VERMONT AFTER MASS TRANSIT TO VERMONT: If traveling to Vermont with people from multiple households, via bus, rail or commercial airlines, individuals must quarantine for 14 days upon arrival to Vermont (after day 7 the individual may get a COVID-19 test and upon receiving a negative result, end their quarantine); OR

NON-QUARANTINE COUNTIES: Students traveling to Vermont from a non-quarantine county as identified by the [Vermont Agency of Commerce and Community Development](#) as of three weeks before in-person instruction begins on the campus, who travel in a private vehicle without making a prolonged stop, may arrive without completing a quarantine. (This option is currently not available as the travel map has been suspended due to a spike in COVID-19 cases).

Institutions must verify that students who need to complete a quarantine in Vermont do so. Students may quarantine in one of the following locations:

- At a private residence in Vermont, including the student's Vermont apartment; OR
- At a lodging property in Vermont including hotels and short-term rentals; OR
- In a college residence hall, under the following conditions:
 - Campus-wide quarantine: Students required to quarantine are brought back 14 days earlier than non-quarantine students and the entire quarantine cohort quarantines on the campus together for 7 days through negative COVID-19 test results. Institutions must ensure strict social distancing between staff while the students are on campus quarantine. Students are confined to the campus but may leave their residence hall for meals and activities. They shall practice strict social distancing from other quarantining individuals; OR
 - Residence hall quarantine: Students required to quarantine are isolated in the smallest groupings possible, and all services are provided to the students in their residence hall, including meals, learning, orientation, etc. The quarantine shall be 14 days or may end if a negative COVID-19 test result is received after day 7. The students have no interaction with individuals outside their quarantine cohort during the quarantine. Campuses may have more than one quarantine cohort on campus.

These quarantine policies will allow the Department of Health to work with colleges to implement isolation and quarantine policies for ill students and any individuals who have had close personal contact with those students.

For students who have a positive test on day 7, isolation procedures and contact tracing must be immediately initiated as in section 3.

Special note about college students returning home after being on campus: All students who are returning home from a college or university, in-state or out of state, shall quarantine at home for fourteen days, with a test for COVID-19 strongly encouraged, or quarantine for no less than seven (7) days at which time they must be tested for COVID19

c. Health Screenings:

All students must conduct a health screening prior to or upon campus arrival. This screening survey shall require an individual to verify that he or she has no symptoms of COVID-19 (fever, cough, shortness of breath or difficulty breathing, chills, repeated shaking with chills, fatigue, muscle or body aches, headache, congestion or runny nose, sore throat, new loss of taste or smell, nausea or vomiting, diarrhea). It is strongly recommended that a temperature check be conducted by the individual at home or a non-contact temperature check be conducted by the institution. Institutions may create systems that work best for their unique operations, including conducting the survey electronically or over the phone, but institutions must be able to demonstrate, if asked by employees

or State health officials, how the system ensures employees have been pre-screened for symptoms before they enter the campus.

d. Register for Sara Alert:

Institutions shall ask students, faculty and staff to register with [Sara Alert](#) to get daily reminders via text, email or phone from the Vermont Department of Health to check for signs and symptoms of COVID-19 upon return to campus. Institutions may alternatively implement their own equivalent health screening tool in the place of Sara Alert.

e. Curtail Visitors (Drop-off and Pick-up):

Students may have two guests with them on move-in day or move-out day. The guest must meet [State of Vermont travel restrictions](#) OR conduct a contactless drop off and quarantine during their visit to Vermont. Colleges should limit outside visitors and have no visitors to residence halls.

During a contactless drop off, guests may not enter any college facilities, must limit activities outside the car to helping the student unload at the curb, and must avoid contact (within 6 feet of any individual) with anyone outside their household. Those guests unable to complete a day trip to conduct the drop off may stay at a lodging property only if they quarantine at that property for the duration of the stay. Quarantine means they do not leave the room or house in which they are staying and make no trips to the grocery store, restaurants or any other places where they may come in contact with others. Using lodging property amenities such as pools, spas, gyms, recreation equipment or other general use facilities is also not permitted. If a guest stays with family or friends at a private residence, they must isolate during their stay – [avoiding all contact with their host in compliance with the state's ban on multi-household gatherings](#).

[Special note about families conducting pick-ups: Unlike drop offs, a person picking up a student from campus is mixing two households and should take extreme caution to stay physically distanced from one another. When traveling in the same vehicle, remain masked, leave windows open and sit as far apart as possible. Both individuals should quarantine upon return to their home. Remember that college students returning to Vermont must quarantine for 14 days, or 7 days and a negative test, upon return to Vermont no matter their where they are returning from or if they quarantined before returning to Vermont.](#)

f. Testing:

The institutions shall ensure that all students (no matter where they come from) will undergo a COVID-19 testing protocol arranged for by the institution upon a student's return to campus for the semester, upon return from a break, or if they travel out of state to places requiring quarantine by the state's travel requirements. This testing requirement does not eliminate the need for quarantine. The cost of the testing protocol will be the responsibility of the institution or individual. The State will consider the requirements of Section 19 of H. 965 and collaboratively work with the institutions to identify a mechanism to pay for the cost of testing.

- i. All students from **outside of Vermont** as identified by [ACCD's travel policy](#), must have a “zero day” test conducted within 48 hours of arrival at campus. Those receiving tests 48 hours before coming to campus must travel directly to campus in personal vehicle.
- ii. Students coming to a campus from Vermont, who have not traveled within the past 14 days outside of Vermont, do not need a “zero day” test.
- iii. All students (including Vermonters) must have a day 7 test.

This testing protocol is for both residential campuses and non-residential campuses.

g. Travel:

All institutional out-of-state travel by faculty, staff or students shall be suspended except with institutional leadership permission. Students should only travel to and from non-quarantine counties pursuant to the [ACCD travel policy](#) or plan to quarantine. Upon return from breaks, students, faculty and staff will follow ACCD travel quarantine policy, and will be required to complete the return to campus quarantine and testing protocol contained in this document.

h. Change Academic Schedule:

Institutions must modify their academic calendars to reduce the instances of students traveling outside of Vermont and returning to the campus. When students participating in in-person instruction depart campus for Thanksgiving break, institutions must halt all on-campus learning through February 1. This includes in-person short January terms or short-term residencies. Residence halls can open to students who leave campus for the break no earlier than January 15 to allow students who need to quarantine to do so before February 1 in-person instruction begins. Limited exceptions may be made for students who must stay on campus or return to campus early if the institutions put systems in place to accommodate necessary quarantine requirements in section 1 (b) of this guidance for both returners and students who return on or after January 15.

Institutions that have students remaining on campus during and after Thanksgiving due to clinical rotations, graduate research, medial students, personal hardships, hosting international students, athletics, and working students may continue in-person instruction for only for those students that did not leave campus. These students must remain in Vermont or only visit counties and states that do not require quarantine upon their return for the duration of in-person instruction.

Institutions shall eliminate traditional “spring breaks” by eliminating breaks from the spring semester calendar that would encourage out-of-state travel by students, faculty or staff. Alternative breaks that encourage students to stay in Vermont and on campus are allowed.

Institutions that are unable to accommodate these requirements must get approval from the Agency of Commerce and Community Development.

i. Reduce on-campus events:

Institutions shall reduce on-campus programming from outside speakers, presenters and community members, including reducing events that would encourage large crowds such as parents weekend and alumni weekend. All on campus events must comply with [ACCD event guidance](#).

2) Decrease transmission of COVID-19 among staff and students once on campus through effective public health measures.

a. **Face Coverings:**

Face coverings shall be worn by all faculty, staff, students and visitors when in the presence of others and in public. A residence hall is not considered a public space. When outdoors, and more than six feet apart from one another, masks are not absolutely required, but discretion must be exercised, and masks should be carried on the person in the event circumstances warrant their use.

b. **Health Screenings:**

All students, faculty and staff must complete a daily health screening prior to interacting with anyone on the campus, including going to class, going to a dining hall, or participating in any campus activity. This screening survey shall require an individual to verify that he or she has no symptoms of COVID-19 (fever, cough, shortness of breath or difficulty breathing, chills, repeated shaking with chills, fatigue, muscle or body aches, headache, congestion or runny nose, sore throat, new loss of taste or smell, nausea or vomiting, diarrhea). It is strongly recommended that a temperature check be conducted by the individual at home or a non-contact temperature check be conducted by the institution. Institutions may create systems that work best for their unique operations, including conducting the survey electronically or over the phone – but the institution must be able to demonstrate, if asked by employees or state health officials, how the system ensures employees have been pre-screened for symptoms before they enter the campus.

c. **Contact Tracing Journal:**

Students, faculty and staff should consider keeping a contact journal – a list of other people who you have been in close contact with each day. If you do get sick, this would make it easier to get in touch with those people so they can take proper precautions to prevent further spread of COVID-19.

d. **Hand Hygiene:**

Students, faculty and staff must have easy and frequent access to soap and water or hand sanitizer. Handwashing or hand sanitization is required frequently.

e. Cleaning and Disinfecting:

All common spaces (when open to students, faculty and staff) and equipment, including bathrooms, frequently touched surfaces and doors, tools and equipment, and vehicles must be cleaned regularly and, when possible, prior to transfer from one person to another, in accordance with CDC guidance

f. Physical Distancing:

Students, faculty and staff must observe strict social distancing of 6 feet while on campus. Limit the occupancy of designated common areas, so that occupants maintain strict social distancing of no less than 6 feet per individual.

g. Dining Halls:

Institutions shall reduce the density of dining halls by establishing methods such as a meal “shift” system, creating regular tables to reduce interaction, and providing take-out service so students may eat in their rooms.

h. Classrooms:

Institutions must reduce density of classrooms to ensure at least 6 feet of social distancing between students (such as leaving seats empty between students). Students must have cloth face coverings on during classes. Institutions should consider an assigned seating policy to assist in the event of contact tracing.

i. Residence Hall Density:

Institutions should consider limiting shared living spaces to no more than 2 people per room. Common areas shall remain closed or restricted to a capacity that allows for physical distancing.

j. Libraries:

College and university libraries shall operate at a reduced capacity to allow for a reduction in density. This shall not exceed 50 percent of fire capacity, or if a fire capacity is not listed, 1 person per 100 square feet. Library operations must ensure that patrons can physically distance from one-another, including reducing the number of chairs at a table, closing every-other study carrel/cubby to facilitate distancing, and reducing the density of computer labs and other areas where patrons may congregate for extended periods of time in the presence of others. At no time should more than 75 people be in any one discrete area of a large library – such as on the same floor, in a single room, or in an event space. Libraries must follow CDC and Department of Health guidelines to clean and sanitize frequently touched and used tables, furniture and other high-touch surfaces. Cloth face covering must be worn by patrons and staff.

k. Athletics:

Institutions must follow all COVID-19 related health and safety guidance issued by the NCAA and the institutions' corresponding athletic conference guidance/rules. In addition, all collegiate sports teams traveling from or to Vermont must comply with the state's cross state travel guidance and quarantine requirements or have a testing, discipline, and student-athlete code of conduct in place and approved by the Agency of Commerce and Community Development.

Institutions that conduct athletic competitions only within the state's cross state travel guidance and quarantine requirements must limit competitions and travel to competitions with Vermont-based teams or teams that do not require quarantine under the state's cross state travel guidance. A team from outside of Vermont only meets the definition of "team that does not require quarantine under the state's cross state travel guidance" if it too only plays teams that meet Vermont's cross state travel guidance. For example, a team from a Maine "green county" would only be eligible to play a Vermont team if the Maine team adhered to Vermont's cross state travel map when playing other teams.

An institution's alternative plan, which may allow the school to travel more freely and host schools from beyond green counties, must include: three PCR tests weekly for all athletes, coaches and support staff participating in athletic matches; an enhanced social contract in place for all student-athletes, coaches, and support staff that commits students to reducing their social circles; and an actionable plan to remove student-athletes, coaches and support staff from competition and campus if they violate the code of conduct. A positive test from a member of the team community will require the school to cancel or delay any imminent games, practices or travel for the entire team, and will require active consultation with the Vermont Department of Health. This guidance will be reevaluated on or about January 1, 2021.

Institutions that host collegiate sports teams from outside of Vermont will be held accountable for visiting teams' adherence to the state's collegiate athletics COVID-19 policies. Visiting teams must be participating in a three-test-weekly testing protocol (PCR preferred) for high contact sports or at least once-per-week testing protocol (PCR preferred) for low-contact sports. Visiting teams must adhere to strict isolation when coming to Vermont. Game day travel to and from Vermont is encouraged, hotel stays are only to occur when absolutely necessary, and when they do occur, the teams must quarantine while at the hotel, avoiding contact with other guests and staff. Visiting teams may not dine out, sightsee, or participate in any events outside from the athletic competition.

No spectators are allowed at competitions in Vermont. When competing in away games, teams must work with the host team to reduce or eliminate spectators at the host venue. The Vermont team must ensure there is no contact between athletes, coaches and staff and the spectators / the public at the host venue.

Any institution that transitions to fully remote learning due to COVID-19 concerns shall suspend athletic programs, to include practice and competition.

I. Performing Arts:

Only performing arts (dance, singing, bands, etc.) that allow for social distancing should occur. Any performances shall comply with ACCD guidance on events.

m. Transportation:

Private charter buses and large multi-passenger vans should only be used if density is reduced to allow for social distancing. This includes reducing capacity to 50 percent, leaving every other seat empty, and every other row open. Cloth face coverings must be worn.

When charter buses and vans are used for the transportation of groups that usually have close contact, such as an athletic team or those from the same household, the institution may exceed the required capacity reductions, but shall ensure facial coverings and social distancing is practiced as practicable.

n. Protect At Risk Faculty, Staff and Students:

Implement strategies and policies to address the needs of faculty, staff and students who have underlying health issues. These include options, where necessary, for remote instruction, special living situations, and course reassignment.

o. Multi-household Gatherings:

As of the writing of this guidance, the State of Vermont prohibits multi-household social gatherings ([Addendum 8](#)). Should this change during the semester, this guidance will be amended. Because data shows that between October 1, 2020, and November 13th, 2020, 71% of the cases in Vermont associated with an outbreak are associated with a private party or social gathering, attendance at all public and private social, recreational and entertainment gatherings, indoor and outdoor, including large social gatherings incidental to ceremonies, holiday gatherings, parties and celebrations, shall be limited to participation with only members of a single household.

Institutions must implement policies to eliminate multi-household social gatherings on their campus. Recognizing the variety of housing and living situations on Vermont college campuses, this guidance allows institutions to define a household as appropriate for their campus environment. Recommended definitions include those living together in a single dorm room, a suite, a house, a single floor / section of a dorm, or an apartment. Alternatively, an institution may allow an individual to identify up to six individuals that constitute their household – and will restrict social gatherings to this micro-group. Addendum 8 specifically allows for those living alone (such as a student living in a single dorm room) to gather with one other household. Institutions shall not define a household as an entire campus. The institution must publish their definition of a household to students, faculty and staff. Social gatherings do not include dining operations, library operations, in-person classes, religious gatherings, college affiliated athletics, and institutional programming that is conducted in a way that restricts interactions between households.

3) Quickly identify individuals with COVID-19 and put containment procedures in place to minimize the impact on students, staff and education

a. Adequate Health Services:

Ensure your institution's health services is prepared with adequate personal protective equipment, access to testing capacity and a COVID coordination plan.

b. Isolation Procedures:

Institutions must have an isolation and quarantine plan in place in the event of a positive test and multiple exposures. This shall include having an arrangement in place to accommodate 5 percent of the college population in isolation and/or quarantine.

c. Campus Contingency Plans:

Institutions need to develop a procedure in the event the Department of Health determines there is an outbreak on campus, including considering for remote learning and quarantining portions or all of the campus.

d. Contact Tracing:

In the event of a positive case, the Vermont Department of Health will coordinate and conduct contact tracing.