

Vermont State Colleges Board of Trustees Executive Committee Meeting
Zoom Meeting/YouTube Livestream
Thursday, December 17, 2020

AGENDA

3:30 P.M. – Executive Committee Meeting

1. Call to order
 2. Approval of November 5, 2020 Minutes
 3. Review and discuss Chancellor’s initial recommendations for a potential implementation plan and timelines
 4. Review and discuss proposed amendments to Board Bylaws and Trustee Handbook (with possible executive session)
 5. Discuss potential items for agendas of January 8th meetings of EPSL and LRPC
 6. Other Business
 7. Public Comment
 8. Adjourn
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- Contact Jen Porrier at jen.porrier@vsc.edu for information on how to attend the Zoom meeting
 - This will also be livestreamed on YouTube at www.vsc.edu/live

Minutes of the VSCS Board of Trustees Executive Committee meeting held Thursday, November 5, 2020 at 2:00 p.m. via Zoom - UNAPPROVED

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

The Vermont State Colleges Board of Trustees Executive Committee met on Thursday, November 5, 2020 via Zoom.

Committee members present: Lynn Dickinson (Chair), Megan Cluver (Vice Chair), Karen Luneau

Absent: David Silverman

Chancellor's Office staff: Donny Bazluka, Network/Security Analyst
Katherine Levasseur, Director of External & Governmental Relations
Patty Turley, General Counsel
Jen Porrier, Administrative Director
Sharron Scott, Chief Financial & Operating Officer
Meg Walz, Director, Project Management
Sophie Zdatny, Chancellor
Yasmine Ziesler, Chief Academic Officer

From the Colleges: Karen Madden, Director of Academic Support Services, Northern Vermont University

1. Chair Dickinson called the meeting to order at 2:01 p.m.
2. Approval of Minutes

Trustee Luneau moved and Trustee Cluver seconded the motion to approve the minutes of February 3, 2020 and July 14, 2020. The motion was approved unanimously.

3. Planning for upcoming Board meetings and Committee meetings

Chair Dickinson reminded the Committee of the upcoming Board meetings on November 16th and December 7th. Potential agenda items were discussed. Chancellor Zdatny shared some information on expected speakers lined up to attend future Board meetings.

The Executive Committee discussed the timeline for making decisions regarding the future of the VSCS, particularly with respect to seeking approval of NECHE (accreditor) and the Department of Education for the release of student financial aid. Concern was expressed regarding the need for sufficient time to engage in thoughtful pre-planning work. The need to identify a team and the likely need for additional resources to accomplish this work were discussed. Trustee Cluver

indicated that the Select Committee report would likely include recommendations on a common accreditation for Castleton and Northern Vermont University, as well as the need for consolidation of back office functions.

In a discussion about scheduling a Nominating Committee meeting for December, Chancellor Zdatny mentioned that five Trustees have terms that are expiring in the upcoming calendar year: four are gubernatorial appointees and one is a Board appointee. This is the final transition year and the Governor will appoint three trustees, and the Board will appoint two. The addition of two Board meetings on January 15, 2021 and February 22, 2021 was discussed, as well as potential external speakers for these meetings. The scheduling of an Executive Committee meeting on December 17, 2020 was discussed, as well as ensuring the entire Board is aware of and invited to said Committee meeting.

4. Preliminary discussion of updates to Bylaws and Trustee Handbook

General Counsel Patty Turley discussed the need for some minor updates to the Trustee Handbook, as well as to the Bylaws to reflect upcoming changes in the NECHE accreditation standards, which go into effect on January 1, 2021.

5. Other Business

Director of External and Governmental Affairs Katherine Levasseur advised that the Chancellor's Office shared recaps of the Committee meetings from the prior week with the Joint Fiscal Office and some legislators. These were well received.

6. Public Comment

There was no public comment.

Chair Dickinson adjourned the meeting at 3:31p.m.

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.

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 of the three residential colleges?

- 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?

PROJECT PLANNING QUESTIONS

1. What are the potential **administrative consolidations**?
 - a. How should administrative consolidations be sequenced?
 - b. Where is the particular expertise in these areas on the campuses?
2. 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. Where should such programs be located?
 - b. How can such programs be delivered effectively?
3. What is the **project roadmap and timeline** necessary to achieve the objective?
 - a. What are the key decision points?
 - b. What is the decision structure?
 - c. What is the communication plan/community engagement?
2. What **financial and human resources** are needed to achieve the objective?
 - a. Who will be on the implementation team(s)?
 - b. What external resources are needed?

GOVERNANCE STRUCTURE

Project Sponsor: Chancellor, in consultation with Council of Presidents

Executive Committee: CFOO Scott, in consultation with Business Affairs Council;
CAO Ziesler, in consultation with Chief Academic Officers

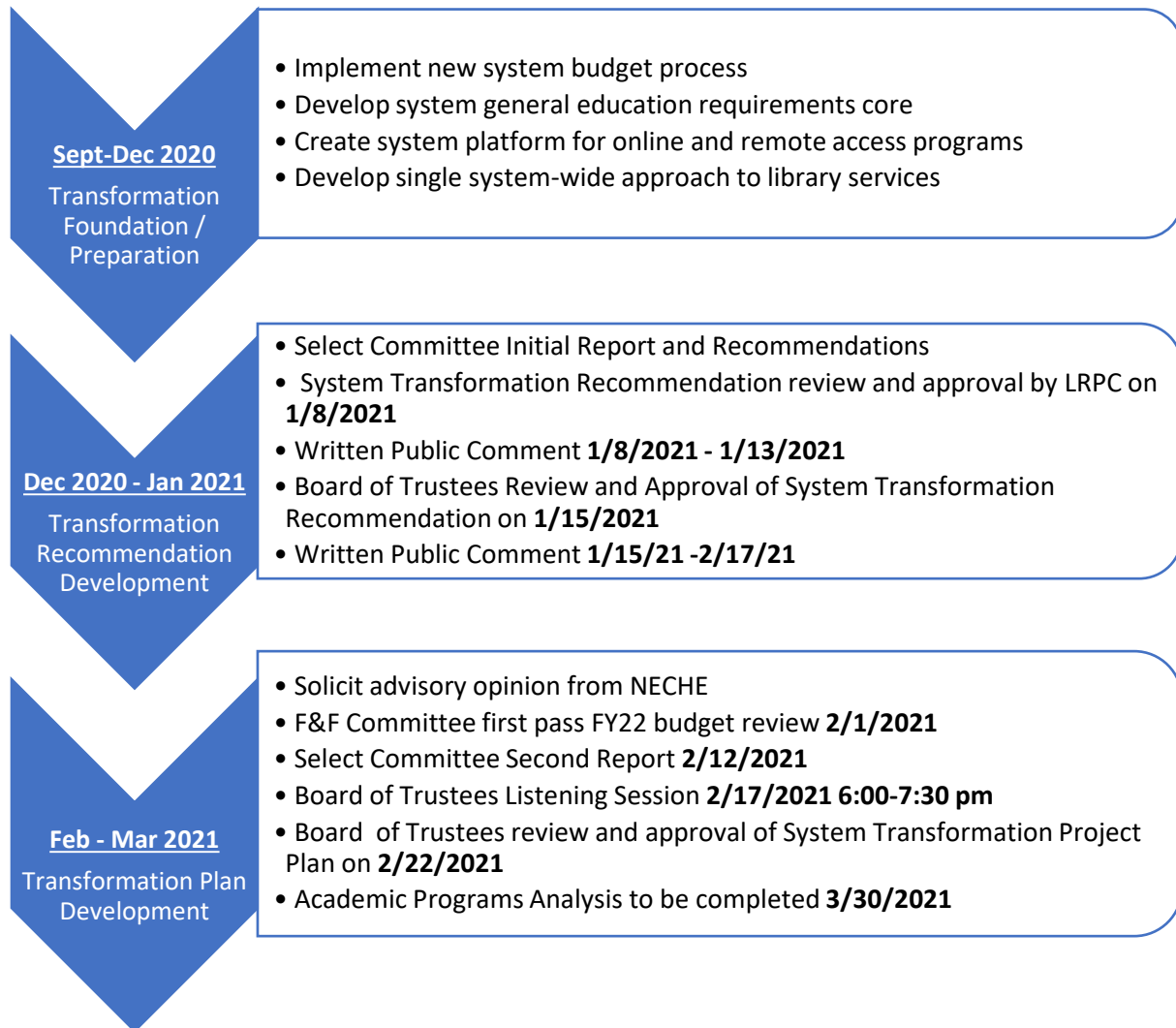
Project Teams: TBD by Project Sponsor as part of Project Plan. Each project team will have an Executive Committee member sponsor and include representative membership from all institutions as appropriate.

RESOURCES REQUIRED – PLANNING PHASE

Financial and Human Resources

- Consulting services (*i.e.* academic programming consultant)
- Communications services
- Institutional research
- Funding to support internal resources deployed to the project

SYSTEM TRANSFORMATION PLANNING TIMELINE



DRAFT REVISIONS December 2020

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.

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.

Commented [A1]: NECHE originally recommends that the Bylaws establish reasonable term limits but this change was removed in the final version. It is doubtful that VSC can require term limits for the Legislative or gubernatorial appointees.

If desired, this draft describes term limits for the board-elected trustees only.

Commented [A2]: See Standard 3.8

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

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

ARTICLE II - MEETINGS

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 and shall make provisions for annual audits. 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.

Section 3. Membership - No Committee shall have fewer than three (3) or more than seven (7) members, excluding the Chair of the Board of Trustees. Each Committee member shall be a voting member of the Board of Trustees; provided however, that the Board by resolution may permit others to serve as *ex officio*, non-voting Committee members.

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.

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

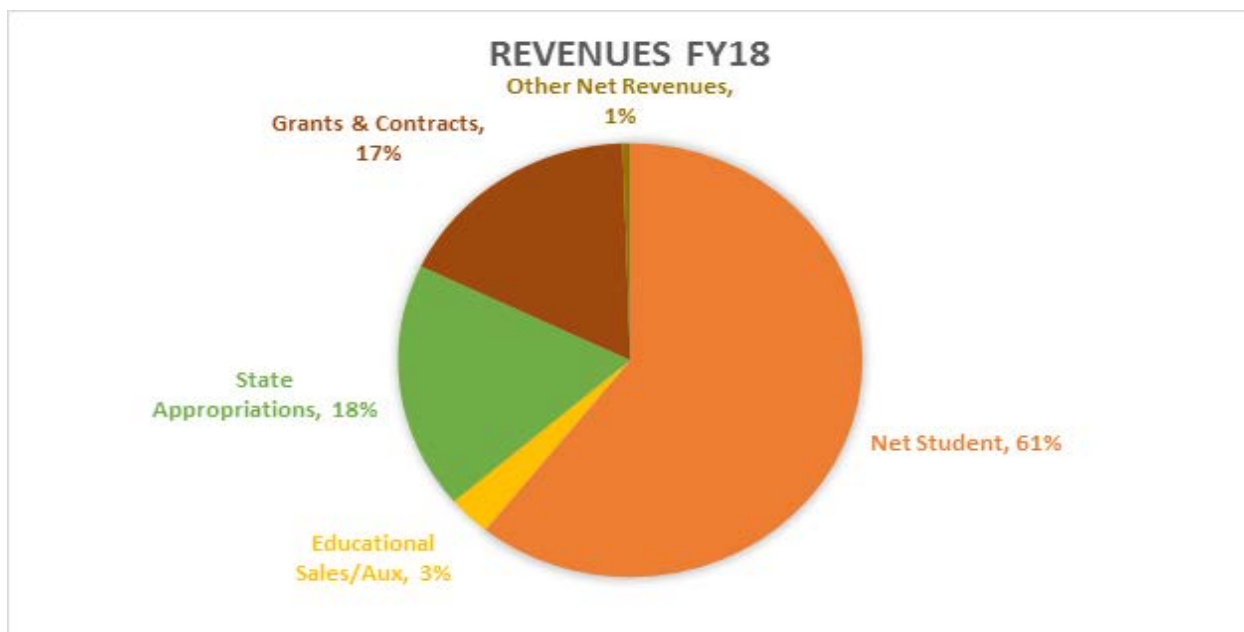
The Chancellor is the chief executive officer of the corporation. The Chancellor manages and coordinates the system within policies and guidelines established by the Board of Trustees. Responsibilities of the Chancellor include supervision of fiscal, academic, personnel, and student affairs of the corporation.

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.

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.



[\(insert new revenue chart for 2020?\)](#)

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 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 12/13/2020

Vermont State Colleges Board of Trustees Audit 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 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 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

Commented [TPK1]: NOT included: disclose financial information for each component institution to support a determination regarding the sufficiency and stability of the institution’s financial resource. Standard 7.17; recommend this be in our policies not here

Commented [TPK2]: NECHE’s standards emphasize risk management; explicit description of this purpose should be contained in this committee. Example: 3.7 Query: include risk management in the name 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 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 12/2020

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 [TPK1]: See Standard 8.6 for example

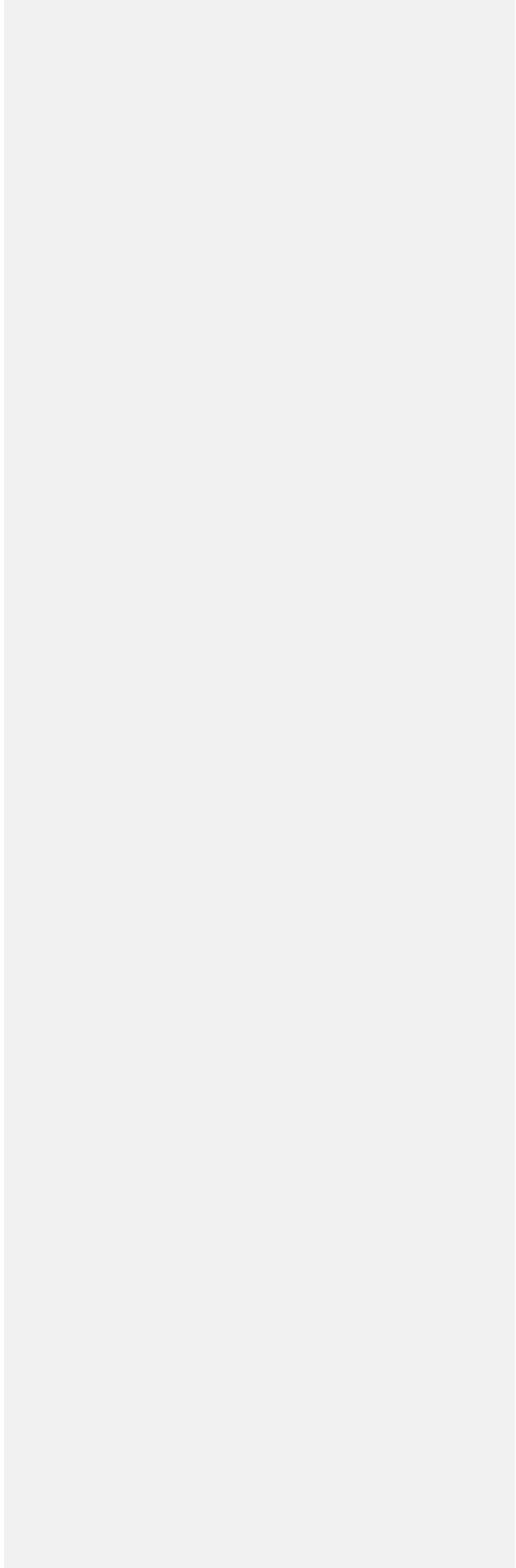
Commented [TPK2]: See Standards 9.20 and 9.22

Commented [TPK3]: 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 Dec 2020



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.

Draft December 2020

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. ?~~

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.

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 period and episodic assessments of the policies and conditions.~~

Commented [TPK3]: Standard 9.1 Integrity

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

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 ~~seven~~ ^{six} Board members appointed by the Chair of the Board, who shall also appoint the Chair of the Committee.

Commented [TPK4]: 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 December 2020

Adopted 4/9/2015

Draft December 2020

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 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]: See Standard 3.8