

January 2021

On behalf of the Vermont State Colleges System, I welcome you to the Board of Trustees.

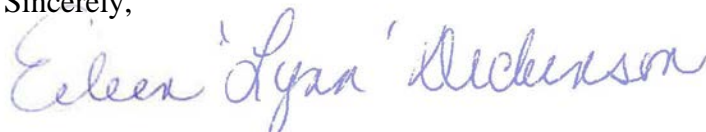
The Vermont State Colleges System provides an essential higher education gateway for Vermonters and the state of Vermont. Created by statute and embracing a rich tradition of serving Vermonters, the work of our colleges and universities touches diverse aspects of Vermont life. Our many programs include high tech manufacturing, healing arts and sciences, and environmental studies. Our studies also build cultural appreciation, develop leaders and teachers, and advance workforce skills. The education and services provided by the Vermont State Colleges System contribute to the success of residents, our communities, and the Vermont economy.

As a trustee, you are part of the leadership team that charts the course of the future of post-secondary education, personal betterment and economic development in Vermont. You will share in the decisions that shape how the system addresses the needs of our current students and constituencies and how the VSCS will evolve to meet the needs of the future. Over the course of your tenure as a trustee, you will also work to address many challenges faced by contemporary higher education. Together, the Board will navigate issues of institutional financial sustainability, prioritizing the accessibility, affordability, quality, and relevance of our students' endeavors.

We work to assure that our doors remain open to all who aspire to improve their lives through education. *For the benefit of Vermont*, as our mission statement begins, we remain steadfast in our commitment to providing access to high-quality, affordable post-secondary education in all corners of the state.

On behalf of the entire VSCS Board of Trustees, I welcome you and look forward to working together with you.

Sincerely,



Eileen "Lynn" Dickinson,
Chair, VSCS Board of Trustees

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 and Risk Management Committee
- Diversity, Equity & Inclusion 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

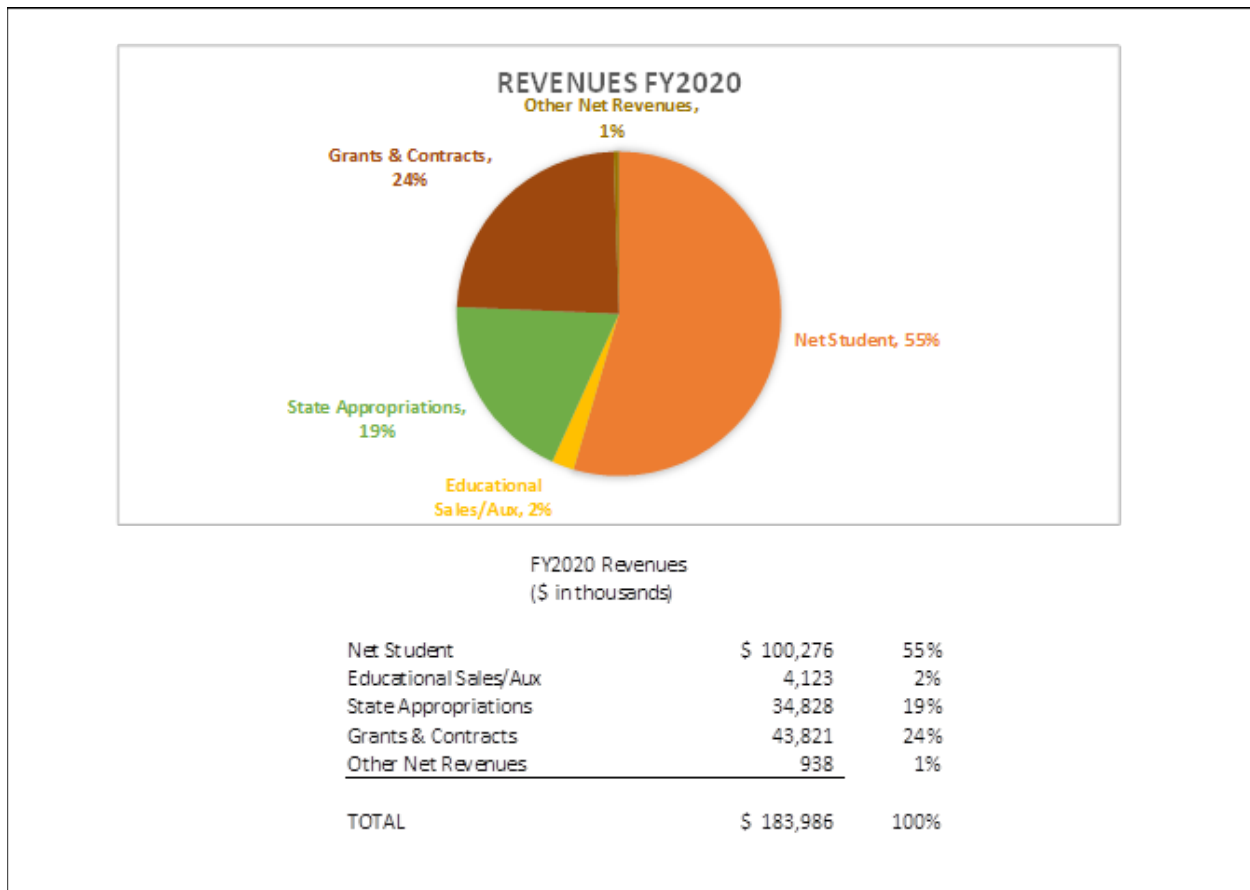
The Chancellor is the chief executive officer of the corporation. The Chancellor manages and coordinates the system within policies and guidelines established by the Board of Trustees. Responsibilities of the Chancellor include supervision of fiscal, academic, personnel, and student affairs of the corporation.

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.



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](#).

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 recent and current strategic priority plans are located [here](#).

Vermont State Colleges Board of Trustees Audit and Risk Management Committee Charter

I. Purpose

The responsibilities of the Audit and Risk Management 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 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 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 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, 01/15/2021, 12/06/21

Diversity, Equity and Inclusion Committee Charter

I. Purpose

The purpose of the Diversity, Equity and Inclusion (or ‘Committee’) of the Vermont State Colleges Board of Trustees (or ‘Board’) is to review the governance and operations of the Vermont State Colleges System (or ‘VSC’) in order to identify ways to improve equitable access to its educational programs and recruitment for employment for those who have been marginalized or underrepresented historically.

II. Organization

The Diversity, Equity and Inclusion Committee shall comprise no fewer than three and no more than seven trustees.

The Chair of the Board shall appoint the Committee members and the Chair of the Committee.

III. Meetings

The Diversity, Equity and Inclusion Committee shall meet a minimum of three times per year, or more frequently as circumstances require.

IV. Responsibilities and Duties

- a. Definitions: Provide a definition of the terms “diversity,” “equity” and “inclusion” as applied to the VSC.
- b. Board: Identify goals for diversity within the Board’s membership.
- c. Student Services: The Committee shall assess the effectiveness of the VSC in adhering to the spirit and intent of equal opportunity and its goals for diversity equity and inclusion in the provision of student services, as well as providing a safe environment that fosters the intellectual and personal development of students.
- d. Faculty and Staff: The Committee shall assess the effectiveness of the VSC in ensuring equal employment opportunity, compatible with its goals for achieving diversity, equity and inclusion among its faculty and staff so that hiring reflects a variety of academic and professional backgrounds, qualifications, training and experience.
- e. Non-discrimination: The Committee shall review the VSC’s policies and practices in recruitment, admissions, employment, evaluation, disciplinary action, and advancement so as to support an inclusive atmosphere within the member institutions’ communities that respects and supports people of diverse characteristics and backgrounds.

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 students and 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 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.

Revised 01/15/21

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 by the members of the Committee.

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. At the annual meeting, 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.

Revised 12-06-21