January 202

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 [illegible]

An Overview of the Board of Trustees

The Board of Trustees of the Vermont State College 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 its 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.
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System governance documents include:

- VSCS enabling statutes (Title 16 VSA Chapter 72 §2171-2186)
- 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

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 System's 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 as a whole, 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

- Attend institutional commencements

About the Vermont State Colleges System

The Chancellor's Office

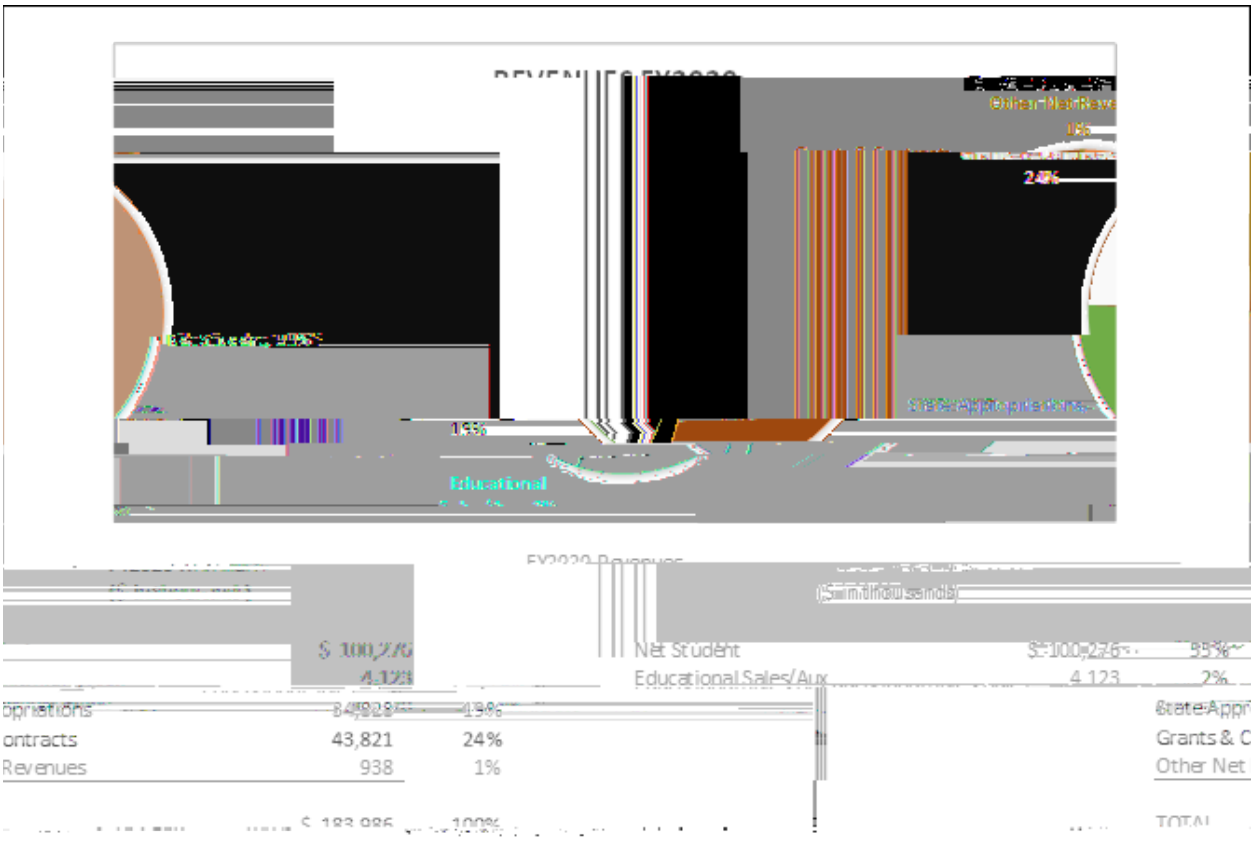
The Chancellor is the chief executive officer of the corporation. The Chancellor manages and coordinates the system within policies and guidelines established by the Board of Trustees. Responsibilities of the Chancellor include supervision of fiscal, academic, personnel, and student affairs of the corporation.

The Chancellor also serves as the communication channel between the institutions and the Board of Trustees and represents VSC 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 VSC 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. VSC students also benefit from the Vermont Higher Education Endowment, the interest from which is transferred to the VSC (also to UVM and VSAC).

The VSCS Institutions

The four-year institutions with liberal arts and pre

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 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 sp-3 (hi)-2 1y-3 anningEW21.32 Td [(O7 ..001 Tw -7

Employee Relations

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

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Vermont State Colleges Board of Trustees Audit and Risk Management
I. Purpose
The Audit and Risk Management Committee is a standing committee of the Board of Trustees to oversee:
i. the VSC's risk management, internal control and compliance processes regarding finance, operations,
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 or any governmental body;
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 other requirements as defined by applicable laws and regulations. Committee members shall be appointed 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 dictate. The Committee Chair or any two members of the Committee may call a meeting. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee may meet in executive session as it determines necessary or appropriate.

and functioning of the Committee will not be compromised.

IV. Responsibilities and Duties

The Committee shall consult with

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 Bylaws, and governing law as the Committee or the Board deems necessary or appropriate.

V.

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, workforce education and training,

oyee ations and PK-16 partnerships.
ne size and characteristics of the VSC student populations broadly and
as well as provide accurate and consistent aggregate information about
ent and institutional performance.
ss VSCS goals to achieve diversity, equity, and inclusion among its students

ing basis, the EPSL committee shall also:
inary proposals

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.

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. Staff assistance in 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

Adopted 4/9/2015

- 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 principles 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