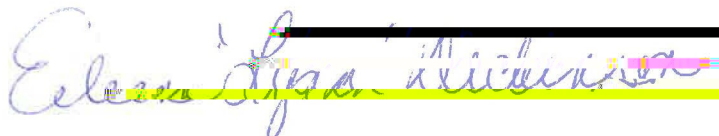


January 2024

On behalf of the Vermont State Colleges System, 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.

A handwritten signature in blue ink, which appears to be "Eileen D'Amico", is written over a yellow horizontal line. A black horizontal line is positioned above the signature.

An Overview of the Board of Trustees

The Board of Trustees of the VeeoHre5E re f Eon(he)4 SdeerlelesgTyeseewof system, the Board is the final authority and is held in trust for the institutions within it. The Board provides leadership and guidance to the President and the Executive Director. The Board is responsible for the overall health and well-being of the institution. The Board is composed of representatives from the various constituencies of the institution. The Board is responsible for the following:

The Board has a fiduciary responsibility for the entire institution rather than regional, political, or personal interests. The Board is responsible for the development and oversight of policy and the supervision of its executive officers. The Board does not

act as individual trustees. Board members express their views through committees and other structures of the Board, rather

than through the trademarks of all dealings between Board members, and with the public.

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:

- x VSCS enabling statutes

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 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's 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.

Trustee Commitment

The full Board meets regularly. The Board's

Funding

By statute, the Vermont State Colleges System ~~is~~ 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 increased \$17.5 million between FY2020 and FY2024, a 57.4% increase. The annual capital appropriation provided by the Vermont General Assembly ~~is~~ from year to year, and has historically been between \$2 and \$3 million annually. In FY2024 the Vermont General Assembly authorized \$9 million in capital appropriations split between bonded funds and general fund appropriations.

The legislature can also appropriate ~~one~~ funds for special projects, such as workforce development or scholarships for Vermonters. ~~VSCS~~ Students also benefit from the Vermont Higher Educa-7 (E)-9 (duc)4 (a)4 ((be(H)2 (i)209 (duc)4 (a)2 (or)-7 (s)9 (cS-4 (ap (e)24 (r)-7 p (cS-

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 two institutions Vermont State University and the Community College of Vermont. The roots of the legacy institutions that comprise VTSU date back over 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. In 2023 Northern Vermont University, along with Castleton University and Vermont Technical College came together to form Vermont State University – a statewide university with campuses at Castleton, Johnson, Lyndon, Randolph, and Williston.

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 institution, 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 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 most recent strategic priorities may be found [here](#)

Employee Relations

VSCS Employees fall into two general categories: unionized or nonunionized. Nonunionized employees include:

- x Senior executive employees at the institutions and in the Chancellor's Office, as well as other employees whose official duties exempt them from coverage under Vermont's State Employees Labor Relations Act. See V.S.A. § 901 et seq.
- x Employees in VSCS outreach programs (e.g. Vermont Manufacturing Extension Center)
- x CCV staff

Unionized employees include:

- x Full-

Vermont State Colleges Board of Trustees Audit and Risk Management Committee to oversee:

- i. the VSC's systems of internal controls and compliance processes regarding finance, operations,
- ii. the VSC's auditing, accounting and financial reporting processes generally;
- iii. the VSC's internal financial statements and other financial information provided by
- 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 qualifications set forth in the Bylaws of the Board of Trustees, as defined by organizational and 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

III. Meetings

The Audit and Risk Management Committee shall meet a minimum of three times per year, or more frequently if necessary to provide the Board with information, shall be held at the time and place designated by the Board. The Board shall have the authority to suspend or discontinue the meetings of the Committee if it is determined that the Board is unable to conduct its business.

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's 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 109 (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 a rotating schedule developed in consultation with the Chancellor or designee, reports on system wide initiatives related to

Revised01/152021

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:

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

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

- x Strategic financial planning
- x Initiatives having significant financial implications
- x Annual budgeting
- x Capital construction
- x Facilities maintenance and protection
- x 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:

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

III. Meetings and Processes

The following apply to meetings and processes of the Committee:

- x The members and chair of the Committee shall be appointed by the Board and shall be responsible for the preparation of monitoring and other reports, recording of minutes and general coordination with the committee members and chair.
- x 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

- x Monitor and review governmental or other developments and initiatives that may impact the VSCS to assure that management and the Board are responding appropriately.
- x Involve and consult with college leadership in the development of any recommendations, prior to bringing them to the Board of Trustees for action.
- x Coordinate with any other committees of the Board, particularly when overlapping jurisdictions may come into play.
- x Apply periodic and episodic assessments of the climate 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~~ members appointed by the Chair of the Board, who shall also appoint the Chair of the Committee.

Revised 01/15/21

