



University of Vermont  
Foundation

**BOARD OF DIRECTORS**

**CHARTERS OF STANDING COMMITTEES**

Executive Committee  
Governance Committee  
Finance and Investment Committee  
Audit and Stewardship Committee  
Development Committee  
Alumni Association Board



The University of Vermont  
FOUNDATION

**Board of Directors**

**Executive Committee Charter**

This Charter sets for the responsibilities of the UVM Foundation Executive Committee.

- I. Principal responsibilities:
  - a. The Committee will assist the Board of Directors in fulfilling its responsibilities for conducting the business of the organization
  - b. The Committee exercises the authority of the Board of Directors in the management of the business of the Foundation between meetings of the full Board.
  - c. The Committee shall review and reassess its roles and responsibilities along with those of the Board of Directors and board officers at least every three years and recommend any proposed changes to the Board of Directors
  - d. Review annually the compensation of the Foundation President & CEO and other Foundation officers in relation to performance and the marketplace (President & CEO excluded from participating in conversation specific to personal compensation)
  - e. The committee's role shall remain consistent with Article XI of the Bylaws
  - f. The committee provides reasonable oversight. Management is responsible for implementing the procedures that are adopted by the Committee
  
- II. Membership
  - a. All members of the Committee shall be directors of the Foundation
  - b. The Chair of the Executive Committee shall be the individual then-serving as Chair of the Board of Directors
  
- III. Authority
  - a. The Committee is authorized to perform duties described in Article XI of the Bylaws and responsibilities further expressed in this Charter
  - b. The Committee may not act on behalf of the Board unless otherwise delegated specific authority by the Board above and beyond the scope of authority described within this Charter
  
- IV. Meetings
  - a. The Committee shall meet as needed and deemed desirable by the Committee or its Chair.

b. All meetings shall be conducted in compliance with Article XI of the Bylaws.

V. Conducting Business

a. Business by the Committee shall be conducted in compliance with Article VIII of the Bylaws.

VI. Reports

a. The Committee shall report its actions and recommendations to the Board at the next regular meetings of the Board.

b. The Committee shall report to the Board at least annually regarding the status and any proposed changes of this Charter. Minutes of the meetings of the Committee shall be available for review by and at the request of any director or the Board as a whole.

VII. Adoption of Charter

a. This Charter shall be effective as of the date of its approval by the Board. The Committee will periodically review the Charter and recommend to the Board revisions thereto, in view of evolving standards, needs and best practices.



The University of Vermont  
FOUNDATION

**Board of Directors**

**Governance Committee Charter**

This Charter sets forth the responsibilities of the UVM Foundation Governance Committee.

- I. Principal responsibilities:
  - a. Governance Oversight
    - i. Review periodically the Article of Incorporation and Bylaws and make recommendations for amendments, if needed, to Board of Directors
    - ii. Advise the Board of Directors about governance issues and opportunities
  - b. The Committee will assist the Board of Directors in fulfilling its responsibilities for developing the volunteer leaders of The University of Vermont Foundation
  - c. Leadership Development - Directors
    - i. Review and approve Board governance subcommittee director recommendations and forward recommendations to Board of Directors
    - ii. Review and approve Board governance subcommittee slate of officer candidate recommendations and forward recommendations to Board of Directors.
  - d. Leadership Development – Foundation Leadership Council (FLC)
    - i. Review process for securing nominations for FLC
    - ii. Recommend FLC nominees to the Board of Directors
    - iii. Oversee orientation of new FLC members
    - iv. Periodically review content of FLC handbook
  - e. The committee provides reasonable oversight. Management is responsible for implementing the procedures that are adopted by the Committee
  - f. The committee’s role shall remain consistent with Article XI of the Bylaws
- II. Membership
  - a. All members of the Committee shall be directors or members of the Foundation Leadership Council or currently serve as the Vice President of the Alumni Association
  - b. The Chair of the Governance Committee shall be the individual then-serving as Vice Chair of the Board of Directors
- III. Authority
  - a. The Committee is authorized to perform duties described in Article XI of the Bylaws and responsibilities further expressed in this Charter

- b. The Committee may not act on behalf of the Board unless otherwise delegated specific authority by the Board above and beyond the scope of authority described within this Charter

IV. Meetings

- a. The Committee shall meet at least twice annually with additional meetings occurring as necessary or desirable by the Committee or its Chair.
- b. All meetings shall be conducted in compliance with Article XI of the Bylaws.

V. Conducting Business

- a. Business by the Committee shall be conducted in compliance with Article VIII of the Bylaws.

VI. Reports

- a. The Committee shall report its actions and recommendations to the Board at the next regular meetings of the Board.
- b. The Committee shall report to the Board at least annually regarding the status and any proposed changes of this Charter, Bylaws and/or other Governance-related documents. Minutes of the meetings of the Committee shall be available for review by and at the request of any director or the Board as a whole.

VII. Adoption of Charter

- a. This Charter shall be effective as of the date of its approval by the Board. The Committee will periodically review the Charter and recommend to the Board revisions thereto, in view of evolving standards, needs and best practices.



# University of Vermont Foundation

## FINANCE AND INVESTMENT COMMITTEE CHARTER

This Charter sets forth the responsibilities of the UVM Foundation Finance and Investment Committee (“Committee”), which at all times shall be consistent with Article XI, Section 4 of UVM Foundation’s Bylaws (“Bylaws”).

- 1) Principal responsibilities:
  - a) Operating Budget
    - i) Develop and review a fiscal year operating budget in conjunction with management, detailing revenues and expenses. Recommend the operating budget to the UVM Foundation Board of Directors (“Board”) for adoption prior to the end of June for the following fiscal year. Monitor performance against the fiscal year operating budget and report material variances to the Chair of the Board.
    - ii) Develop and review a three-year strategic plan, including a three-year projection for the operating budget and financial position (balance sheet), in conjunction with management, detailing revenues, expenses, and related trends. Present the three-year operating budget forecast to the Board for informational purposes only.
  - b) Investments
    - i) Assist the Board in fulfilling its fiduciary and oversight responsibilities as they relate to investments.
    - ii) Recommend to the Board for approval statements of investment policy that include broad investment portfolio asset allocation for each investment type.
    - iii) Oversee and provide feedback on the performance of the University of Vermont Investment Management Company, LLC (UVIMCO) to the UVIMCO board with respect to the UVIMCO management structure for its management of assigned investments. UVIMCO is responsible for selecting consultants, managers, custodians, and holdings consistent with investment policies and investment management agreements.
    - iv) Nominate appointments to UVIMCO for Board approval.
    - v) Report to the Board, prior to end of December and June, the performance of investments and the performance of UVIMCO, including any recommended changes for Board approval.

## FINANCE AND INVESTMENT COMMITTEE CHARTER

- c) Operating Assets
  - i) Oversee the performance of and approve changes in UVM Foundation's financial services relationships, including primary (non-custodial) banking and corporate insurance.
  - ii) Oversee the performance of operating assets to ensure sufficient cash and liquidity.
  - iii) Oversee UVM Foundation subsidiaries, which include long-term strategy and goals for subsidiaries, performance against stated goals, and the financial and operating performance of subsidiaries.
- 2) Membership
  - a) All voting members of the Committee shall be members of the Board or members of the Foundation Leadership Council.
  - b) The Chair of the Committee shall be the individual then-serving as Treasurer of the Board.
- 3) Authority
  - a) The Committee is authorized to perform duties described in Article XI of the Bylaws and as further expressed in this Charter.
  - b) The Committee may not act on behalf of the Board unless otherwise delegated specific authority by the Board above and beyond the scope of authority described within the Bylaws or this Charter.
- 4) Meetings
  - a) The Committee shall meet at least two times per year with additional meetings occurring as necessary or desirable by the Committee or its Chair.
  - b) All meetings of, and business conducted by, the Committee shall comply with Article XI, Section 1 of the Bylaws.
- 5) Reports
  - a) The Committee shall report its actions and recommendations to the Board at the next regular meetings of the Board.
  - b) The Committee shall, when deemed necessary, recommend to the Governance Committee any proposed changes of this Charter. Minutes of the meetings of the Committee shall be available for review by and at the request of any member or the Board.
- 6) Adoption of Charter
  - a) This Charter shall be effective as of the date of its approval by the Board. The Governance Committee will periodically review the Charter and recommend to the Board revisions thereto, in light of evolving standards, needs and best practices.

Revised April 8, 2026.



The University of Vermont  
FOUNDATION

**Board of Directors**

**Audit and Stewardship Committee Charter**

This Charter sets for the responsibilities of the UVM Foundation Audit and Stewardship Committee.

- I. Principal responsibilities:
  - a. The Committee will assist the Board of Directors in fulfilling its fiduciary and oversight responsibilities for The University of Vermont Foundation.
  - b. Provide oversight for the annual external audit process;
    - i. Recommend appointment of the independent auditors to the Board of Directors.
    - ii. Review audit engagement letter and approve audit fees.
    - iii. Review the audited financial statements and the results of the audit, including the independent auditor's report, any related management letter comments, and management's response to the recommendations made by the auditors.
    - iv. Review with the independent auditor in accordance with Statement of Auditing Standards No. 114, *The Auditor's Communication With Those Charged With Governance*:
      1. The auditor's responsibilities under generally accepted auditing standards.
      2. Proposed scope and timing of the audit.
      3. Significant findings from the audit:
        - a. Proposed adjustments arising from the audit (both recorded and unrecorded);
        - b. Any disagreements and management on financial accounting, reporting matters and auditing procedures;
        - c. Consultation by management with other accountants about auditing or accounting matters which have occurred;
        - d. Major issues discussed with management in connection with initial or recurring retention of independent auditors, including any discussions regarding the application of accounting principles and auditing standards;
        - e. Significant issues discussed, or subject to correspondence, with management;
        - f. Any serious difficulties in dealing with management;
        - g. Internal control issues;
        - h. Material errors, irregularities, or possible illegal acts;

- i. Representations the auditor is requesting from management.
  4. Recommend approval of the audited financial statements of the Board of Directors.
- c. Review areas of accounting interest including adequacy of internal controls, new and proposed accounting standards, adoption of or changes in the application of accounting policies, process used by management to formulate accounting estimates, and adequacy of reserves or allowances.
- d. Review enterprise risk management, including commercial insurance coverage and coverage limits.
- e. Review of Form 990, Return of Organization Exempt from Income Tax, prior to filing with the Internal Revenue Service.
- f. Monitor system of controls in place to ensure Foundation's compliance with donor intent, including the periodic retention of independent accountants to test compliance.
- g. Oversee compliance with donor intent regarding timely expenditure from donor gift accounts.
- h. Periodic review and recommendation for approval by the Board of Directors of the Conflict of Interest Policy. Monitor responses to conflict of interest mailing to the Board and communicate potential conflicts of interest to Board, President & CEO, and Committee Chairs as appropriate.
- i. Periodic oversight and review of the travel and entertainment expenses of the Foundation President and CEO.
- j. Periodic oversight and review of the travel and entertainment expense of the UVM President that have been paid by the Foundation.
- k. Periodic review and recommendation for approval by the Board of Directors of the Whistleblower Policy. Chair of Committee shall receive and investigate any reports by Foundation employees pertaining to the President & CEO, Vice President & COO, or the Vice President and CFO.
- l. Periodic review and recommendation for approval by the Board of Directors of the Accountability Policy.
- m. The committee's role shall remain consistent with Article XI of the Bylaws.
- n. The committee shall provide reasonable oversight. Management is responsible for preparation of the Foundation's financial statements and implementation of procedures adopted by the Committee. Independent auditors are responsible for auditing and expressing an opinion on the financial statement.

## II. Membership

- a. All members of the Committee shall be Directors or members of the Foundation Leadership Council.
- b. The Chair of the Audit Committee shall become a member of the Foundation's Executive Committee.

## III. Authority

- a. The Committee is authorized to perform duties described in Article XI of the Bylaws and responsibilities further expressed in this Charter.

- b. The Committee may not act on behalf of the Board unless otherwise delegated specific authority by the Board above and beyond the scope of authority described within this Charter.

IV. Meetings

- a. The Committee shall meet at least twice annually with additional meetings occurring as necessary or desirable by the Committee or its Chair.
- b. All meetings shall be conducted in compliance with Article XI of the Bylaws.

V. Conducting Business    a. Business by the Committee shall be conducted in compliance with Article VIII of the Bylaws.

VI. Reports

- a. The Committee shall report its actions and recommendations to the Board at the next regular meetings of the Board.
- b. The Committee shall report to the Board at least annually regarding the status and any proposed changes of this Charter. Minutes of the meetings of the Committee shall be available for review by and at the request of any director or the Board as a whole.

VII. Adoption of Charter

- a. This Charter shall be effective as of the date of its approval by the Board. The Committee will periodically review the Charter and recommend to the Board revisions thereto, in view of evolving standards, needs and best practices.



The University of Vermont  
FOUNDATION

**Board of Directors**

**Development Committee Charter**

This Charter sets forth the responsibilities of the UVM Foundation Development Committee.

- I. Principal responsibilities:
  - a. The Committee shall assist the Board of Directors with responsibilities related to fundraising and campaign initiatives that advance the mission and vision of UVM.
  - b. Develop policies, as necessary, related to solicitation, acceptance, receipt, acknowledgment, stewardship and recognition of financial support and forward recommendations to the Board of Directors.
  - c. Assist Foundation staff in cultivating, soliciting and stewarding key gifts and commitments, including the identification of individuals and organizations to approach for leadership-level gifts.
  - d. Provide feedback to Foundation staff on donor satisfaction regarding the use, impact, and stewardship of gifts.
  - e. The Committee's role shall remain consistent with Article XI of the Bylaws.
  - f. The Committee provides reasonable oversight. Management is responsible for implementing the procedures that are adopted by the Committee.
  
- II. Membership
  - a. All members of the Committee shall be directors, members of the Foundation Leadership Council or others deemed necessary by the Committee.
  - b. The Chair of the Development Committee shall become a member of the Foundation's Executive Committee.
  
- III. Authority
  - a. The Committee is authorized to perform duties described in Article XI of the Bylaws and responsibilities further expressed in this Charter.
  - b. The Committee may not act on behalf of the Board unless otherwise delegated specific authority by the Board above and beyond the scope of authority described within this Charter.
  
- IV. Meetings

- a. The Committee shall meet at least twice annually with additional meetings occurring as necessary or desirable by the Committee or its Chair.
- b. All meetings shall be conducted in compliance with Article XI of the Bylaws.

V. Conducting Business

- a. Business by the Committee shall be conducted in compliance with Article VIII of the Bylaws.

VI. Reports

- a. The Committee shall report its actions and recommendations to the Board at the regular meetings of the Board.
- b. The Committee shall report to the Board at least annually regarding the status and any proposed changes of this Charter, Bylaws and/or other Governance-related documents. Minutes of the meetings of the Committee shall be available for review by and at the request of any Director or the Board as a whole.

VII. Adoption of Charter

- a. This Charter shall be effective as of the date of its approval by the Board. The Committee will periodically review the Charter and recommend to the Board revisions thereto, in view of evolving standards, needs and best practices.

**THE UNIVERSITY OF VERMONT  
ALUMNI ASSOCIATION  
BOARD OF DIRECTORS  
CHARTER**

**TABLE OF CONTENTS**

This Charter sets forth the rights and responsibilities of the UVM Alumni Association Board of Directors.

**PREAMBLE** .....3

**ARTICLE I: Membership**.....3

**ARTICLE II: Board of Directors; Directors**.....4

*Section 1. General Powers*.....4

*Section 2. Purposes of the Alumni Association Board* .....4

*Section 3. Number and composition* .....4

*Section 4. Terms of office*.....4

*Section 5. Vacancies*.....5

*Section 6. Attendance*.....5

*Section 7. Resignation* .....5

**ARTICLE III: Meetings of the Board**.....5

*Section 1. Place of Meetings* .....5

*Section 2. Regular Meetings* .....5

*Section 3. Special Meetings* .....5

*Section 4. Quorum* .....5

*Section 5. Notice and Access* .....5

**ARTICLE IV: Officers of the Board**.....5

*Section 1. Designation*.....5

*Section 2. President* .....6

*Section 3. Vice President* .....6

*Section 4. Immediate Past President* .....6

*Section 5. Secretary/Treasurer* .....6

*Section 6. Terms*.....6

**ARTICLE V: Committees**.....6

*Section 1. Appointment*.....6

*Section 2. Executive Committee*.....6

*Section 3. Governance Committee*.....6

*Section 4. Recognition and Award Programs*.....7

*Section 5. Emeriti Board Committee* .....7

*Section 6. Geographic Engagement and Programming* .....7

*Section 7. Campus Engagement and Programming* .....7

*Section 8. Alumni Programs*.....7

*Section 9. Ad Hoc Committees*.....7

**ARTICLE VI: Adoption of Charter**.....8

# THE UNIVERSITY OF VERMONT ALUMNI ASSOCIATION BOARD OF DIRECTORS CHARTER

## **PREAMBLE**

As more fully described in the Bylaws of the University of Vermont and State Agricultural College Foundation, Inc. (“UVM Foundation”) (see Foundation Bylaws Article VII(b)), the University of Vermont Alumni Association (the “Association”) exists to foster life-long relationships among the University of Vermont and State Agricultural College (“University of Vermont” or “University”) and its alumni by, among other things, facilitating the exchange of information and ideas, developing programs to engage alumni in providing support and service to the University, and enhancing the reputation of the University. In furtherance of the common goals of the Foundation and the Association, the Board of Directors of the Association will assist the Board of the Directors of the Foundation by developing strategies and programs to enable the Foundation to effectively support the activities of the Association in strengthening the engagement of UVM alumni, parents, students, and friends with the University (and with the Foundation) through on-campus, local, regional, and national programming and communications. Pursuant to the Bylaws of the Foundation, the Alumni Association Board shall constitute one of the standing committees of the Board of Directors of the Foundation (with the responsibilities specified in Article XI, Section 7 of the Bylaws of the Foundation). In exercising its rights and discharging its responsibilities pursuant to the Bylaws of the Foundation, the Alumni Association Board shall operate in accordance with this Charter.

## **ARTICLE I - Membership**

*Section 1.* All recipients of degrees granted by the University of Vermont are automatically members of the Association.

*Section 2.* Students who have been enrolled in a degree program at the University for at least four semesters are eligible for Association membership upon written request to the Assistant Vice President of Alumni and Donor Relations.

*Section 3.* Honorary members of the Association may be appointed at the discretion of the Alumni Association Board of Directors President with approval of the UVM Foundation Executive Committee.

## **ARTICLE II – Board of Directors of the Alumni Association**

*Section 1. General Powers.* The Alumni Association Board (hereinafter sometimes the “Board”) shall establish the vision, mission, and policy for alumni engagement, as a standing committee of the UVM Foundation Board. The business and affairs of the Alumni Association shall be managed and directed by the professional staff of the UVM Foundation.

*Section 2. Purposes of the Alumni Association Board.* The Alumni Association Board’s purpose shall be to foster life-long relationships between alumni and the University; facilitate the exchange of information and ideas between the University and its alumni; develop programs to engage alumni in various areas of service to the University; enhance the reputation of the University; and recommend

policies and programs designed to promote the welfare of the University and its alumni to the UVM Foundation Board of Directors,

*Section 3. Number and composition.* The Alumni Association Board shall be composed of not less than fifteen (15) or more than twenty-five (25) directors, excluding honorary directors. The Board shall be composed of:

- a) Elected Directors: These directors are elected at the annual meeting of the Association. Except for the position of Secretary/Treasurer, Officers of the Association must be current Elected Directors.
- b) Representative Directors: These directors are representatives from officially recognized constituent or affinity groups. Representative Directors shall be: the President of the UVM Student Alumni Association; Chairperson(s) of the National NextGen Council; and at the discretion of the executive committee, up to five (5) individuals identified as regional leaders in core geographic regions
- c) Honorary Directors: The following shall be Honorary Directors of the Board and invited to attend meetings in a non-voting capacity, and whose attendance shall not be counted in determining a quorum:
  - i) any Committee chairperson appointed by the President who is not a current Board member;
  - ii) current members of the University Board of Trustees, members of the UVM Foundation Board of Directors, and members of the UVM Medical Center Foundation Board of Directors who are members of the Association, and any University trustees the University Board of Trustees names to the Association Board as its representative;
  - iii) past Presidents of the Association;
  - iv) the President and CEO of the University of Vermont Foundation;
  - v) officers, other than President, of the Student Alumni Association; and
  - vi) the President of the University.

*Section 4. Terms of Office.* Elected Directors shall serve a term of three (3) years, and may be renewed for one (1) additional three-year term. Representative Directors serve terms concurrent with their respective group leadership. Appointment or election to an unexpired term will not count toward a director's tenure. In addition, directors who are elected to an officer capacity serve a term of two (2) years for that position independent of prior service.

*Section 5. Vacancies.* Whenever any vacancy shall occur on the Board, the Board's Governance Committee shall recommend candidates to the Alumni Association Board who will appoint a director to serve until the next annual meeting of the Association.

*Section 6. Attendance.* A director of the Board who is unable to be present at two successive regular meetings of the Board is deemed to have resigned his/her membership on the Board. The Alumni Association President may waive this rule in the event of reasonable extenuating circumstances.

*Section 7. Resignation.* Any director may resign at any time by giving written notice of such resignation to the Board Secretary, with a copy to the President. Such resignation shall be effective upon delivery, unless a later date is specified in the notice.

### **ARTICLE III – Meetings of the Board of Directors**

*Section 1. Place and Means of Meetings.* The Alumni Association Board of Directors may hold its annual, regular and special meetings at such times and places as determined by the President after consultation with the Board's Executive Committee. Meetings may take place via any means of communication, including an electronic, telecommunications, and video- or audio-conferencing means.

*Section 2. Regular Meetings.* The Board shall annually hold at least two (2) regular meetings at such times, places and means as the President shall determine following consultation with the Executive Committee. At each regular meeting, the Board of Directors shall conduct such business as may properly come before the meeting.

*Section 3. Special Meetings.* Special meetings of the Board may be called by: (a) President; (b) Vice President; (c) Chair of the UVM Foundation Board, or (d) upon written request of any eight (8) or more directors of the Alumni Association Board. A person entitled to call a special meeting of the Board may make a written request to the Secretary to call the meeting.

*Section 4. Quorum.* At any meeting of the Board, regularly and properly called, the presence of a majority of the directors of the Board shall constitute a quorum.

*Section 5. Conduct of Business.* As a recognized committee of the UVM Foundation, the Alumni Association Board of Directors shall conduct all business in a manner consistent with the stated policies of the UVM Foundation.

### **ARTICLE IV – Officers of the Alumni Association Board of Directors**

*Section 1. Designation.* The Officers of the Association shall be a President, a Vice President, the Immediate Past President, and a Secretary/Treasurer. The President and Vice President shall be elected by the Board.

*Section 2. President.* The President shall preside at all meetings of the Association, the Board, and the Board's Executive Committee. Except as hereinafter provided, the President shall serve as an ex-officio member of each committee and perform the usual and customary duties pertaining to the office. In addition, the President shall be an ex-officio member of the UVM Foundation Board of Directors.

*Section 3. Vice President-* The Vice President shall serve as chairperson of the Governance Committee, direct trustee representative functions and shall preside at all meetings of the Association, the Board, and the Board Executive Committee in the absence or disability of the President. Upon request of the President, the Vice President may represent the Alumni Association at meetings of the UVM Foundation Board of Directors.

*Section 4. Immediate Past President.* The Immediate Past President shall serve as chairperson of the Emeriti Committee and perform such other duties as may be assigned by the President.

*Section 5. Secretary/Treasurer.* The Secretary/Treasurer shall be responsible for keeping records of votes, resolutions, and proceedings of the Association and the Board; be the Association's contact with the UVM Foundation on financial matters; render a written statement of the financial affairs of the Association when called for by the Board; and perform such other duties as may be assigned by the

President. The chief Alumni Association staff member in the UVM Foundation shall serve as Secretary/Treasurer of the Board.

*Section 6. Terms.* Except for Secretary/Treasurer, Officers of the Alumni Association Board shall serve one (1) two-year term in their defined role. Appointment or election to an unexpired term will not count toward a director's tenure. The Secretary/Treasurer shall serve a term concurrent with his or her role as chief Alumni Association staff member of the UVM Foundation.

## **ARTICLE V – Committees**

*Section 1. Appointment.* Except as provided herein, the President of the Association shall appoint the Chairperson of each committee. The Chairperson shall be appointed from Elected Directors of the Board; however, on the President's own initiative or by vote of the Board, the President is authorized to appoint Chairpersons who are not Elected Directors of the Board for particular assignments as may from time to time be desirable or necessary. Except as otherwise authorized, the membership of each committee shall be selected by the Executive Committee in coordination with the Chairperson and in consultation with the UVM Foundation staff, and shall serve one (1) three-year term.

*Section 2. Executive Committee.* There shall be an Executive Committee composed of the President, Vice President, Immediate Past President, and Secretary/Treasurer. The Executive Committee shall be empowered to act for the Board when the Board is not in session. A majority of the directors of the Executive Committee shall constitute a quorum to transact business. At each meeting of the Board, the Executive Committee shall make a report of its activities.

*Section 3. Governance Committee.* The Governance Committee shall consist of the Officers of the Alumni Association Board of Directors and the President and CEO of the UVM Foundation, who shall serve in an ex-officio capacity. The Vice President shall serve as Chairperson of this committee. The Governance Committee shall nominate officers of the Association and members of the Alumni Association Board of Directors. In nominating members to the Board, the Governance Committee is charged with providing representation reflective of the broad spectrum of diversity within the Alumni Association body.

*Section 4. Recognition and Award Programs.* There shall be a Recognition and Awards Committee that shall consist of no fewer than six (6) members of the Association appointed by the President of the Association. No more than a total of three (3) prior recipients of the Alumni Distinguished Service Award, Alumni Achievement Award and/or Outstanding Young Alumni Award may be members of the Awards Committee at any one time. The Secretary/Treasurer of the Association shall serve ex-officio on this committee.

*Section 5. Emeriti Board Committee.* The Alumni Association shall recognize and engage all former members of the Alumni Association Board of Directors through permanent membership in this group.

*Section 6. Geographic Engagement and Programs.*

- a) **NextGen Council.** The purpose of this committee is to lead programmatic and young alumni volunteer engagement efforts in a designated geographic region.

**b) Other Geographic Constituency Groups.** Additional geographic constituency groups may be established by any group of members of the Association, subject to approval by the Board. As applicable, charters, policies, and procedures of these groups shall be consistent with the charter, policies, and procedures of the Association, the University, and the UVM Foundation. The Board may terminate recognition of any group for failing to comply with such applicable policies and procedures.

### *Section 7. Campus Engagement and Programming*

- a) Athletics Committee.** The purpose of the committee is to provide support to the University Athletics program and to foster connections between the University and its alumni through Athletics.
- b) Career Services Committee.** The Career Services committee shall leverage support from the UVM alumni community to enhance career preparation and placement through a variety of programs and online tools.
- c) Admissions Committee.** The Admissions Committee will include national and regional coordinators of the Alumni Admission Representative program. The purpose of the committee is to provide support to the University Admissions program as well as continuity and coordination between the Admissions Office and the network of local alumni admissions representatives across the country.
- d) Intercultural Excellence Committee.** The purpose of the committee is to provide support in identifying and fostering connections between alumni and the University of Vermont by uplifting our common ground values.
- e) Student Alumni Association.** The purpose of the committee is to engage members of the student community into programming and engagement with the alumni community.

### *Section 8. Alumni Programs*

- a) Services and Benefits.** This program provides feedback and support for the development of a menu of benefits, targeted specifically to the interests and needs of UVM Alumni, that provide value and offer an engagement opportunity.
- b) Affinity and Regional Programs.** The purpose of affinity engagement is to provide support to the Alumni Association's efforts in leveraging and enhancing engagement among constituents and the University of Vermont. Programs will include, but not be limited to, milestone celebrations, regional gatherings, and school and college activities.

### *Section 9. Ad Hoc Committees.-*

The President of the Association, in consultation with the Executive Committee, may appoint such ad hoc Committees as are necessary or desirable to carry out the activities of the Association effectively.

**ARTICLE VI – Adoption of Charter**

This Charter shall be effective as of the date of its approval by the Board. The Governance Committee will periodically review the Charter and recommend to the Board revisions thereto, in view of evolving standards, needs and best practices.

Revised:

September 26, 2025

September 27, 2024

September 29, 2023

October 7, 2022

October 1, 2021

October 2, 2020

May 19, 2017

June 5, 2015

June 1, 2012