

1.3 GOVERNANCE STRUCTURE

Cornell University came into being with the signing of its charter by Governor Reuben E. Fenton of the State of New York on April 27, 1865. From the beginning, the charter was implemented by state legislation that has been, over the years, subject to amendment, consolidation, addition, and repeal. The charter stipulates how the Board of Trustees shall be constituted, and assumes the presence of faculties but does not describe their functions or vest them with power. In recent years, the charter has been set forth in Article 115 of the New York State Education Law, copies of which are available from the secretary of the corporation, in the Office of the University Counsel.

Board of Trustees

The responsibility for overseeing all aspects of the university is vested in the Board of Trustees, which meets in regular session four times each year, normally three times in Ithaca and once in New York City. Much of its work is accomplished through its standing committees: the Executive Committee, the Investment Committee, the Finance Committee, the Committee on Alumni Affairs and Development, the Audit Committee, the Buildings and Properties Committee, the Committee on Board Membership, the Committee on Government Relations, the Committee on Academic Affairs, and the Committee on Student Life. Nontrustees may be invited to attend meetings on an *ad hoc* basis or to serve as non-voting “advisor” members of some of these committees.

Cornell was the first American institution of higher education to have faculty representatives on its Board of Trustees. This practice began in 1916, at the urging of Jacob Gould Schurman, then president of the university.

The structure of the Board of Trustees has changed several times. Currently, the board has sixty-four members: four *ex officio* members (the governor of the state, the president pro tem of the state senate, the speaker of the state assembly, and the president of the university); one life member (the eldest lineal descendent of Ezra Cornell); three members appointed by the governor; forty-three members-at-large, elected by the board, including two each from the fields of agriculture, business, and labor in New York State; eight members elected from and by the alumni of the university; two faculty members elected by the University Faculty; two students elected by the students of the university; and one nonacademic employee elected by the nonacademic employees of the university.

The Board of Trustees has defined the functions of its executive officers, committees, and of the faculties it has established. Basic board legislation is included in the bylaws of the university, which are subject to frequent amendments or additions adopted by the board, sometimes in response to a recommendation from the University Faculty. A copy of the latest edition of the university bylaws is available from the secretary of the

corporation in the Office of the University Counsel or may be found on the Office of the Board of Trustees website at www.cornell.edu/trustees. Questions with regard to the proceedings of the Board of Trustees should be directed to the secretary of the corporation.

The University Faculty

According to the bylaws of the university, the “...functions of the University Faculty shall be to consider questions of educational policy which concern more than one college, school or separate academic unit, or are general in nature; and to recommend to the Board of Trustees, with the approval of the appropriate college or school faculty, the establishment, modification, or discontinuance of degrees.” In addition to the functions of the University Faculty described earlier in the paragraph, the bylaws specify the voting and nonvoting members of the University Faculty; the University Faculty, however, may grant to any group of nonvoting members the right to vote on any question deemed by the faculty to be of interest to that group.

For more than a century, the University Faculty conducted its business by meeting periodically as a legislative body. These meetings of the whole were attended by a highly variable but normally small fraction of the membership. In September 1969, the University Faculty adopted the report, *The Academic Responsibilities of the Faculty*. This report, written by seven of its members, expressed the faculty findings for the division of responsibility for the operation of the university among itself, the students, and the administration. This statement is reproduced in appendix one.

In 1971, after three years of preparation, the University Faculty approved the *Organization and Procedures of the University Faculty (OPUF)*, delegating its historic legislative role to a representative body, the Faculty Council of Representatives (FCR). In October 1995, the FCR was superseded by the Faculty Senate. The University Faculty as a whole continues to have and exercise power to: (a) determine its own membership; (b) elect faculty trustees; (c) participate in the selection of the dean of the faculty; (d) select its officers, other than the president and the dean; (e) postpone or nullify any action of the Senate; (f) require or request reports from its officers and committees, from the Senate, and from others in the university community or elsewhere, as may be authorized or appropriate; (g) express its views concerning any matter within its responsibilities or reasonably related thereto, at a meeting of the Faculty or in such other manner as may be appropriate; and (h) amend its organization and procedures. *OPUF* (see appendix two or the University Faculty website (<http://theuniversityfaculty.cornell.edu/pdfs/OPUFREVISED04.08.pdf>) has been accepted as charter and bylaws of both the University Faculty and the Faculty Senate.

Legislation adopted by the University Faculty, the FCR, and the Faculty Senate is recorded in the minutes of the meetings. Unless amended or repealed subsequent to

the formalization of the University Faculty bylaws in *OPUF*, any legislation previously passed by these bodies remains in force. Copies of proceedings are preserved in the Office of the University Faculty; that office also maintains a record of faculty legislation.

University Faculty Voting Membership: Voting members of the University Faculty include the president of the university, *emeritus* professors, university professors, professors-at-large in residence, and all professors, associate professors, and assistant professors of the several colleges, schools and separate academic units at Ithaca and Geneva, including those with courtesy appointments as authorized by the bylaws and *ex officio* members authorized by the Board of Trustees upon recommendation of the faculty. (They do not include faculty of the Medical College.)

Ex officio membership, with voting privileges, in the University Faculty is accorded to presidents emeriti; the provost; the vice president and CFO; vice presidents and vice provosts; the dean of the University Faculty; the deans of the schools and colleges at Ithaca; the dean of the School of Continuing Education and Summer Sessions; the university librarian and associate and assistant university librarians; the university counsel; the registrar; the directors of cooperative extension for the Colleges of Agriculture and Life Sciences and Human Ecology, the directors of the agricultural experiment stations at Ithaca and Geneva, and the directors of university health services, athletics and physical education, and Cornell United Religious Work.

University Faculty Nonvoting Membership: The nonvoting members of the University Faculty include the university professors, professors, associate professors, and assistant professors in the Medical College and those bearing the adjunct, visiting, or acting title. The University Faculty may grant to any group of nonvoting members the right to vote on any question deemed by the faculty to be of interest to such group. Other persons may be elected to membership in the University Faculty by the Board of Trustees upon recommendation of the faculty.

Candidate for Degree Administered by Cornell. In 1893, the University Faculty voted that "it is not in accordance with the policy of this Faculty to grant degrees to members of their own body." This principle, although questioned several times, has always been reaffirmed. It has been, since at least 1955, a part of the university bylaws that states that, "No member of the University Faculty may be a candidate for a degree administered by Cornell University." The bylaws also define membership in college and school faculties and add, "No voting member of a college or school faculty may be a candidate for a degree administered by Cornell University."

University Faculty Meetings: Meetings can be called by the dean (a) upon request of the Board of Trustees, the Executive Committee of the Board of Trustees, or the president; (b) upon request of the Senate; (c) upon request of the University Faculty Committee; (d) upon written petition to the dean of voting members of the faculty, equal in number

to one-half of the required quorum for such meeting; (e) upon call of the dean to consider a proposal to postpone or nullify an action of the Senate; and (f) upon call of the dean to act in an emergency. Nonvoting members of the faculty may attend and participate in debates, but may not vote.

Dean of the University Faculty

The dean of the University Faculty is the University Faculty's chief administrative officer and its liaison on all matters in which the concerns of the faculty relate to the president, the trustees, or other segments of the university community. The dean, however, is not a member of the university administration.

The dean shall: (1) represent and advocate the interests of the faculty to the president, the trustees, and the university community; (2) advise the president and central administration on matters of university policy and seek the president's advice on matters of concern to the faculty; (3) assist the faculty and the Senate in formulating judgments on questions of concern to the faculty; (4) be available for consultation and advice to members of the faculty, to students, and to members of the university community on matters within the jurisdiction of the faculty; (5) assist in resolving problems for individual faculty members in their relationships with other members of the faculty, with academic or administrative officers, with committees, with students, or other segments of the university community; (6) oversee the work of all committees of the University Faculty or the Senate; (7) serve as an *ex officio* member on each University Faculty and Senate committee; (8) call meetings of the University Faculty and the Senate and prepare and distribute the agenda for those meetings; (9) maintain a file of records of actions, reports of committees, and other records as necessary; (10) prepare reports as deemed appropriate; (11) meet with the Board of Trustees and its Executive Committee in discussions of questions of educational policy; and (12) perform such other functions as determined by the University Faculty or the Senate.

The dean is selected from among the tenured voting members of the faculty. Three months before the deanship becomes vacant, the Committee on Nominations and Elections canvasses the faculty; prepares a slate of three or more candidates for Faculty Senate approval; and circulates a mail ballot, using the Hare system (where voters are asked to rank order their preference), to all voting members of the University Faculty. Subject to confirmation by the Board of Trustees, the candidate receiving a majority of the votes cast shall be appointed dean for a term of three years. This term may be extended for a further period of not more than two years by the Faculty Senate.

Associate Dean and Secretary of the University Faculty

The associate dean and secretary of the University Faculty (1) assists the dean in carrying out duties as assigned, and serves as acting dean on appropriate occasions; (2)

chairs the Nominations and Elections Committee; (3) serves as an *ex officio* member on each University Faculty and Senate committee; (4) supervises the maintenance of minutes of meetings and all records of the University Faculty and Senate; and (5) supervises publications made in the name of the University Faculty. The associate dean and secretary also serves as secretary and as an *ex officio* voting member of the Senate.

In electing the associate dean and secretary, the Committee on Nominations and Elections canvasses the faculty, prepares a slate of candidates for Faculty Senate approval, and circulates a mail ballot, using the Hare system, to all voting members of the University Faculty. The candidate receiving a majority of the votes cast shall serve a three-year term, with the possibility of reappointment by the Senate, for a further period of not more than three years.

The terms of the dean, and the associate dean and secretary, shall be staggered so that only one of these officers shall be elected in any one year.

Faculty Trustees

Under the terms of the 1984 amendment to the university charter, there are two faculty trustee positions on the Board of Trustees.

A faculty member who has served as faculty representative on the Board of Trustees or as faculty trustee for more than one calendar year shall not be eligible for nomination for the office of faculty trustee for a term commencing less than two years after the expiration of the former term. While professors *emeritus*, if resident in Ithaca, and members of the faculty serving as university administrators, deans, or directors are eligible for nomination, preference shall be given to active members of the faculty who do not hold such offices.

When acting as faculty trustees, faculty members are privileged to express their independent opinions and judgments. However, in view of the fact that the faculty, when it wishes to inform the Board of Trustees of its views, does so either by requesting the president to transmit them to the board or by establishing a special faculty committee to confer with a trustee committee appointed by the board, faculty trustees shall not assume to speak for the faculty, unless expressly authorized by the faculty to do so in particular cases. They may, however, state their opinion as to the probable faculty reaction to any proposal affecting academic or educational policy.

Ithaca-based faculty trustees shall be *ex officio* voting members of the Faculty Senate.

The Committee on Nominations and Elections canvasses the faculty; prepares a slate of trustee candidates for Faculty Senate approval; and circulates a mail ballot, using the Hare system, to all voting members of the University Faculty. The candidate receiving

the majority of votes is elected for a four-year term. The results of the election are reported to the president.

University Faculty Standing Elected Committees

The *University Faculty Committee (UFC)* consists of nine members of the Faculty Senate elected at-large by the faculty for staggered three-year terms. The dean of the faculty serves as chair.

The *Nominations and Elections Committee (N&E)* consists of nine members of the University Faculty, six of whom are elected at large by the faculty and three who are nominated by the Nominations and Elections Committee and appointed by the Faculty Senate, for staggered three-year terms. The secretary of the faculty serves as chair.

Both of the above committees are also committees of the Faculty Senate. For a description of their duties, please refer to pages 19-20.

University Faculty Standing Appointed Committees

The *Institutional Review Board for Human Participants (IRB)* reviews and approves proposals for research involving human participants, thereby protecting their rights and welfare.

The *Committee on University Lectures* approves proposals and administers funds in support of lectures endorsed by multiple departments, including the prestigious Messenger lecture series.

The *University Faculty Library Board* consults with the university librarian on library policies, and keeps the librarian informed of the needs and concerns of the faculty and students.

The *Committee on Music* concerns itself with the university musical offerings, arranging schedules and securing performances of musical groups.

The *Professor-at-large Selection Committee* annually reviews nominations and selects new Professors-at-Large, i.e. men and women of outstanding international distinction for non-resident Faculty membership.

The *Committee on University-ROTC Relationships* acts for the ROTC program in a manner analogous to an educational policy committee of a college or school, and participates in review committees for instructional appointments, disenrollment hearing boards, scholarship review boards and other *ad hoc* committees related to the ROTC program.

Faculty Senate

Except for the powers reserved to the University Faculty (see page 14), and subject to the power of the University Faculty to postpone or nullify any action of the Senate, all the powers and functions of the University Faculty are delegated to the Faculty Senate. The Senate has the following specific powers: (1) to select its officers; (2) to approve or reject nominees presented by the Nominations and Elections Committee for election by the University Faculty; (3) to approve or reject the list of members and chairs presented by the Nominations and Elections Committee for appointed committees; and (4) to adopt, amend, or repeal bylaws or other procedures relating to the conduct of its business and the duties and functions of its officers and committees.

Faculty Senate Membership: The president, the dean of the faculty, the associate dean and secretary of the faculty, and the Ithaca-based faculty trustees are *ex officio* voting members. There is one representative from the Cornell Association of Professors Emeriti; and nine members (three of whom must be non-tenured) elected at large by the University Faculty. Constituency members are elected by the various academic units in Ithaca and Geneva. Each constituency has at least one seat on the Senate, except that constituencies with fewer than five voting faculty members may combine with another constituency to establish a joint seat. Constituencies with more than 25 voting faculty members will have a second Senate seat. In addition, constituencies may elect an alternate senator to serve if the regularly elected senator is unable to do so. All members serve three-year terms, with terms commencing July 1.

Faculty Senate Officers: Officers include the president of the university, who will serve as *ex officio* president of the Senate; an elected speaker, who will serve as an impartial moderator; one or more parliamentarians appointed at the speaker's discretion; and such other officers as may be provided for from time to time.

Faculty Senate Meetings: Regular meetings are scheduled once each month during the academic year, except for January. The agenda for its meetings is the responsibility of the University Faculty Committee. Any member of the University Faculty may attend Senate meetings, participate in debate, but may not make motions or vote.

Faculty Senate Standing Elected Committees

The *University Faculty Committee (UFC)*, chaired by the dean of the faculty, consists of nine members of the Faculty Senate elected at-large by the faculty for staggered three-year terms. Its functions are to: provide liaison between the Faculty Senate and university administrators and meet on a regular basis with the provost and/or president to provide advice and consultation on all major policy issues of interest to the faculty; act as executive committee for the Senate and the University Faculty and request the dean to call special meetings of those bodies, if warranted; inform and

consult the Senate on a regular basis, act for the Senate in emergencies, assist the dean in preparing the agenda for all meetings, and review proposals to suspend or nullify an action of the Faculty Senate; establish and/or reappoint *ad hoc* committees and subcommittees; and initiate proposals to amend the *Organization and Procedures of the University Faculty*.

The *Nominations and Elections Committee (N&E)*, chaired by the secretary of the faculty, consists of nine members of the University Faculty, six of whom are elected at large by the faculty and three who are nominated by the Nominations and Elections Committee and appointed by the Faculty Senate, for staggered three-year terms. The functions of the Nominations and Elections Committee are to nominate candidates, prescribe procedures for, supervise, and decide disputed questions concerning elections by or to the Senate, all elected committee and elective offices of the University Faculty and Senate, and any referendum; and to propose to the Senate, members and chairs of appointed faculty and Senate committees and members of administration and faculty-administration committees.

With the exception of the dean and secretary of the faculty, no person may serve on the University Faculty Committee and the Nominations and Elections Committee at the same time.

Faculty Senate Standing Appointed Committees

The *Committee on Academic Freedom and Professional Status of the Faculty (AFPS)* considers matters relating to academic freedom and responsibility; freedom of teaching and learning; professional status of the faculty, including policies and procedures relevant to faculty appointments, promotion, retirement, separation, and tenure; and receives and reviews written complaints brought by or against a faculty member when other specific procedures have not been designated for hearing those grievances.

The *Committee on Academic Programs and Policies (CAPP)* concerns itself with academic programs and policies which are independent of or extend beyond the single or joint jurisdiction of a school or college faculty; policies governing the use of, and plans for, university-wide academic facilities and services, such as libraries, classrooms, and computers; and proposals for new degrees (including the combination, modification or abandonment of old degrees).

The *Committee on Affirmative Action (AA)* reviews the work of college affirmative action committees and progress toward achieving the university's faculty affirmative action goals in employing women and minorities. This Committee meets jointly with the Minority Education Committee.

The *Committee on Educational Policy (EPC)* considers matters of general educational policy relating to instruction that concern more than one college, school or separate academic unit, including, but not limited to: grades and grading policies, preliminary and final examination policies, university-wide academic requirements, the academic calendar, and the class schedule and hours of instruction.

The *Faculty Advisory Committee on Athletics and Physical Education (FACAPE)* provides counsel regarding admissions, academic performance of student athletes, and issues facing NCAA, ECAC and the Ivy League; administers the university graduation requirement in physical education; and develops the schedules and guidelines for leaves and absences for intercollegiate teams.

The *Faculty Advisory Committee on Tenure Appointments (FACTA)* advises the provost on all proposed promotions to tenure, as well as proposed denials of tenure by a dean after a positive recommendation from the department. Review of tenure recommendations for those who have achieved tenure at another institution will be at the discretion of the provost.

The *Committee on Financial Policies (FPC)* participates with the university administration in the budget planning process, and makes recommendations concerning the economic status of the faculty on such issues as salary levels, fringe benefits, and leaves.

The *Institutional Biosafety Committee (IBC)* reviews and approves all research and teaching activities involving the use of biohazardous agents on the Ithaca and Geneva campuses; it works to ensure the research and facilities used to conduct research are in compliance with government regulations and University policies (<http://www.ibc.cornell.edu/>).

The *Committee on Minority Education* provides oversight of minority education, including review of proposed and ongoing special programs, and monitors the overall educational experience of minority students. This Committee meets with the Affirmative Action Committee.

Joint Faculty Senate/Administration Appointed Committees

If members of the central administration constitute a committee to make or advise on policy issues, or carry out searches, and decide to appoint faculty members to that committee who are not members of the central administration, college deans or associate deans, or division directors or associate directors, the expectation is that they will ask the Senate to nominate some faculty members to serve on the committee. The central administration will be expected to select about one-half of the faculty membership on each such committee from names presented by the Senate. The Senate

will present as many names as are requested, but in no case more than twice the number to be selected.

Some of these committees include:

The *Faculty Committee on Program Review (FCPR)* oversees the program review process, including the cycle for reviews and monitoring of the quality of the review process.

The *Faculty Advisory Board for Information Technologies (FABIT)* focuses on the computing and communications technology infrastructure at Cornell; and on the information technology and infrastructure to support teaching, learning and research.

The *Faculty Advisory Committee on Admissions and Financial Aid (FACAFA)* reviews the impact of financial aid policies on recruitment, enrollment, retention, and quality of students.

The *Local Advisory Council* reviews and makes recommendations on limited submission competitions for research funding and provides advice to the Senior Vice Provost for Research on other research matters.

The *University Committee on Conflicts (UCC)* functions as a university resource on matters involving the general subject of conflicts of interest and commitment, the oversight and implementation of the Cornell University Conflicts Policy, and the identification and resolution of specific conflicts of interest.

Committees on Memorial Statements

Colleagues are asked to prepare articles on those University Faculty members who have passed away during the year. These statements are bound in a booklet and distributed to the families of the deceased, deans and department chairs, and others requesting a copy. The Office of the Dean of Faculty has the responsibility for carrying out this process.

University Appeals Panel

The University Appeals Panel was established to consider appeals of negative decisions on faculty reappointments and promotions. Each college or school elects five tenured faculty members or 5 percent of its tenured faculty, whichever number is greater, to the panel. In addition, the president of the university appoints ten tenured faculty members to the panel. The five-year terms are staggered. Members are drawn from the University Appeals Panel to form the appeal committees that hear individual cases. (See also sections 2.2 on Reappointment, 2.3 on Tenure, and 2.4 on Promotion.)

Stephen H. Weiss Presidential Fellows

In recognition of the importance of undergraduate teaching, the Board of Trustees established the Stephen H. Weiss Presidential Fellowships. Each year, a nominating committee, appointed by the president, solicits nominations and then recommends nominees for the president's final selection.

The fellowship is a university-wide award for a tenured faculty member who has a sustained record of effective, inspiring, and distinguished teaching of undergraduate students and of contributions to undergraduate education. The title Stephen H. Weiss Presidential Fellow is a permanent designation, and recipients receive a \$5,000 a year award for five years, as long as they continue to hold a professorial appointment at Cornell.

Further information on faculty governance, committee legislation and membership, can be obtained from the Office of the Dean of Faculty or the University Faculty website http://theuniversityfaculty.cornell.edu/governance/gov_main.html.

The University Assemblies

The structure of the campus government system has undergone a number of transformations. A university senate was established in 1970 and was replaced by a campus council in 1977. During the 1979-80 academic year, a special committee made a study of campus governance and proposed alternatives that were submitted to referendum in the fall of 1980. The resulting charters were subsequently approved by the Board of Trustees, and the current system took effect in 1981. It was comprised of three assemblies: the Employee Assembly, the University Assembly, and the Student Assembly. In the spring of 1993, the Graduate and Professional Student Assembly (GPSA) split from the Student Assembly. The GPSA formed its own charter and received approval from the Board of Trustees.

The Employee Assembly is composed of elected nonacademic employee representatives from the endowed units, the contract units, and one chosen from either the Geneva Agricultural Experiment Station or at large. The term of service is two years. The Employee Assembly has the authority to examine the university's personnel policies and to make recommendations to the appropriate university units and administrators concerning those policies; to examine other university policies affecting the employment environment at Cornell and to make recommendations to the appropriate agents; and to provide a mechanism for the informal exchange of information and views between employees and university administrators.

The University Assembly is composed of students, faculty members, and staff. Faculty and staff members serve for two years; student members serve for one year. The

University Assembly has authority for those aspects of the conduct of members of Cornell University covered by the Campus Code of Conduct and the Statement of Student Rights; has the responsibility for selection of members of the Hearing and Review Boards; has legislative authority over policies which guide the activities of the Cornell Store, Gannett: Cornell University Health Services, Transportation Services, and Cornell United Religious Work; and has authority over matters concerning the internal operation and maintenance of the University Assembly governing system. It conducts public hearings on topics of current community interest; makes recommendations to the University Faculty in academic matters; and may establish such standing and ad hoc committees as are necessary to the performance of the duties of the University Assembly.

The Student Assembly is composed of elected representatives who are registered students and who serve for one year. The Student Assembly has authority over certain nonacademic policies that primarily affect students. Specifically, it has legislative authority, subject to the approval of the president, over the policies of the Department of Campus Life and the Office of the Dean of Students, as well as the authority to review the budgets and actions of those units.

The Graduate and Professional Student Assembly is composed of fifteen voting members, who are elected by their larger governing body, called the Council of Representatives (COR). The COR has representatives from each field and three representatives from each professional school. The GPSA has one member from each professional school, three at-large members, and nine members from the specified field clusters. GPSA and COR members serve a one-year appointment. The GPSA ensures a direct focus for the continued involvement of graduate and professional school students in the governance of nonacademic affairs and in the life of the university.