

Cornell University

Robert S. Harrison
Chairman of the Board
120 East End Avenue
New York, NY 10028

Professor Michael Fontaine
Acting Dean of the University Faculty
315 Day Hall

Dear Mike:

I respond on behalf of the Board of Trustees to the resolution of the Faculty Senate that urged the Board to defer action on creating a College of Business until the Faculty Senate can deliberate on the proposal.

You had forwarded this resolution to me as Board Chair shortly after the Faculty Senate had unanimously adopted this resolution at its meeting on December 16. In follow-up, I acknowledged that the Board would respond in due course. I also noted that the Faculty Senate resolution was included in the Board's agenda materials, so that all trustees would be fully informed of the Faculty Senate's recommendation when the Board considered establishing a College of Business.

Because several questions had arisen regarding the decision-making responsibility of various University bodies and officers in the context of the proposed College of Business, I asked University Counsel and Secretary of the Corporation James Mingle for his advice and counsel. As both chief legal counsel and Board secretary, the University Counsel is the appropriate officer within the institution to advise the Board and University leadership on important governance questions. These specifically include questions that relate to the Board's governance authority and fiduciary responsibilities, as well as those that involve interpretation of the University Bylaws showing how certain authority has been delegated by the Board.

In a memorandum dated January 15, 2016 (which was also included in the Board's agenda materials), the University Counsel provided his advice to the Board of Trustees on these University governance issues. At its meeting on January 30, I, as Chair of the Board of Trustees, explicitly accepted the University Counsel's interpretation of the University Bylaws as set forth in that memorandum. And as you know, following three hours of discussion, the Board unanimously approved the proposed amendments to the Bylaws to establish a College of Business.

Attached is the University Counsel's interpretation of the Bylaws (including Articles XIII & XIV) regarding the decision-making authority of the Board, the President and other academic officers, and the College and University Faculties as it relates to the establishment, governance and administration of the Cornell College Business.

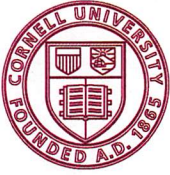
We believe the distribution of decision-making described in the attachment serves as a very useful illustration of the University's shared governance scheme at work – here, in establishing a new college, in developing implementation details in the coming months, and in managing the college's (and its constituent schools') programs and activities in the years ahead. Each responsible body and officer – the Board, the President, the Provost, the Deans, the College Faculty, the University Faculty – have defined and complementary decision-making roles. And for other constituent campus governance groups whose roles may be advisory, their views will be welcomed as well.

The Board of Trustees very much appreciates your service as Acting Dean of the University Faculty and highly values the continuing contributions of the Faculty Senate.

Sincerely,

A handwritten signature in black ink, appearing to read 'RSH', with a long horizontal stroke extending to the right.

Robert S. Harrison
Chair
Board of Trustees



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and Secretary of the Corporation

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TO: Robert S. Harrison
Chairman, Board of Trustees

FROM: James J. Mingle 
University Counsel and Secretary of the Corporation

DATE: January 15, 2016

RE: **University Governance Responsibilities Regarding Proposed
College of Business**

Several questions have arisen regarding the decision-making responsibility of various University bodies and officers concerning the establishment, governance and administration of a proposed Cornell College Business (“CCB”). This outline (including references to pertinent provisions of University Bylaws) is intended to address and answer these key questions.

1. The Board of Trustees: Based on the New York State’s Not-for-Profit Corporation Law and the Cornell Charter, the Board of Trustees has plenary responsibility for the governance and control of all colleges, schools and other components that encompass Cornell University, including the contract colleges. [See Bylaws Art. I-2; Art. II-1]
2. Board-delegated authority: The Board of Trustees has “delegated” certain decision-making or advisory responsibilities to the following: subordinate standing committees and boards of overseers; the President, the Provosts and other officers of the corporation; the academic deans, directors and other academic officers; the faculty of the various colleges and schools; and the University Faculty (as represented by the Faculty Senate). The Bylaws adopted by the Board specify how these delegated areas of authority are allocated or shared. [See Art. II-1; Art. III; Art. V to XII; Art. XIII; Art. XIV; Art. XVI]
3. Establishment of a CCB: The Board of Trustees is solely responsible for the establishment of a CCB, which entails a Bylaws amendment adding the college to the list of major academic units of the University; and for the ongoing governance and control of the college. [See Art. I-7]

4. Plan of organization: The President has sole delegated responsibility for recommending to the Board of Trustees a “plan of organization” for all units of the University. Board of Trustees consideration of a CCB is pursuant to this exercise of the President’s authority. [See Art. V-4]
5. Oversight and administration of a CCB: Subject to the authority of the President, the Provost is responsible for the oversight of all academic programs (excluding the medical college), including a CCB. Subject to the “plan of organization,” which stipulates reporting relationships, the deans of a CCB and of its constituent units have administrative responsibility for their units. [See Art. XVI]
6. Faculty of the CCB: Subject to the authority of the University Faculty on matters affecting general educational policy, the faculty of a CCB is responsible for matters of educational policy within the college, including: determining entrance requirements; prescribing and defining courses of study; determining requirements for degrees under their jurisdiction; recommending candidates for degrees; enacting and enforcing rules for the academic guidance and supervision of students. [See Art. XIV-2] The President is empowered to serve as “a member and also the chairperson and presiding officer of every college and school faculty. [See Art. V-1]
7. Establishment, modification or discontinuance of any CCB degrees: The University Faculty (Faculty Senate) is responsible for reviewing and recommending to the Board of Trustees the establishment of any new degrees, and modification or discontinuance of any existing degrees, offered by a CCB, following approval of the college faculty. [See Art. XIII]
8. General educational policy: The University Faculty (Faculty Senate) has authority to consider questions of general educational policy that concerns all or multiple University colleges and schools (excluding the medical college). Examples (as drawn from the Faculty Handbook) of matters of general educational policy include grading policies, preliminary and final examination policies, university-wide academic requirements, the academic calendar, and the class schedule and rules of instruction. [See Art. XIII-2]
9. Advice to the President and the Board: Even if matters fall outside of their jurisdiction as stipulated in the University Bylaws, campus governance groups, including the Faculty Senate, are always free to offer advice and guidance to the President and/or the Board of Trustees on matters that are within the President’s or Board’s decision-making authority, e.g., regarding the organization or structure of academic or administrative units.

cc: Elizabeth Garrett, President