CHAPTER 3: UNIVERSITY GOVERNANCE

3.1 SELECTED UNIVERSITY BYLAWS

The University operates through the Bylaws of Emory University, which can be found at this link in entirety. The brief overview below includes those portions that are most relevant to faculty.

Article IV: Instruction

Section 1: Faculty. Responsibility for the instructional programs of the University shall be vested in the University Faculty under the direction of the President. The faculty shall include the President, the Provost, the Executive and other Vice Presidents, Deans, Professors, Associate Professors, Assistant Professors, Instructors, and persons of such other rank or title as the President may recommend.

The faculty of any school or college of the University shall include all such officers as have responsibility for instruction in that school or college. A member of the University faculty may be a member of the faculty of more than one school or college.

Subject to general University policy and regulations and to the powers vested in the President of the University and the University Senate, the faculty of any school or college shall have jurisdiction over the educational program and the internal affairs of that division, instruction, schedules, and degree requirements.

Section 2: Deans. The Dean of a school or college shall be appointed by the Board of Trustees or its Executive Committee upon recommendation of the President, who shall have conferred regarding such recommendation with the Provost and/or Executive Vice President for Health Affairs. The President also shall seek the advice of an appropriately appointed committee, which shall include members of the faculty of the school or college concerned, and shall inform the Board of the views of that committee. The Dean of a school or college shall have general responsibility for the direction of the work of his or her division and shall be responsible to the President for the administration thereof; shall exercise leadership in the development of educational policies and programs; shall preside at meetings of the faculty of his or her school or college except when the President chooses to preside; shall supervise the work and direct the discipline of his or her division; and shall advise with the President in the formation of the faculty, the determination of curricula, and concerning all the interests of his or her division, including its relationships to other divisions of the University and to the interests of the University as a whole.

Section 3: Faculty appointments. Appointments to membership on the faculty, other than the President, Provost, Executive and other Vice Presidents, and Deans, shall be of two kinds – limited and continuous. A limited appointment is terminated at the close of a
period of time specified in writing to the appointee. A continuous appointment will not be terminated by the University except as specified in the principles approved and published by the Board of Trustees, or by retirement in accordance with the provisions of the Emory University Retirement Plan.

Limited appointments shall be made by the Dean of the school or college primarily concerned and shall be reported annually to the Executive Vice President for Academic Affairs.

Continuous appointments shall be made by the Board of Trustees or its Executive Committee upon the recommendation of the President, who shall have conferred regarding such recommendation with the Dean of the school or college primarily concerned, with the Executive Vice President for Academic Affairs, and with the Executive Vice President for Health Affairs if appropriate.

Each Dean shall establish and communicate to his or her faculty the procedures for expressing faculty opinion in matters of individual appointment, promotion, and termination. The precise terms and conditions of each appointment shall be stated in writing, shall be in accordance with the principles approved and published by the Board of Trustees, and shall be in possession both of the University and the appointee before the appointment is final.

Article VI: Curricula and Degrees

Section 1: Curricula. Courses of study in the University, including admission and degree requirements, shall be arranged by the deans and faculties of the several schools and colleges, with due consideration of interdivisional relationships; and when such courses have been approved by the President of the University after conference with the appropriate Dean, they shall be published as the authorized curricula of the University.

Section 2: Degrees in course. Degrees in course, as authorized, shall be conferred upon students who have completed satisfactorily the courses of study prescribed for such degrees, who are recommended by the Dean and faculty of the appropriate school or college, and who are approved for such degrees by the Board of Trustees or its Executive Committee.

Section 3: Honorary degrees. Honorary degrees may be conferred upon such persons as may, from time to time, be selected by a two-thirds vote of the Board of Trustees. The University Senate may, in accordance with procedure prescribed in its bylaws, make recommendations for honorary degrees to the Board of Trustees. Such recommendations from the Senate must have the approval of the President of the University prior to being submitted to the Board of Trustees for vote. All members of the Board shall be furnished with written statements of the qualifications of each nominee prior to any ballot being
taken. Ballots on honorary degrees may be taken by mail or by voice vote at any meeting of the Board of Trustees.

3.2 STANDARDS OF CONDUCT (Policy 4.62)

Emory University pursues excellence and insists on high standards of conduct and performance. The rules expressed in Standards are designed to maintain the positive environment which Emory strives to provide for all employees. Application of uniform and consistent standards is Emory's objective.

Listed in these Standards are some of the rules and regulations of Emory as well conduct that Emory considers inappropriate and that could lead to disciplinary action up to and including an unpaid suspension or termination of employment without prior warning, at the sole discretion of Emory. This policy is also referenced in Section 12.1.

3.3 ADMINISTRATION

3.3.a. Board of Trustees

The Board of Trustees was established in 1915, governing the University by establishing policy and exercising fiduciary responsibility for the long-term well-being of the institution. The Board and its Executive Committee act on recommendations from Board committees, University officers, and the University Senate. Board committees, in addition to the Executive Committee, include: Academic Affairs; Audit; Campus Life; Executive Compensation and Trustees’ Conflict of Interest; Finance; Governance, Trusteeship, and Nominations; Development and University Relations; Investment; Real Estate, Buildings, and Grounds; and the Woodruff Health Sciences Center Board. Subcommittees include: Subcommittee on Church Relations; Naming and Inscriptions Subcommittee; and the Real Estate and Gifts Subcommittee.

According to University Bylaws, the Board of Trustees consists of a maximum of 45 voting members: 34 term trustees; 11 alumni trustees. Emory’s Board is comprised of corporate, academic, religious, and civic leaders from across the United States. While the President and his leadership team attend Board meetings, they may not vote. The University also relies on the wisdom and counsel of trustees emeriti: trustees who retired from the Board after serving a complete term or reached the age of 70. Trustees Emeriti may attend Board meetings; however, they do not have a vote. They may also serve as voting committee members until age 75.

The Chair of the Emory University Board of Trustees appoints faculty counselors to serve on each of the major board committees, in accordance with the Bylaws of Emory University. Other than the President and President-Elect of the Senate (who serve ex officio), faculty counselors are appointed to three-year terms, which begin at the start of the academic year and are chosen from faculty in the nine schools.

3.3.b. President
The President of the University is elected by the Board of Trustees and serves at the
pleasure of the Board. The President is the chief executive and administrative officer of
the University. The roles and responsibilities of the President are described in the Bylaws
of Emory University. James W. Wagner was appointed Emory’s nineteenth president in
2003.

3.3.c. President’s Cabinet

The President's Cabinet considers and makes recommendations on matters of policy and
programmatic priorities of the University and advises the President on urgent matters.
The President's Cabinet meets weekly and consists of those Executive Vice Presidents,
Senior Vice Presidents, and Vice Presidents whose respective areas of responsibility
together embrace all staff, faculty, and student concerns. Specifically, the Cabinet
includes the President of the University, Senior Vice President and General Counsel,
Senior Vice President for Development and Alumni Relations, Senior Vice President for
Campus Life, Vice President and Deputy to the President, Provost and Executive Vice
President for Academic Affairs, Vice President and Secretary of the University,
Executive Vice President for Business and Administration, Executive Vice President for
Health Affairs and CEO of the Robert W. Woodruff Health Sciences Center, and Vice
President for Communications.

3.3.d. Other Direct Reports to the President

In addition to the members of the Cabinet, individuals holding the following positions
also report directly to the President of the University: Chancellor; Executive Director of
the Carter Center; and Dean of the Chapel and Religious Life.

3.3.e. Provost and Provost’s Officers

The Board of Trustees, on nomination of the President of the University, elects the
Provost and Executive Vice President of Academic Affairs. The Provost is the principal
academic officer of the University, representing the President in his absence, and acts as
the President's primary liaison with the deans and faculties on academic matters. The
Provost is responsible for overall academic program management and support activities
most closely tied to academic programs including research administration, international
affairs, the library, and the Carlos Museum. The Provost engages in shared oversight with
the Executive Vice President for Health Affairs for the Woodruff Health Sciences Center.

Claire E. Sterk, Ph.D. is Provost for Academic Affairs and the Charles Howard Candler
Professor of Public Health. She was appointed in 2013.

The Office of the Provost also includes the following positions: Senior Vice Provost for
Undergraduate and Continuing Education; Senior Vice Provost, Administration; Senior
Vice Provost for Community and Diversity; Vice Provost, Academic Affairs; Vice
Provost, International Affairs; Senior Vice Provost for Libraries and Digital Scholarship;
Director of the Ethics Center; and Director, Carlos Museum.
Additional individuals who report directly, yet jointly, to the Provost include the Chief Information Officer; Vice President, Research Administration; Deans (described below); and Director of the Yerkes National Research Primate Research Center.

3.3.f. Deans

Each of the schools and colleges has a Dean. The Dean is the chief academic officer of his or her respective school or college. The Dean is responsible for the direction of the work, academic programs, and academic planning of his or her division; exercises leadership in the development of educational policies and programs; presides at meetings of the faculty of his or her school or college; supervises the work and directs the discipline of his or her division; and advises the President and Provost and Executive Vice President of Health Affairs concerning the formation of the faculty, determination of curricula, and concerning all the interests of his or her division, including its relationships to other divisions of the University and to the interests of the University as a whole.

3.4 UNIVERSITY AND FACULTY GOVERNANCE

3.4.a Statement of Principles of University Governance [NEW SECTION]

Governance of the University is shared among the Board of Trustees, the administration, faculty, staff and students in an indispensable interdependence. Effective shared faculty governance requires striking a balance between broad consultation and timely decision making. The following principles underlie and guide the development of all structures of shared faculty governance at Emory:

a. **Interdependence:** Governance of the university is shared among the Board of Trustees, the administration, and the faculty in an indispensable interdependence.

b. **Inclusiveness:** Faculty governance includes participation by faculty members at all ranks and in all conditions of employment.

c. **Transparency and communication:** Faculty governance requires transparency, which is best achieved through a reliable system of regular two-way communication between faculty representatives and their constituents.

d. **Accountability:** Faculty who serve in governance roles are both directly accountable to their constituents and responsible for the welfare of the institution as a whole.

e. **Democratic:** Whenever possible, direct election is preferred to appointment in the assignment of faculty representatives to governance roles.

f. **Deliberative:** Faculty governance proceeds by the free exchange of ideas in fair, candid, and reasoned discussion, with the goal of efficiently arriving at a course of action.

g. **Consistent:** As far as practicable, the structures of faculty governance across the institution will be approximately congruent.

h. **Collegial:** Participants in faculty governance engage in respectful, constructive dialogue that promotes a climate of trust and cooperation.
i. **Fairness**: Faculty governance exhibits fair treatment of all members of the campus community by incorporating in its work adequate notice, grievance procedures, clear, appropriate and accessible channels to appeal, and adjudication by peers.

j. **Recognition**: Faculty governance is a recognized and valued form of service at the university, school and unit level.

k. **Plurality**: Although these principles of faculty governance apply to all schools and colleges, the forms of faculty governance may vary among units.

3.4. **University Senate**

The University Senate is composed of elected members of the faculty, student body, staff, alumni, and academic deans. Its membership includes, ex officio and non-voting, the President, Chancellor, Executive Vice Presidents, Senior Vice Presidents, Provost, Senior Vice Provosts, and Vice President and Secretary of the University; the President of the Student Government Association; the President of the Graduate Student Government Association; the President, Immediate Past-President, and President-Elect of the Senate; the Chairpersons of the Standing Committees of the Senate; and the elected President, Past-President, and President-Elect of the Employee Council. The Bylaws of the Senate address its membership, election process, functions and jurisdiction, organization, meetings, and procedure.

The University Senate, subject to the powers vested in the President of the University and the Board of Trustees, shall (1) consider and make recommendations concerning all matters of general university interest, as distinguished from those affecting a single school; (2) review all changes in existing policies or the establishment of new policies relating to matters of general university interest; (3) consider and make recommendations on any matters referred to it by the President of the University or the Board of Trustees or by its own membership or constituencies; (4) make recommendations as to Honorary Degrees, as provided in Article VI of the Bylaws of the University; and (5) make recommendations on its own initiative to the President on any matter affecting the University.

The Senate is a forum for communication, discussion, review, and consideration of initiatives and proposals in any area of policy or other matter that affects the University as a whole. Elected representatives carry information and points of discussion back to their constituencies to enhance communication, bring feedback, and, through continuous iterations, build a sense of shared purpose.

The University Senate includes the following committees: Athletic and Recreation, Campus Development, Campus Life, Class and Labor Implementation, Diversity, Environment, Fringe Benefits, Honorary Degree, Library Policy, Safety and Security, and Transportation and Parking.

3.4. **University Faculty Council**
The University Faculty Council is the chief representative body of the faculty. The membership of the University Faculty Council includes the elected faculty members of the University Senate, chosen in accordance with the Bylaws of the University Senate, as approved by the Board of Trustees, and eight additional members of the faculty appointed annually by the Faculty Council Executive Committee, in consultation with the President and Provost of the University. The faculty members represent all of the schools and colleges. The President, President-elect, and Past-President of the University Senate are ex-officio members of the University Faculty Council and serve as its officers. The President of the University and Provost are members, ex officio, of the University Faculty Council, together with others as called for in the Faculty Council Bylaws.

The University Faculty Council, subject to the powers vested in the President of the University and the Board of Trustees, shall: (1) consider and make recommendations to the President concerning the academic affairs of the University as distinguished from those affecting a single school or division thereof, or upon any other matter referred to it by the President, the Board of Trustees, or its own members or constituencies; (2) review all changes in existing policies or the establishment of new policies relating to matters of general interest to the University faculty, either at the initiative of its own members or constituencies or when these policies are brought before the Council by the President of the University or the Board of Trustees; (3) monitor and review, in its regular deliberations or by the appointment of special committees, the terms and conditions of faculty employment, the state of facilities and administrative policies that affect scholarship and teaching, the budgetary commitments and general financial condition of the University, and the relationship between faculty and administration; and consider any suggestions or problems raised by any recognized faculty group; (4) recommend faculty for university-wide committees on institutional planning.

Also, in consultation with the Faculty Council of the University Senate, the Chair of the Board appoints faculty members to serve as Faculty Counselors on each of the major board committees. According to the Bylaws of Emory University, "Each committee may, upon nomination from the Chair of the Board, appoint Counselors, who shall have full authority to engage in the deliberations of the trustee committee but shall not have a vote." The terms for the Faculty Counselors are three-year terms, other than the president and president-elect of the Senate (who serve ex officio). Faculty Counselors begin their terms of service at the start of the academic year.

As noted above, the Faculty Council is the representative body for the entire University faculty. Each school or unit has its own faculty governance and voting policies for specific school wide matters. [moved below]

3.4.d Essential elements of shared faculty governance at school, college and university levels [NEW SECTION]

As noted above, the University Faculty Council is the representative body for the entire University faculty. Each school or college has its own faculty governance and voting policies for specific school wide matters. [moved below]
informed by the following essential elements of governance, which provide guidance on the characteristics that should be present in any governance implementation:

a. Every school and college at the University shall have a set of written rules and procedures for its governance (termed “governing documents”).
b. Faculty governance bodies within each school and college are responsible for maintaining governing documents, and making them freely and easily available to each faculty member.
c. The definition and terms of faculty governance, including faculty membership and attendant voting rights, should be specified in each school and college’s governing documents.
d. Each governance body at all levels of the University should be governed by its own bylaws, which should be consistent with the University bylaws. Clear procedures for the modification of bylaws should be specified.
e. The faculty of each school and college shall modify its governing documents only through formal consultation with the faculty and with the administration of that unit.
f. At a minimum, the bylaws of each governing body at all levels of the University should describe the jurisdiction and authority of the body, its membership, procedures for voicing the views of the body, and process for appeals.