BYLAWS OF CORNELL UNIVERSITY
Effective October 16, 2026

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ARTICLE I

THE UNIVERSITY

1. **Name**: The corporate name of the University, as provided in its Charter, is CORNELL UNIVERSITY.

2. **Objects and Powers**: Cornell University is an educational corporation organized and existing under the laws of the State of New York. Its leading objects and powers shall be those set forth in its Charter at Article 115 of the New York Education Law. Such objects and powers also are controlled in part by other applicable provisions of the Education Law and of the Not-for-Profit Corporation Law.

Cornell University continues as the land grant institution for New York State as designated in its original Charter of 1865. In this capacity the University continues to exercise all of the rights and responsibilities conferred by pertinent federal and state legislation.

3. **Address**: The principal office and business address of the Corporation is at Ithaca, New York.

4. Seals:

a. The great seal of Cornell University shall be circular in form, two inches in diameter, and shall bear in the outer circle the words "Cornell University" and "Founded A.D. 1865", in the inner circle the words "Ezra Cornell 'I would found an institution where any person can find instruction in any study'", and in the center a profile likeness of Ezra Cornell. The great seal of the University shall be affixed to or imprinted upon diplomas issued by Cornell University. The custodian of the great seal shall be the President.

b. The corporate seal of Cornell University shall be circular in form, one and one-half inches in diameter, and shall bear in the outer circle the words "Cornell University" and "Founded A.D. 1865", and in the center, above the words "Ezra Cornell", a profile likeness of Ezra Cornell. The corporate seal of the University shall be used whenever required in the execution of instruments or official documents of the University other than diplomas. The custodian of the corporate seal shall be the Secretary of the Corporation.

5. **Fiscal Year**: The fiscal year of the University shall be July 1 through June 30.

6. **Academic Year**: The academic year is the approximately nine-month period beginning two working days before registration in the fall term and ending on the last day of final examinations in the spring term. The summer period is defined as the period between the last day of one academic year and the first day of the following academic year.

7. **Colleges, Schools and Other Separate Academic Units**: Cornell University shall consist of such colleges, schools, centers and other separate academic units as have been or may be established by the Board of Trustees from time to time:

The colleges, schools and major academic units are as follows:

College of Agriculture and Life Sciences
College of Architecture, Art and Planning
College of Arts and Sciences
College of Business
College of Engineering
College of Computing and Information Science
School of Continuing Education and Summer Sessions
Cornell Tech
Graduate School
College of Human Ecology
School of Industrial and Labor Relations
Law School
Medical College
Graduate School of Medical Sciences
School of Public Policy
University Libraries
College of Veterinary Medicine

ARTICLE II

THE BOARD OF TRUSTEES

1. **Powers**: Subject to the Charter of the University and the laws of the State, the Board of Trustees shall have supreme control over the University, including every college, school, and academic department, division and center thereof.

The Board shall adopt an annual plan of financial operation for the entire University, upon recommendation of the Executive Committee and the Executive Committee of the Board of Fellows.

The Board of Trustees reserves to itself all corporate powers not delegated to officers or subordinate bodies within the University pursuant to these Bylaws or other action of the Board, or those incidental powers reasonably necessary to the implementation of the powers so delegated.

In the exercise of its plenary authority the Board of Trustees (or the Executive Committee acting in the Board's stead pursuant to Article III, Section 2 of these Bylaws) may determine to consider and act directly and exclusively on any matter that has been or may be delegated to a Board committee or to the Board of Fellows.

2. **Membership and Tenure**:

a. **Membership**: As provided in the University's Charter, the Board of Trustees is composed of sixty-four members, as follows:

(1) Four ex officio trustees: The Governor of the State of New York, the Temporary President of the Senate, the Speaker of the Assembly and the

President of the University shall be ex officio trustees during their respective terms of office.

(2) One life trustee: The eldest lineal descendent of Ezra Cornell shall be a trustee for his or her life, or until such trustee elects to resign his or her position in favor of the next eldest lineal descendant.

(3) Three appointed trustees: The Governor shall appoint, subject to confirmation by the Senate, three trustees for terms of three years each, one being appointed each year.

(4) Fifty-six Board trustees: The fifty-six Board trustees specified in the University Charter shall be selected in the manner and for the terms that follow:

(a) Forty-three trustees-at-large shall be elected by the Board of Trustees for staggered terms of four years each, at least ten being elected each year. Such trustees-at-large at all times shall include at least two trustees from each of the fields of agriculture, business and labor in New York State.

(b) Eight trustees shall be elected from among and by the alumni of the University for staggered terms of four years each, at least two being elected each year.

(c) Two trustees shall be elected from among and by the University Faculty at Ithaca and Geneva for terms of four years each, at least one being elected every second year. The University Faculty shall determine the electorate.

(d) Two trustees, one undergraduate and one student from the graduate/professional schools shall be elected from among and by the relevant constituent membership of the University's student body at Ithaca for terms of two years each, one being elected each year in alternating years.

(e) One trustee shall be elected from among and by the nonacademic staff and employees of the University at Ithaca and Geneva for a term of four years.

b. **Terms**: The regular term of all Board trustees shall commence on July 1. Such trustees shall hold office until the expiration of the term for which each is appointed or elected and until the successor of each has been appointed or elected and qualified. The terms of ex officio trustees shall commence upon their qualification for office.

The term of any trustee elected from among the faculty, the student body or employees of the University shall vacate such office on the termination of his or her status as a member of the category from which elected. However, the term of any trustee elected from among the graduate/professional student body will remain in office until the expiration of the term for which they are elected and until a successor is elected, but no later than October 1. Any trustee elected by the alumni who has served a full four-year term shall be ineligible for reelection to such category for the period of one year. The minimum age for membership on the Board of Trustees shall be eighteen years.

c. **Vacancies**: A vacancy in the membership of the Board caused by resignation, death or otherwise than by expiration of term may be filled for the balance of

the unexpired term in the same manner as a vacancy caused by normal expiration of term. A mid-term vacancy among any of the two student trustees prescribed by Section 2.a.(4)(d) of this Article also may be filled by action of the Board of Trustees.

d. **Holdover**: Each trustee shall hold office until the expiration of the term for which the individual is elected or appointed, and until a successor has been elected or appointed, unless the incumbent's term of office is terminated at an earlier date by operation of these Bylaws or by action of the Board of Trustees.

3. **Nomination and Election of Trustees by the Board**:

a. **Nomination of Trustees-at-Large**: Notice of existing vacancies and forthcoming vacancies due to expiration of term among trustees-at-large shall be sent to each trustee by the Secretary of the Board at least thirty days before the last regular meeting in each fiscal year. Similar notice of existing vacancies, if any, shall be sent to each trustee at least thirty days prior to every other regular meeting throughout the year.

The Committee on Board Composition and Governance shall nominate at least one candidate for each vacancy to be filled. Any individual trustee may nominate one candidate for each vacancy. All nominations must be filed with the Office of the Secretary in writing or by telegraph so as to arrive in that office not less than twenty days before the meeting at which the election is to be held.

In formulating its nomination of one or more candidates to fill a vacancy among the two trustees-at-large from each of the three fields of agriculture, business and labor in New York State, the Committee on Board Composition and Governance shall use the following procedure:

(1) For a vacancy among the trustees from the field of agriculture, the Committee shall consult with the leadership of principal agricultural organizations in the state.

(2) For a vacancy among the trustees from the field of business, the Committee shall consult with the leadership of principal business and industry organizations in the state.

(3) For a vacancy among the trustees from the field of labor, the Committee shall consult with the leadership of principal labor organizations in the state.

b. Election of trustees by the Board shall be by ballot containing the names of all persons nominated, duly had at a regular meeting of the Board. Written notice of such proposed election, together with the names of all nominees, shall be sent to all trustees at least ten days before such meeting. The concurring vote of a majority of the entire Board shall be necessary to elect.

4. **Election of Trustees by the Alumni**: The nomination and election of trustees by the alumni shall be conducted in accordance with regulations adopted by the Board of Trustees from time to time. Such regulations shall define the alumni of the University for the purposes of such nomination and election.

5. **Election of Trustees by Other Constituencies**: The election of trustees by any faculty, student or employee constituency shall be conducted in accordance with election regulations adopted by the Board of Trustees from time to time. For the purposes

of such elections (i) the voting membership of the University Faculty shall be as defined in the first paragraph of Article XIII, Section 1., of these Bylaws; (ii) the student body of the University at Ithaca shall consist of those persons registered as students in one of the academic divisions of the University at Ithaca (including Geneva and Cornell Tech); and (iii) the employees of the University shall consist of those persons employed full-time at the University at Ithaca (including Geneva and Cornell Tech) including both nonacademic and nonprofessorial academic employees who are not members of the University Faculty as defined in Article XIII of these Bylaws and who are not students as defined in (ii) above.

6. **Officers of the Board of Trustees**:

a. **Chairperson**: There shall be a Chairperson of the Board of Trustees, whom the Board shall elect by ballot from its membership for a term of three years or for the remainder of the individual's term as trustee, whichever is shorter. The Chairperson shall exercise the usual functions of a presiding officer.

b. **Vice Chairpersons**: There may be one or more Vice Chairpersons of the Board elected by ballot by the Board from its membership. A Vice Chairperson shall be nominated by the Committee on Board Composition and Governance and shall be elected for a term of one year unless another term is designated at the time of election. A Vice Chairperson shall perform such duties as the Board may prescribe from time to time.

c. **Secretary**: The Secretary of the Corporation shall be the ex officio Secretary of the Board. The Secretary shall keep a record of the proceedings of the Board and shall send a copy thereof to each member of the Board. The Secretary shall, under the general direction of the President, perform such other duties as the Board may assign from time to time.

7. **Meetings**: There shall be four regular meetings of the Board of Trustees each year, to be held at times and places which shall be fixed by the Board or by the Executive committee. Written notice of the time and place of regular meetings shall be given by the Secretary to each member of the Board at least fifteen days in advance of the date fixed.

Special meetings of the Board may be called by the Chairperson, by the President, or by the Executive Committee, and shall be called by the Secretary upon the written request of eleven trustees. In the case of a special meeting, notice of the time, place and purpose of the meeting shall be given by the Secretary to each member of the Board, by written notice mailed not later than one week prior to the day fixed for such meeting, or by oral, telephonic or telegraphic communication transmitted not later than forty-eight hours in advance of the time fixed for such meeting.

Notice of any meeting of the Board need not be given to any trustee who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting prior thereto or at the commencement thereof the lack of notice.

Except as otherwise provided by law or these Bylaws, the vote of a majority of the trustees present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

Board meetings may be held by means of conference telephone or similar communications equipment which allows all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

8. **Quorum**: For the transaction of all business, except as otherwise expressly provided, thirty members of the Board of Trustees shall constitute a quorum.

9. **Trustees Emeritus**: The Executive Committee, upon nomination by the Committee on Board Composition and Governance, may elect one or more persons to the honorary position of Trustee Emeritus at any meeting. The concurring vote of a majority of those present and voting shall be necessary to elect.

The term of office for a Trustee Emeritus shall be for life. Trustees Emeritus may attend meetings of the Board, but shall not be members of the Board, and shall not have the right to vote or to hold elective office on the Board. Trustees Emeritus may attend meetings of any committee upon invitation of the chairperson thereof.

ARTICLE III

THE COMMITTEES OF THE BOARD

1. **Committees**:

a. The committees of the Board of Trustees shall be the Executive Committee, the Committee on Academic Affairs, the Committee on Research and Innovation; the Committee on Student Life, the Investment Committee, the Audit, Risk and Compliance Committee, the Finance Committee, the Committee on University Relations, the Buildings and Properties Committee, the Committee on Board Composition and Governance, the Committee on Alumni Affairs, the Committee on Development, and the Committee on Compensation. In addition, as specifically provided in these Bylaws and subject to the superintendence of the Board of Trustees, two separate governing bodies are established, one shall be responsible for oversight of the affairs of the Medical College and called the Board of Fellows, and the other shall be responsible for oversight of the affairs of Cornell Tech and called the Cornell Tech Council; and such subordinate boards shall have such powers, duties, and membership as the Board of Trustees may determine from time to time and as set forth in resolutions that shall be appended to these Bylaws. When specifically authorized by these Bylaws, the Board may elect emeritus trustees, fellows, and nontrustees to serve as nonvoting members of committees of the Board. Any of such committees may invite nontrustees to attend meetings on an ad hoc basis as advisors or auditors.

b. The committees and the two Boards of the Medical College and Cornell Tech shall exercise such responsibilities as authorized by these Bylaws or other action by the Board, including those powers reasonably incidental to the implementation of the powers so delegated. The designation of such committees and such subordinate boards and the delegation thereto of authority shall not alone relieve any trustee of the fiduciary duties set forth in Section 717 of the Not-for-Profit Corporation Law.

c. All committees except the Investment Committee shall be reconstituted annually by the Board from its membership. The Investment Committee shall comprise members with terms of three years, with approximately one-third of the membership subject to election year. Members of committees shall be elected from among the trustees and emeritus trustees upon nomination by the Committee on Board Composition and Governance or from the floor, and for terms effective for the following fiscal year. Voting trustees shall constitute a majority of each committee. Unless otherwise

provided herein, a majority of voting trustee members shall constitute a quorum. Vacancies in unexpired terms may be filled by the full Board at its next regular meeting and in similar manner.

d. In reconstituting each committee the Board shall designate a chairperson from among the Trustees who are members of the committee. Such chairperson shall be nominated by the Chairperson of the Board after receiving recommendations from the Committee on Board Composition and Governance.

e. The Chairperson of the Board and the President of the University shall be ex officio members of all committees except that the President shall not be a member of the Audit Committee.

f. The committees shall hold regular meetings throughout the year pursuant to schedule or on call, as may be determined by action of the Board or of the respective committees. Special meetings may be called by the committee chairperson, the Chairperson of the Board, the President of the University, or upon the written request of any five members of the committee, addressed to the committee's secretary. Such committees may take action without a meeting when all committee members consent in writing to the adoption of a resolution authorizing such action. Committee meetings may be held by means of conference telephone or similar communications equipment which allows all members participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Each committee shall appoint a secretary who shall maintain minutes of each of its meetings. A copy thereof shall be filed regularly with the Secretary of the Board.

g. All committees, except the Executive Committee, shall file written reports with the Board at least annually, such reports being circulated to board members at least ten days prior to the meeting at which they will appear on the agenda for discussion. The Executive Committee shall report at every regular meeting of the Board. At every regular meeting of the Board the agenda shall provide the chairperson of each committee an opportunity for oral report.

h. Subcommittees and task forces may be established by the Chairperson of the Board, in consultation with relevant committee chairs and with the President, to exercise such specifically authorized responsibilities of the committee as may be deemed appropriate. A written statement indicating the charge and duration or specific purpose of any such subcommittee or task force shall be filed with the Secretary of the Corporation.

The Chairperson of the Board (in consultation, where appropriate, with the chair of a parent committee) shall appoint a person to serve as chair of the subcommittee or task force. Subcommittee or task force membership may include emeritus trustees or nontrustees as nonvoting members. A majority of the voting membership of the subcommittee or task force shall constitute a quorum.

2. **Executive Committee**:

a. The Executive Committee shall consist of the Chairperson and Vice Chairpersons of the Board, the President of the University, and the Chairpersons of the two Boards of the Medical College and Cornell Tech, each ex officio, together with trustees and emeritus trustees to be elected by the Board pursuant to Section 712 of the Not-For-

Profit Corporation Law. A majority of the voting membership of the Committee shall constitute a quorum.

b. **Budget and Finance**: The Executive Committee shall consider the annual plan of financial operation for the University, except the Medical College and the Graduate School of Medical Sciences, as prepared by the President and reviewed by the Finance Committee. The Executive Committee shall transmit such plan, together with its recommendations thereon, to the full Board for final action prior to the commencement of each fiscal year.

The Committee shall review and approve a plan to provide for the appropriate custody and control of the University's funds, securities, real estate, deeds and other documents of title or obligation, and interests in any inter vivos and testamentary estate, together with a plan for the proper safekeeping thereof, as presented by the President from time to time.

c. **Personnel**: The Executive Committee shall fix and adjust the salary of the President from time to time. At least every five years the Committee shall evaluate the performance of the President and shall advise with the President thereon. At the same time the Committee shall invite the President's comments concerning the membership, leadership or any other aspect of the Board. The Committee shall report to the Board concerning such matters, as appropriate.

The Committee shall elect all vice presidents, as defined in Article VI, all upon recommendation of the President; and shall elect the deans, directors and other heads of the colleges, schools or other academic units specified in Article I of these Bylaws, all upon recommendation of the Provost or Provost for Medical Affairs, as appropriate, and with the concurrence of the President. The Committee, on recommendation of the President, shall prescribe the duties of such officers. The Committee, on recommendation of the President, shall adjust the salaries of such persons except as this responsibility has been delegated to the Board of Fellows of the Medical College by the Governance Resolution for the Medical College and Graduate School of Medical Sciences of the Board of Trustees.

The Committee also shall provide policy oversight regarding compensation, retirement, fringe benefits, affirmative action programs, grievance procedures and similar employment practices for all University personnel.

d. **Interim Powers**: Between meetings of the Board of Trustees, the Executive Committee may exercise the powers of the Board in all matters except those which, pursuant to law or these Bylaws, require action by the full Board.

e. All proceedings of the Executive Committee shall be recorded in minutes which shall be submitted regularly to the Board.

3. **Committee on Academic Affairs**:

a. The Committee on Academic Affairs shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee to advise the Board on educational policy and the academic programs of the University with the exception of the Medical College, unless otherwise noted. This responsibility shall be carried out by:

(i) Reviewing the long-range academic goals of the University.

(ii) Keeping the Board informed and advised concerning the educational implications of:

(a) Recommendations for establishing new programs and degrees or the termination or substantial reduction of academic programs including degree programs for the Medical College.

(b) Financial decisions which would have substantial impact on educational policy or programs.

(iii) Keeping the Board informed and advised concerning the University's recruitment, admissions, and financial aid policies and procedures.

(iv) Considering the role and responsibility of the University as the land grant institution for the State of New York, including matters of outreach and extension.

(v) Keeping the Board appraised of matters related to the research mission of the University.

(vi) Reviewing periodically faculty appointment, promotion, tenure, and dismissal policies.

(vii) Approving the appointments of faculty to named chairs.

(viii) Electing faculty who are deemed qualified for appointment for an indefinite term.

(ix) Considering such other matters of academic import as the Board or the President may request.

c. The Committee on Academic Affairs shall meet jointly with the Committee on Student Life as necessary, but at least once each year, to consider items of importance to both committees. Such issues may include, for example, advising/mentoring, civic engagement/public service, diversity, the first year experience and the living/learning initiative.

4. **Committee on Research and Innovation**:

a. The Committee on Research and Innovation shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the board. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee is to advise the Board and the University Administration on matters related to research and technology commercialization for all units, including the Medical College and Cornell Tech. The responsibility will be carried out by:

(i) Providing oversight and advice to the university on strategy, policies, and support systems.

(ii) Advising on ways to enhance research innovation and commercialization university wide.

(iii) Advising on technology transfer policies.

(iv) Advising on corporate engagement strategies.

5. **Committee on Student Life**:

a. The Committee on Student Life shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee to advise the Board on policy and programs of the University at Ithaca as they relate to aspects of the student experience that are not purely academic. This responsibility shall be carried out by:

(i) Reviewing the long-range goals of the Division of Student and Campus Life, and its individual units, and other units of the University involved with aspects of the student experience that are not purely academic, as appropriate.

(ii) Reviewing policies of the university that relate to student health and welfare.

(iii) Reviewing policies of the university that relate to the residential life of students.

(iv) Reviewing policies of the university that relate to the extracurricular activities of students, intramural and intercollegiate athletics.

(v) Reviewing policies of the university that relate to the development and support of the student community as a whole, including matters of student self-government.

(vi) Reviewing any other key policies of the university, and other matters of import that relate to aspects of the student experience that are not purely academic.

c. The Committee on Student Life shall meet jointly with the Committee on Academic Affairs as necessary, but at least once each year, to consider items of importance to both committees. Such issues may include, for example, advising/mentoring, civic engagement/public service, diversity, the first year experience and the living/learning initiative.

6. **Investment Committee**:

a. The Investment Committee shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees, emeritus

trustees, and nontrustee members to be elected by the Board. The presence of three voting trustee members shall constitute a quorum.

b. The Committee shall determine investment policy, objectives, and guidelines for the University. The Committee shall allocate assets between classes of investments and shall generally supervise management of the University's assets available for investment and the investment office, consistent with the provisions of Article XII of these Bylaws.

7. **Audit, Risk and Compliance Committee**:

a. The Audit, Risk and Compliance Committee shall consist of trustees, emeritus trustees, and designated fellows to be elected by the Board, none of whom may simultaneously be a member of the Investment Committee, together with the Chairperson of the Board as an ex officio member. A majority of the voting membership shall constitute a quorum.

b. The Committee shall oversee the adequacy of the University's system of internal controls and financial reporting practices, appointment of the independent external auditors and the adequacy of internal audit, compliance, privacy, institutional risk management and insurance functions.

c. The Committee shall oversee the adequacy of medical and medical research compliance and medical malpractice, and administration of the University's policy on conflicts of interest and commitment for all units including the Medical College and Cornell Tech. The Committee shall oversee the adequacy of the University's systems for clinical care. The Committee shall additionally oversee the adequacy of the University's information technology and cyber security program.

d. The Committee may delegate authority to a Sub-Committee which shall act on behalf of the Committee in fulfilling its oversight responsibilities. The approval of the Sub-Committee's charter shall be construed as a delegation of authority to the Sub-Committee with respect to the responsibilities defined in the charter.

e. The Committee shall recommend to the Board the names of certified public accountants for appointment as auditors to examine the accounts of the University, receive and study the reports of such auditors as may be appointed by the Board, and make its report and recommendations thereon to the Board at the first regular meeting in the next following fiscal year.

f. The Committee shall meet with representatives of the appointed certified public accountants prior to the annual audit to confirm the general scope and procedures of the audit and discuss areas where the Committee may desire specific emphasis. The Committee also shall meet regularly with the University Auditor to discuss the scope of internal audit activities, review findings and recommendations, and discuss areas where the Committee may desire specific emphasis.

g. The Committee periodically shall meet separately and individually with the University Auditor, the certified public accountants, and one or more University financial and other officers to discuss such matters as shall be deemed appropriate by any party.

h. The Committee shall have the authority to engage independent counsel or other advisors, as it deems necessary to undertake investigations within the scope of its duties.

8. **Finance Committee**:

a. The Finance Committee shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees as may be elected to the Committee by the Board from time to time. A majority of the voting membership shall constitute a quorum.

b. It shall be the responsibility of the Committee to advise the Board on financial policies and practices that have a significant financial impact on the University's operations, including in particular policies and practices pertaining to the following:

(i) Endowment spending.

(ii) Gift and capital expenditure commitments regarding the renovation and construction of capital facilities.

(iii) Debt obligations including the types of debt instruments used.

(iv) The appropriate mix of assets and liabilities in the balance sheet.

(v) The allocation of reserves for future replacement and renewal of University assets or to cover future liabilities such as post retirement employee benefits.

(vi) The allocation of resources for student financial aid and the balance between tuition and financial aid increases.

(vii) Personnel salary and benefit plans and forecasts.

c. The Committee shall consider the annual plan of financial operation for the University and shall transmit such plan, together with its recommendations thereon, to the Executive Committee prior to the commencement of each fiscal year. When the plan has been approved by the full Board, the Committee shall monitor the administration thereof by the President and executive staff throughout the fiscal year.

d. The Committee shall regularly review multi-year financial operating and capital plans as prepared by the Administration and report the same to the Board, through the Executive Committee, together with the Finance Committee’s comments thereon, giving attention to a proper balance between the University's current and long-term financial needs.

9. **Committee on University Relations**:

a. The Committee on University Relations shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. The Committee shall advise the Board on the University's relationships with federal, state, and local governmental entities, including the State University of New York and with other departments and agencies of the State.

10. **Buildings and Properties Committee**:

a. The Buildings and Properties Committee shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. A majority of the voting membership shall constitute a quorum.

b. The Committee shall have policy responsibility for the University's real estate (excluding such property held for investment purposes) and physical plant, including maintenance thereof, alterations thereto, and the provision of utilities. It shall receive regular reports from the Administration concerning noninvestment real estate and physical plant. The Committee shall report to the Board of Trustees thereon at least annually.

c. Within limits established by the Board from time to time, and within funding approved by the Executive Committee, the Committee shall superintend noninvestment real property transactions, approve all projects for construction of new physical plant and maintain general policy supervision over such projects. It shall be the responsibility of the Board, or the Executive Committee on behalf of the Board, to approve the need and location for new physical plant and provide funding therefor.

d. The Committee shall provide advice and recommendations to the President and Board of Trustees regarding environmental and sustainability efforts and initiatives for current and future buildings and property pursuant to the University's commitment to sustainability and climate resiliency.

11. **Committee on Board Composition and Governance**:

a. The Committee on Board Composition and Governance shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with trustees and emeritus trustees to be elected by the Board. The chairperson shall be elected from among the Committee's elected members. Members of the Committee shall recuse themselves from any discussion regarding their own continuing tenure on the Board of Trustees. A majority of the voting membership shall constitute a quorum.

b. The Committee regularly shall assess the Board's membership needs to assure a membership best able to govern the University. Among other considerations, this assessment shall seek a diversity of individual background, experience and of personal interests. Based on this assessment, the Committee shall develop and maintain a confidential list of potential candidates for Board membership.

In developing such list, the Committee shall follow regular procedures established for the purpose. It shall coordinate its activities with the Alumni Trustee Nominating Committee and shall seek the views of the University's various internal and external constituencies as to potential nominees.

c. The Committee shall nominate candidates from such list to fill vacancies among the trustees-at-large, nominating at least one candidate for each vacancy.

Such nominations shall be filed with the Office of the Secretary in writing or by telegraph not less than twenty days before the meeting at which the election is to be held.

d. Before inviting a trustee to stand for reelection, the Committee shall evaluate his or her performance as to attendance at and participation in meetings, fulfillment of Committee assignments and overall participation in the activities of the Board. It also shall take into account a reasonable rotation of Board membership. In implementing this rotation, the Committee shall do so in a manner which will assure continuity and effective leadership of the Board.

e. The Committee shall nominate Board members to serve as Chairperson and Vice Chairpersons of the Board and to serve on committees of the Board. The Committee shall recommend to the Chairperson of the Board trustees to be nominated for the chairmanship of committees.

In making nominations to such offices and committees, the primary considerations shall be ability, experience and interest. Other considerations shall include a reasonable rotation of leadership and committee assignments and a fair distribution of workload among the membership.

f. The Committee shall provide for the orientation of new members as to the organization and functions of the Board, responsibilities of individual trustees, the organization and functions of the University's administrative staff and the overall mission of the University.

g. The Committee shall be responsible, on an ongoing basis, to review and advise the Board of Trustees with regard to the governance of the Corporation, including the structure, composition and responsibilities of the Board and of its officers and subordinate bodies, and the allocations of authority among them. Such reviews shall occur in response to a request of the Board or of the Executive Committee and, as the Committee considers necessary and appropriate, at the Committee's own initiative or as requested by any other committee or by any individual trustee. The Committee's advisory authority as set forth herein shall extend to the Corporation's Charter and Bylaws.

12. **Committee on Alumni Affairs:** The Committee on Alumni Affairs shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with such number of trustees, emeritus trustees and nontrustees as may be elected to the Committee by the Board from time to time. The Committee on Alumni Affairs shall provide policy guidance to the Administration with respect to alumni activities. A majority of the voting membership shall constitute a quorum.

13. **Committee on Development:** The Committee on Development shall consist of the Chairperson of the Board and the President of the University, each ex officio, together with such number of trustees, emeritus trustees and nontrustees as may be elected to the Committee by the Board from time to time. The Committee on Development shall provide guidance to the Administration with respect to fund raising activities and establish minimum funding levels for endowments and named gifts for the Ithaca, Cornell Tech, and other affiliated units other than Weill Cornell Medicine. A majority of the voting membership shall constitute a quorum.

14. **Committee on Compensation:**

a. The Committee on Compensation shall consist of the Chairperson of the Board, the Vice Chair(s) of the Board, the Chair of the Executive Committee, the

Vice Chair of the Executive Committee, and the President of the University and such other members of the Executive Committee the Board may elect. A majority of the voting membership of the Committee shall constitute a quorum.

b. The Committee on Compensation shall fix and adjust the annual compensation of those employees of the University whose compensation exceeds the authority granted to the President, the Provost, and the Provost for Medical Affairs. The Executive Committee shall approve the compensation of all officers of the corporation, vice presidents and Deans upon initial hire; and the Executive Committee shall adjust the compensation of all Officers of the Corporation, upon recommendation of the Compensation Committee, as defined in Article VI. The President of the University will not be present during the Committee's deliberation and determination of the President's annual compensation adjustment.

c. All proceedings of the Committee on Compensation shall be recorded and maintained by the Vice President for Human Resources and a copy will be kept on file with the University Secretary.

ARTICLE IV

ANNUAL AUDIT

The books and accounts of the University shall be audited annually by certified public accountants selected by the Board of Trustees, who shall report in writing to the Audit Committee of the Board. The Audit Committee is authorized to approve the financial report on behalf of the Board.

For the purposes of Section 519 of the Not-for-Profit Corporation Law, the annual meeting of the Board at which such report shall be presented shall be the first meeting held after the close of the University's fiscal year.

ARTICLE V

THE PRESIDENT

1. The President shall be chief executive and educational officer of the University and is charged with responsibility for providing general supervision to all affairs of the University. The President shall be elected by the concurring ballot of a majority of the entire Board of Trustees.

The President shall be ex officio a member of the Board of Trustees and of all committees thereof except the Audit Committee. The President shall be a member and also the chairperson and presiding officer of every faculty and every separate academic unit of the University.

2. The President shall be the medium of official communication between the Board of Trustees and the respective faculties, and the student body of the University.

3. All University personnel, whether academic or nonacademic, shall be subject to the administrative authority of the President as chief executive and educational officer. The President shall define the duties of all officers and other members of the staff whose duties are not prescribed by these Bylaws or by action of the Board of Trustees.

4. The President shall recommend a plan for organization of the University to the Board of Trustees which, upon adoption, shall be the official organizational relationship of all units to the President and to the various administrative officers of the University. Such plan, upon adoption, shall be effective until amended or superseded by action of the Board.

5. The President shall be responsible for implementing such system of campus governance as the Board of Trustees may establish or modify from time to time. The President shall be responsible for the proper regulation of student conduct.

6. The President is authorized to make appointments to the instructional and research staff upon recommendation of the appropriate dean, director or other head of a separate academic unit and within the limitations prescribed in Article XVI of these Bylaws. The President is also authorized to make appointments to the administrative or nonacademic staff, except as prescribed in Article III, Section 2.c. All persons appointed pursuant to this authority serve at the pleasure of the President except as otherwise provided in writing at the time of the appointment, or by applicable action of the Board of Trustees.

7. The President shall present to the Executive Committee an annual plan of financial operations which shall provide appropriate funding for all divisions of the University, except the plan for the Medical College and Graduate School of Medical Sciences shall also be presented by the President to the Board of Fellows.

8. The President shall be responsible for implementing a system of budget administration to coordinate and control the expenditures and other financial operations of all divisions of the University pursuant to such budgets as may have been adopted by the Board of Trustees and such further authority as the Board may grant from time to time.

The President may fix or adjust salaries and other expenditures within such limitations as the Board from time to time may determine and for which funds are available within the approved plan of financial operation.

9. The President shall act for and represent the University in all of its relations with state or federal agencies including, but not limited to, the fiscal and other operations of the colleges, schools and departments supported by state or federal funds.

10. The President is authorized to execute deeds and other instruments and to affix thereto the corporate seal.

11. The President shall recommend to the Board of Trustees fiscal and other administrative regulations for the conduct of the business affairs of the University. Such regulations, upon adoption by the Board, shall be binding upon all officers and employees in the conduct of business and financial activities of the University.

12. The President shall prepare and present to the Board of Trustees an annual report on the conditions and needs of the University and also shall report at regular meetings of the Board as to the state of the University.

13 The President shall report to the Trustees regarding the performance of the Provosts at least once every five (5) years.

14. The President shall have authority to delegate the powers and duties set forth in this Article V to subordinate officers and/or committees or other groups.

ARTICLE VI

OFFICERS OF THE CORPORATION AND VICE PRESIDENTS

1. **Officers of the Corporation**: In addition to the President, the officers of the corporation shall be the Provost, the Provost for Medical Affairs, the Executive Vice President and Chief Financial Officer, and the Vice President and General Counsel. The full Board shall elect all Officers of the Corporation in accordance with Section 712 of the Not-For-Profit Corporation Law, upon recommendation of the President.

2. **Vice Presidents**: Such Vice Presidents as the Executive Committee of the Board may elect from time to time shall have executive authority, under the general direction of the President as chief executive and educational officer, to administer such affairs or departments of the University as may be assigned to them in accordance with these Bylaws or by action of the Board of Trustees.

Unless otherwise provided by these Bylaws, the Vice Presidents shall report to the President, the Provost or other officer, as the President may determine.

3. **Method of Election**: All Vice Presidents designated in this Article VI shall be elected by the Executive Committee upon recommendation of the President.

4. **Terms of Service**: All officers of the corporation and Vice Presidents who report to the President (or to the Provost or other officer as the President so determines) shall hold office at the pleasure of the President in consultation with the Board; except the Vice President and General Counsel, who reports to the President and the Board, and shall hold office subject to the joint judgment of both.

ARTICLE VII

THE PROVOSTS

The Provost shall be the President's first deputy officer and shall exercise the duties and powers of the President during the absence of the President or during such period of disability of the President as the Board of Trustees may determine.

Under the President, the Provost shall be the chief educational officer with responsibility for oversight of all academic programs, and the chief operating officer with responsibility for providing general supervision of all units of the University, other than those reporting to the Provost for Medical Affairs.

Under the President, the Provost for Medical Affairs shall be the chief educational officer with responsibility for oversight of all academic programs, and the chief operating officer with responsibility for providing general supervision of the Medical College and the Graduate School of Medical Sciences.

The Provosts shall have such other duties as may be assigned from time to time by the President.

ARTICLE VIII

THE EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

The Executive Vice President and Chief Financial Officer shall be the chief administrative support and financial officer of the University under the President with responsibility for directing business, financial and informational services in support of academic programs. The Chief Financial Officer also shall be responsible for directing other nonacademic affairs of the University and shall have such other responsibilities as may be assigned by the President from time to time.

1. The Executive Vice President and Chief Financial Officer shall have custody and control of the University's funds, securities, real estate, deeds and other documents of title or obligation and shall arrange for the proper safekeeping thereof.

2. The Executive Vice President and Chief Financial Officer is authorized to execute in the name of Cornell University deeds, contracts and other instruments in writing as authorized by these Bylaws or by action of the Board of Trustees, and may attach thereto the University's corporate seal.

3. The Executive Vice President and Chief Financial Officer shall be responsible for the proper administration of the University's interests in any inter vivos or testamentary estate in consultation with the Vice President and General Counsel.

4. The Executive Vice President and Chief Financial Officer shall have general responsibility for the maintenance of financial records of the University.

5. Upon the recommendation of the President, the Executive Committee shall authorize the Executive Vice President and Chief Financial Officer to delegate a portion of the duties and powers set forth above to the University Controller, University Treasurer, or other appropriate administrator.

ARTICLE IX

THE SECRETARY OF THE CORPORATION

The Secretary of the Corporation shall serve as Secretary of the Board of Trustees and perform the usual duties of a corporate secretary. The Secretary shall be authorized to impress the corporate seal upon documents requiring such seal, attest them when necessary and shall perform such other duties as may be assigned by the Board or the President from time to time. The Secretary shall report to the Vice President and General Counsel.

ARTICLE X

THE VICE PRESIDENT AND GENERAL COUNSEL

The Vice President and General Counsel shall represent the University in all legal matters. This representation shall include the provision of legal service and advice to the Board of Trustees, the President and all duly authorized representatives of the University. The Vice President and General Counsel is authorized to retain outside counsel, as necessary, and shall supervise all such professional services. The Vice

President and General Counsel shall report to the President and the Board of Trustees as necessary.

ARTICLE XI

INTERNAL CONTROL

1. An adequate system of internal control, including appropriate segregation of duties, shall be maintained so as to provide reasonable assurance as to the safeguarding of the University's assets against loss from unauthorized use or disposition, and as to the reliability of the financial records for the preparation of proper financial statements and budget administration and maintaining accountability for assets.

2. The President shall present to the Board of Trustees for its approval from time to time a schedule of those officers of the University who are to be authorized to execute contracts, deeds and other instruments in writing on behalf of the University together with an appropriate statement of limitations, if any, on such contracting authority and of the power of delegation for each such officer. This schedule of contracting authority, together with any delegations pursuant thereto, shall be placed on file with the Secretary of the Corporation.

3. There shall be a University Controller who shall be responsible for maintaining adequate records of assets, liabilities, income, expenses and other financial transactions of the University; for establishing and maintaining effective internal control procedures; and for preparing all necessary financial reports of an accounting nature. The Accounting Department, under the direction of the University Controller, also shall establish appropriate processes for reviewing for correctness and propriety any voucher or order for any transaction prior to its payment by the University Treasurer. The University Controller shall be elected by the Executive Committee of the Board of Trustees, on the recommendation of the President; the University Controller shall report to such officer as the President may designate, and shall serve at the pleasure of the President.

4. There shall be a University Auditor who shall be responsible for internal audits of the University's financial accounts and records, for determining the overall effectiveness of the system of internal control and for making recommendations for the improvement thereof. The Auditor shall have authority to make specific reports directly to the President, and/or the Executive Committee and/or the Audit, Risk and Compliance Committee of the Board of Trustees. The University Auditor shall serve at the pleasure of the President and shall report administratively to the President or such officer as the President may designate but, in recognition of the Auditor's responsibilities and direct reporting relationship to the Audit, Risk and Compliance Committee, the Auditor's appointment may be terminated by the President only with the concurrence of the Committee; in the event that the Committee does not concur, the matter may be referred to the Executive Committee for review and determination.

5. Other principal officers of internal control may be appointed by the President pursuant to Article V, Section 6. of these Bylaws, and they shall report to such officer as the President may designate.

6. No purchase or commitment of indebtedness shall be incurred in the name of the University or any subordinate unit thereof in excess of budgets and other authorized amounts approved by the Board of Trustees.

ARTICLE XII

TREASURY

1. There shall be a University Treasurer who shall report to the Executive Vice President and Chief Financial Officer or designee. The University Treasurer shall be responsible for managing the University's cash assets, including short and long term liquidity needs; for managing the University's external debt and for complying with related reporting and payment requirements; and for serving as the University liaison with external debt rating agencies.

2. The University Treasurer shall establish and maintain the University's relationships with banking institutions for debt-related, custodial, depository, and other banking account functions.

3. There shall be a Chief Investment Officer who shall report to the President or designee and shall hold office at the pleasure of the President in consultation with the Investment Committee. The Chief Investment Officer shall have responsibility for managing the Investment Office. The Chief Investment Officer also shall be responsible for coordinating the University's relationships with investment managers as designated by the Investment Committee.

4. The Chief Investment Officer shall select and appoint outside investment managers and internal investment officers. The Chief Investment Officer may authorize outside investment managers or internal investment officers to purchase, sell, transfer and assign securities, real estate and other investment assets for their assigned portions of the University's investment portfolio within guidelines established by the Investment Committee and to perform such acts with respect to assets held by the University as a fiduciary in the same manner as when held for the University's own benefit.

ARTICLE XIII

THE UNIVERSITY FACULTY

1. **Membership**: The voting members of the University Faculty shall consist of the President, who shall be the presiding officer, 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 these Bylaws and ex officio members authorized by the Board of Trustees upon recommendation of that Faculty.

The nonvoting members of the University Faculty shall consist of 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 instructional and research staff the right to vote on any question deemed by the Faculty to be of interest to such group.

The Board of Trustees may elect other persons to membership in the University Faculty, from time to time, upon the recommendation of that Faculty.

2. **Functions**: 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.

The University Faculty, or any college or school faculty, shall have the right to present its views directly to the Board concerning any question which may arise. Such presentation of views shall be accomplished through a committee of not more than seven faculty members appointed by the particular faculty, one of whom shall be the dean or director of the particular faculty. Such committee shall meet with the Board or a committee of the Board designated by it. The arrangements for any such meeting shall be made through the President.

3. **Dean of the University Faculty**: There shall be a Dean of the University Faculty who shall be elected in such manner as the University Faculty may determine, for a term of not to exceed three years. The Faculty Senate may extend the term of the Dean of the University Faculty for a period not to exceed two years. Both actions are subject to confirmation by the Executive Committee.

The Dean shall be the chief administrative officer of the University Faculty.

ARTICLE XIV

COLLEGE AND SCHOOL FACULTIES

1. Each college or school faculty, except the Graduate Faculty, shall be composed of the President, who shall be the presiding officer; the dean or director of the college or school; and all professors, associate professors, and assistant professors in the department or departments under the charge of that faculty. Instructors, senior research associates, senior extension associates, lecturers and senior lecturers, clinical professors, associate clinical professors, and assistant clinical professors, professors of the practice, associate professors of the practice, assistant professors of the practice, research scientists, principal research scientists, and those bearing the adjunct title shall be nonvoting members, except as stated in the paragraph below, or unless given the right to vote by the particular faculty in circumstances defined by that faculty. Each college or school faculty may, in its discretion, grant voting or non-voting membership to senior scholars, senior scientists, and other professional personnel for whom such membership is deemed appropriate by such faculty. Granting of such college or school faculty status will in no way affect other conditions of employment.

Clinical professors of all ranks, professors of the practice of all ranks, and lecturers and senior lecturers shall participate fully in those decisions that are directly related to their roles within the college or school and within the department. The dean or director shall have the responsibility of identifying those issues that are related to their roles within the college or school, and the department chair shall have that responsibility within the department. Within the department, those appointed to clinical professorial titles shall participate fully in hiring decisions of others of their rank or in lower clinical professor ranks; those appointed to professor of the practice titles shall participate fully in hiring decisions of others of their rank or in lower professor of the practice ranks; senior lecturers shall participate fully in hiring decisions of other senior lecturers and lecturers, and lecturers shall participate fully in the hiring decisions of other lecturers. Notwithstanding the above, in units where the number of clinical professorial faculty, professor of the

practice faculty and lecturers and senior lecturers is comparable to the number of professorial faculty, the Provost may determine the appropriate level of participation by clinical professorial faculty, professor of the practice faculty, lecturers and senior lecturers in curricular decisions.

Any college or school faculty may elect to its membership persons who are already members of other faculties of the University for so long a period as they continue to be members of such other faculties.

2. Subject to the authority of the University Faculty on all matters affecting general educational policy, it shall be the duty of each separate college or school faculty to determine the entrance requirements for its own students; to prescribe and define courses of study for them; to determine the requirements for such degrees as are offered to students under its jurisdiction; to recommend to the President such candidates for degrees as may have fulfilled the requirements therefor; to enact and enforce rules for the guidance and supervision of its students in their academic work; and in general to exercise jurisdiction over the academic interests of students and all other educational matters in the particular college or school.

3. **The Faculty of Medicine**: The Faculty of Medicine shall be composed as are the other college and school faculties under paragraph one of this Article. However, the duties of that Faculty shall be discharged ordinarily by an Executive Faculty Council consisting of the President, the Provost for Medical Affairs, the dean and the associate deans of the college, and the chairpersons of those departments of the college and such other persons as may be designated by the President; and by a General Faculty Council consisting of representatives elected by the various disciplines and constituent elements of the college as the Board of Trustees shall authorize and provide.

4. **The Graduate Faculty**: The Graduate Faculty shall be composed of the President, who shall be its presiding officer, the Provost, the deans or directors of the several colleges and schools, the dean of the Graduate School, and those members of the University staff of instruction and research who have been designated members of the Graduate Faculty by the dean of the Graduate School with approval of its general committee on the basis of recommendations made by fields of the Graduate School through their representatives and/or other members of the Graduate Faculty.

The Graduate Faculty shall have jurisdiction over all graduate work and any degree beyond the first degrees given by any college or school except in the case, described below, of the Graduate School of Medical Sciences. The Graduate Faculty may delegate jurisdiction over designated professional masters degrees to the particular college or school faculty in instances where the Graduate Faculty determines such programs to be academically aligned with the first degrees given by the college or school.

5 . **The Faculty of the Graduate School of Medical Sciences**: The Faculty of the Graduate School of Medical Sciences shall be composed of members of the staff of instruction and research at the Medical College who are or have been members of special committees to individual students in the Graduate School of Medical Sciences. It shall have jurisdiction over advanced general and professional degrees granted for study in residence at the Graduate School of Medical Sciences.

ARTICLE XV

THE DEGREES AWARDED

The University shall confer upon candidates who have satisfied the prescribed regulations and conditions such degrees as the Board of Trustees may establish.

ARTICLE XVI

DEANS, DIRECTORS AND OTHER ACADEMIC OFFICERS

1. There shall be a dean, director or other head of each college, school or other separate academic unit of the University. The deans, directors or other heads of the principal academic units described in Article I above shall be elected by the Executive Committee upon recommendation of the Provost or Provost for Medical Affairs, as appropriate, and the concurrence of the President, and shall hold office at the pleasure of the President in consultation with the Board. In recommending a candidate for such office the Provost, or Provost for Medical Affairs, as appropriate shall report to the Committee the opinion of the appropriate faculty or other professional group upon such recommendation - such opinion to be ascertained as that group may determine. The directors or heads of other units shall be appointed by the Provost or Provost for Medical Affairs, as appropriate.

2. Subject to the plan of organization as provided in Article V, Section 4 of these Bylaws, and to any applicable action of the Board of Trustees, deans, directors and other heads of separate academic units shall have administrative responsibility for their respective units, including the personnel and all programs of instruction and research therein. They shall recommend persons to the President for appointment or election to the professional staff in such units.

3. Deans, directors and other heads of separate academic units are responsible for control of expenditures for their respective units and the subordinate schools or departments therein, within budgets developed by the President and approved by the Board of Trustees.

4. In those colleges, schools and other separate academic units which are organized on a departmental basis, as designated by the Board of Trustees from time to time, there shall be a chairperson or other head of each such department. They shall be appointed by the dean or other head of the particular academic unit and shall be responsible to that officer for the coordination and promotion of instruction, research and extension, and for supervision and coordination of personnel, fiscal and similar administrative matters in their respective departments.

ARTICLE XVII

THE INSTRUCTIONAL AND RESEARCH STAFF APPOINTMENT AND TENURE

1. **Grades of Appointment**: Appointments to the University's staff of instruction and research shall be made at one of the following grades: university professor, professor, associate professor, assistant professor, clinical professor, associate clinical professor, assistant clinical professor, research professor, associate research professor, assistant research professor, professor of the practice, associate professor of the practice, assistant professor of the practice, teaching professor, associate teaching professor,

assistant teaching professor, assistant extension professor, associate extension professor, extension professor, instructor, senior scholar, senior scientist, research scientist, principal research scientist, senior research associate, senior extension associate, senior lecturer, professional librarian or archivist, research associate, extension associate, postdoctoral associate, postdoctoral fellow, lecturer or teaching associate and such other grades and titles at the Medical College as may be approved by the President on the recommendation of the Provost for Medical Affairs. Descriptive terms such as "visiting", "acting", "adjunct", "courtesy" or "emeritus/a" may modify titles. Visiting scholars and scientists who are afforded facilities for resident work but who perform no formal duties and are paid no salary may be appointed by the President to the title of visiting fellow. Visitors also may be appointed as visiting scientists, visiting scholars or visiting critics with or without salary. The titles of senior scholar and senior scientist shall not be applicable to the staff at the Medical College.

2. **Tenure and Method of Appointment**: Except as otherwise specified in Section 6. below, all appointments shall be made with the tenure and in the manner following:

a. University professor, professor or associate professor - shall be elected by the Committee on Academic Affairs for an indefinite term. The President shall appoint professors and associate professors to term appointments for the maximum period of five academic years of full-time equivalent service, continued only for reasons which, in the judgment of the President, are temporary.

b. Promotion of an associate professor with indefinite tenure to full professor shall be by presidential action.

c. Assistant professor - shall be appointed by the President for a term of not to exceed four years. The maximum period of service for assistant professors with term appointments shall be six academic years of full-time equivalent service (for the SC Johnson College of Business, eight years), continued only for reasons which, in the judgment of the President, are temporary.

d. Senior scholar, senior scientist, research scientist, principal research scientist, senior research associate, senior extension associate, senior lecturer, clinical professor, associate clinical professor, assistant clinical professor, professor of the practice, associate professor of the practice, and assistant professor of the practice, teaching professor, associate teaching professor, assistant teaching professor, assistant extension professor, associate extension professor, and extension professor – shall be appointed by the President for a term of not to exceed five years, renewable indefinitely. Research associate, extension associate and lecturer - shall be appointed by the President for a term of not to exceed three years, renewable indefinitely. For those cases where senior lecturers or lecturers are employed to address long-term teaching needs, the terms of appointment shall be five and three years respectively; one year appointments shall be reserved for one-year replacements and other short term needs, and initial probationary appointments.

e. Professional librarian or archivist - shall be appointed by the President for specified terms. Assistant librarian or assistant archivist and senior assistant librarian or senior assistant archivist shall be appointed for terms normally not to exceed three years. Librarian or archivist and associate librarian or associate archivist shall be appointed for terms not to exceed five years, renewable indefinitely.

f. Instructor - shall be appointed by the President for a term of not to exceed two years. The maximum period of service for an instructor shall be five academic years, continued only for reasons which, in the judgment of the President, are temporary.

g. Postdoctoral associate and postdoctoral fellow - shall be appointed by the President for a term of not to exceed one year, normally renewable only four times.

h. Teaching associate - shall be appointed by the President for a term of not to exceed one year, renewable indefinitely.

i. The foregoing provisions with respect to maximum periods of service shall not apply to the Medical College, the Department of Military Science and Tactics, the Department of Naval Science or the Department of Air Service.

3. All appointments, reappointments or promotions under this Article XVII shall be made pursuant to procedures approved by the President from time to time. Such procedures shall be designed to assure that candidates for similar positions receive comparable procedural treatment.

4. **Courtesy Appointments**: Persons having professional qualifications for regular faculty appointments who serve on the staff of an academic department although employed by an outside agency, may be appointed by the President to the teaching staff at the professorial, instructor or lecturer level with the modifier "courtesy" appended to the appropriate title. Such courtesy appointments may be approved for renewable terms of not to exceed five years each. Courtesy appointments, reappointments and promotions shall be subject to the same departmental and college reviews as regular professorial appointments. Such appointments shall be without salary or fringe benefits.

5. **Adjunct Professors**: Persons having professional qualifications for regular faculty appointments but who will serve only part-time may be appointed by the President to the staff of instruction and research as adjunct professor, adjunct associate professor or adjunct assistant professor. Adjunct professors or adjunct associate professors may be appointed for renewable terms of not to exceed five years each. Adjunct assistant professors may be appointed for renewable terms of not to exceed three years each.

6. a. **Medical College**: All appointments to the voluntary staff in the Medical College, regardless of grade, shall be for periods not exceeding one year. All new appointments and reappointments for a definite term shall be made by the President. All appointments of faculty for an indefinite term shall be made by recommendation of the President and election by the Board of Fellows.

The voluntary staff in the Medical College is defined as those academic staff members who regularly practice their profession privately and serve the University on a part-time basis only.

b. **ROTC Instructors and Staff**: The commanding officers of the Army, Navy and Air Force ROTC units shall be department heads with the ex officio rank of professor in the Department of Military Science and Tactics, the Department of Naval Science, and the Department of Air Science, respectively; and other members of the instructional staff in these departments shall have the academic rank below that of professor to which they may be appointed by the President upon the recommendation of their department heads. Non-teaching instructional staff in those departments shall be accorded the same University privileges as Cornell staff. Unless sooner terminated by the

University, all appointments in these departments shall terminate upon relief from military duty at the University.

c. **Physical Education Instructors**: The instructional staff in the Department of Physical Education shall be termed physical education instructors and considered nonacademic professional employees. The provisions with respect to maximum periods of service for instructors shall not apply to physical education instructors.

7. **Appointments on Outside Funding**: All appointments to the staff of instruction and research which are funded from non-University sources (e.g., federal or state appropriations, research or other service contracts or grants) shall be subject to modification or termination in the event that such funding shall cease to be available to the University for such purposes.

8. **Holdover**: Members of the academic staff appointed for definite periods shall not hold over, and their connection with the University shall cease at the expiration of said periods unless they are reappointed.

9. **Leaves of Absence**: Within policies approved by the Board of Trustees from time to time, the President may grant sabbatic leaves and other leaves to members of the staff of instruction and research.

10. **Right of Dismissal**: The Board shall have the right to dismiss and terminate the appointment of any member of the staff of instruction and research for failure to perform the duties required of the position which he holds or for such personal misfeasance or nonfeasance as shall make him unfit to participate in the relationship of teacher and student. Such dismissal shall be affected through such procedures as the Board may adopt. Such procedures shall provide for reasonable notice and an opportunity to be heard.

ARTICLE XVIII

PROFESSOR-AT-LARGE

1. There may be elected to the rank of professor-at-large those individuals who have achieved outstanding international distinction in the humanities, the natural or social sciences, or the learned professions, or have achieved such distinction and have demonstrated broad intellectual interests through their activity in such fields as public affairs, literature or the creative arts. Professors-at-large shall be elected by the Committee on Academic Affairs of the Board of Trustees, upon the recommendation of the President, for a definite term of not to exceed six years.

2. Professors-at-large shall be nonresident and be required to perform no regular duties for the University except that they shall agree to spend a minimum period of two consecutive weeks every three years in residence on the University campus. While in residence, professors-at-large shall perform such duties as may be assigned to them and shall be entitled to the rights and privileges of membership in the University Faculty, including the right to vote.

3. Professors-at-large shall receive such stipends and other perquisites as may be agreed upon at the time of their election.

ARTICLE XIX

REGULATION OF TRAFFIC AND PARKING

The administration and enforcement of regulations adopted by the Board of Trustees pursuant to Article 115, Section 5708 of the New York Education Law and of any other regulations relating to traffic and parking which may be adopted pursuant to action by the Board of Trustees shall be the responsibility of the President.

ARTICLE XX

ACADEMIC ADVISORY COUNCILS

There may be such advisory councils for the several colleges, schools and separate academic units as the Board of Trustees may create from time to time. The primary function of such councils shall be to advise the appropriate dean or director, the President and the Board concerning the scope, future needs and overall effectiveness of academic programs in the respective academic units. Such councils shall perform such additional advisory functions as the Board may determine. They shall report to the Board through the Committee on Academic Affairs at least annually.

ARTICLE XXI

THE MEDICAL CENTER

1. In accordance with the agreement between Cornell University and the Society of the New York Hospital dated June 14, 1927, as subsequently amended, the educational and therapeutic work conducted at the New York Hospital-Cornell Medical Center shall be conducted by the Hospital and the University under the following titles, respectively: (1) the New York Hospital-Weill Cornell Medical Center; (2) The Society of the New York Hospital; and (3) the Weill Cornell Medical College and Graduate School of Medical Sciences of Cornell University.

2. There shall be a joint board at the Medical Center having such powers, duties and membership as the Board of Trustees of the University and the Board of Governors of the Hospital may jointly determine from time to time.

3. There shall be a Board of Fellows for the Weill Cornell Medical College and Graduate School of Medical Sciences of Cornell University having such powers, duties and membership as the Board of Trustees of the University may determine from time to time.

ARTICLE XXII

INDEMNIFICATION

Members of the Board of Trustees, officers of the corporation, and Vice Presidents and Vice Provosts of the University shall be entitled to indemnification in the defense of any criminal or civil action or proceeding as provided by law or by such procedures, not inconsistent with law, as the Board may adopt from time to time.

Other officers and employees of the University may be so indemnified on such terms and conditions as the Board may approve from time to time.

ARTICLE XXIII

CONFLICTS OF INTEREST

It is the policy of the University to disclose conflicts of interest which may adversely affect the performance of duty by its trustees, officers, faculty and other employees.

Policies and procedures in implementation of this bylaw, as approved by the Board of Trustees from time to time, shall provide that all trustees, and officers of the corporation, Vice Presidents, Vice Provosts, and other personnel so designated, shall file disclosure statements with the Secretary of the Corporation on a regular basis.

ARTICLE XXIV

MISCELLANEOUS PROVISIONS

1. Whenever in these Bylaws a vote by ballot is prescribed, said ballot shall not be had by any single vote cast by any one person, or by a ballot conducted by mail, but by the ballots of all qualified voters who are present, including those participating by teleconference and/or videoconference connection, voting in such manner that it shall not be known for what candidate or candidates any particular voter casts his or her ballot.

2. All students attending the University and not expressly exempted from the payment thereof shall pay such tuition and other fees, at such times and in such manner as may be fixed by appropriate University authority as determined by the Board of Trustees from time to time, and the power is expressly reserved to such authority, at any time and without prior notice, to make such increases and changes in the amount, time and manner of payment of any and all such fees as to it may seem proper.

Tuition for all full-time undergraduate, professional and graduate students shall be determined by the Board of Trustees. Other tuitions and fees shall be determined by the President or other officer as designated by the Board of Trustees from time to time. It shall be the responsibility of the President to publicize tuition and fee schedules and changes therein in appropriate manner.

3. The Loomis Laboratory of the Medical College shall, for administrative purposes, be regarded as a department of the Medical College, but the name thereof shall be retained and the Laboratory shall be devoted to the uses and purposes specified in its charter at Chapter 329 of the Laws of 1887.

The Board of Trustees legislation delegates to the Board of Fellows responsibility to recommend a plan of financial operation for the Medical College and Graduate School of Medical Sciences. The President, under Article V, Section 8, shall continue to supervise, coordinate and control the expenditures and other financial operations of the Medical College and Graduate School of Medical Sciences. The Board of Fellows shall monitor the administration thereof by the President throughout the fiscal year.

ARTICLE XXV

EQUAL EDUCATIONAL AND EMPLOYMENT OPPORTUNITY

It is the policy of the University actively to support equality of educational and employment opportunity. Explicit policy statements to this effect, as approved by the Board of Trustees from time to time, shall be publicized widely for the information of present and future students, faculty, staff and other employees. They shall be binding on all University personnel.

ARTICLE XXVI

METHOD OF AMENDMENT

These Bylaws may be amended at any meeting of the Board of Trustees, but only by the concurrent vote of a majority of those present and voting or thirty concurring votes, whichever is greater, and provided that the members of the Board shall have been notified at least five days in advance of the meeting as to the substance of amendments to be presented.

APPENDIX A

RESOLUTION REGARDING GOVERNANCE OF THE MEDICAL COLLEGE AND GRADUATE SCHOOL OF MEDICAL SCIENCES

Approved by the Board of Trustees and/or Executive Committee of the Board of Trustees:
June 1, 1985; July 6, 1988; May 26, 1990; December 10, 1992; January 21, 1994; January 26, 1995; December 12, 1996; May 24, 1997; October 18, 1997; September 10, 1998; January 30, 1999; January 27, 2001, June 19, 2003, December 11, 2003, May 29, 2004, October 29, 2004, April 6, 2006, May 26, 2006, May 24, 2008, December 9, 2010, May 27, 2011, March 9, 2012, February 1, 2019, December 10, 2020, October 24, 2025.

Approved by the Board of Fellows:
May 15, 1985; May 18, 1988; May 16, 1990; October 21, 1992; November 17, 1993; November 30, 1994; November 6, 1996; May 7, 1997; September 24, 1997; May 20, 1998; July 8, 1998; January 25, 1999, January 17, 2001, May 23, 2003, November 17, 2003, May 12, 2004, September 22, 2004, March 15, 2006, May 10, 2006, May 14, 2008, December 13, 2010, May 11, 2011, February 15, 2012, February 1, 2019, December 8, 2020, October 16, 2025.

INTRODUCTION

This *Resolution Regarding Governance of the Joan and Sanford I. Weill Medical College and Graduate School of Medical Sciences of Cornell University ("Resolution")* sets forth the authority and organization of the Board of Fellows ("Fellows") which, by delegation of the Cornell University Board of Trustees ("Trustees"), is responsible for governance of the Joan and Sanford I. Weill Medical College and Graduate School of Medical Sciences of Cornell University (collectively "Weill Cornell Medicine") as more fully described below.

ARTICLE I
THE BOARD OF FELLOWS

A. Powers:

The Executive Committee of the Board of Fellows shall be responsible for governance of Weill Cornell Medicine, as provided below, subject to oversight by the Trustees. In their capacity, the Executive Committee shall:

(1) oversee academic, financial, and other program planning for Weill Cornell Medicine and its education, research, and clinical care missions;

(2) review and approve affiliations with other institutions;

(3) develop and maintain strong and effective relationships with affiliated institutions and the public at large;

(4) develop sources of financial support and recommend fundraising campaign proposals to the Trustees for approval;

(5) review and recommends policies regarding tuition and financial aid to the Trustees for approval;

(6) review and approve salaries at Weill Cornell Medicine within guidelines established by the Trustees;

(7) approve and recommend to the Trustees, the operating and capital budgets and the strategic plan of Weill Cornell Medicine;

(8) oversee the maintenance, renovation and development of the capital plant of Weill Cornell Medicine, including recommending long-range plans and the design and location of new facilities to the Trustees for approval through the annual budgeting process;

(9) approve the President's recommendation for the appointment of the Dean of the Medical College and Provost for Medical Affairs (hereinafter collectively referred to as "Dean-Provost") and such other officers of administration as the Trustees may designate from time to time, subject to approval by the Trustees;

(10) approve the Dean-Provost's recommendation for the appointment of the Dean of the Graduate School of Medical Sciences and the Dean of Weill Cornell Medicine in Qatar, subject to approval of the President and the Trustees;

(11) approve recommendations for faculty appointments to tenure and report on those recommendations at the joint meeting of the Trustees and Fellows in January;

(12) approve candidates for appointment to endowed chairs; all other faculty and administrative appointments in the Medical College and Graduate School of Medical Sciences shall be governed by the University Bylaws and report on those appointments at the joint meeting of the Trustees and Fellows in January;

(13) recommend candidates for degrees in the Medical College and in the Graduate School of Medical Sciences to the President; and

(14) present, through its chair, quarterly reports to the Trustees on the affairs of Weill Cornell Medicine, including a comprehensive written annual report.

The foregoing is subject to the charter and bylaws of Cornell University (hereinbefore and hereinafter "University"), the laws of the State of New York and the delegation of authority and responsibility of the Trustees to the Executive Committee of the Fellows. While the Trustees must retain ultimate legal responsibility for Weill Cornell Medicine, the Executive Committee of the Fellows have been delegated the responsibility for the general supervision of its programs and operations. The Trustees retain their duty and responsibility to assure compliance with all applicable laws and all lawful regulations of the Regents of the University of the State of New York, the State Education Department, and all other agencies of government, and may amend or revoke any of the provisions of this *Resolution*. The

responsibilities of all Executive Officers of the Corporation, as provided in the University Bylaws, shall continue in effect with respect to Weill Cornell Medicine.

B. Membership, Tenure and Meetings:

1. Membership: The Board of Fellows is composed of eighty-five (85) members as follows:

(a) Five (5) *ex officio* Fellows: The Chair of the Trustees; the President of the University; the Dean-Provost; the Dean of the Graduate School of Medical Sciences; and the President of the Weill Cornell Medical College Alumni Association.

(b) Ten (10) Fellows elected by the Trustees from among the body of trustees and trustees emeriti, to be designated trustee members. Trustee-elected Fellows are limited to no more than two three-year terms.

(c) Sixty-five (65) Fellows elected by the Fellows and drawn primarily from the greater metropolitan New York City area, to be designated public members.

(d) One (1) member of the full-time faculty of the Medical College; one (1) member of the part-time and voluntary faculty; and one (1) student representing the Medical College and Graduate School of Medical Sciences, selected by processes which shall be approved by the Fellows.

(e) Two (2) members of the Board of Trustees of NewYork-Presbyterian Hospital recommended by the hospital board and approved by the Fellows.

2. Tenure: The regular term for all Fellows, except the *ex officio* Fellows, shall commence on July 1 and continue for three (3) years. The terms of the *ex officio* Fellows shall commence upon their qualification for office. Any Fellow elected by reason of his or her faculty or student status at the Medical College or Graduate School of Medical Sciences, or his or her membership status on the Board of Trustees of NewYork-Presbyterian Hospital, shall vacate such membership on the Board of Fellows on the termination of such status–the minimum age for membership shall be eighteen (18) years.

3. Vacancies: A vacancy in the membership of the Fellows caused by resignation, death, or otherwise than by expiration of term, may be filled for the balance of the unexpired term in the same manner as a vacancy caused by normal expiration of term.

4. Holdover: Each Fellow shall hold office until the expiration of the term for which the individual is elected, or, in the case of the faculty and student positions, until a successor has been elected, unless the incumbent's term of office is terminated at an earlier date by operation of this *Resolution* or by action of the Fellows.

5. Election of Fellows: Election of Fellows by the Board shall be by ballot containing the names of all persons nominated, duly had at a regular or special meeting of the Board. Written notice of such proposed election, together with the names of all nominees, shall be sent to all Fellows at least seven (7) days before such meeting. The concurring vote of a majority of the entire Board shall be necessary to elect.

The elected members of the Fellows shall be divided into three (3) classes of at least seven (7) members each and shall be elected such that the term of one such class shall expire at the end of each fiscal year. At least two (2) trustees shall be members of each class.

6. Officers of the Board of Fellows:

(a) Chair: The Chair of the Fellows shall be elected for a three (3) year term by the majority of the Executive Committee of the Fellows, including the affirmative vote of at least three (3) Trustee-elected Fellows. The Chair's term may be extended once by the majority of the Executive Committee of the Fellows. It shall be the duty of the Chair to preside at meetings of the Fellows and to exercise the usual functions of a presiding officer, including the supervision of activities of the Board and its committees. The Chair must either be an active member of the Trustees or be approved by the Trustees upon recommendation of the Executive Committee of the Fellows.

(b) Vice Chairs: There may be one or more Vice Chairs of the Board elected for a two (2) year term, or for the remainder of his or her term as Fellow, whichever is shorter, from among its members by majority vote of the entire membership. The Vice Chairs will be appointed by the Chair of the Fellows. He or she shall perform such duties as the Board may assign from time to time.

(c) Secretary: The Secretary of the Medical College shall be the *ex officio* Secretary of the Fellows. It shall be the duty of the Secretary to keep records of proceedings, give such notices as may be required of meetings and actions of the Fellows, and perform such other duties as may be assigned by the Fellows.

7. Meetings:

(a) Regular Meetings: There shall be not less than four (4) regular meetings of the Fellows each year, to be held at times and places which shall be fixed by the Fellows or by the Executive Committee. Written notice of the time and place of regular meetings shall be given by the Secretary to each member of the Fellows at least fifteen (15) days in advance of the date fixed.

(b) Special Meetings: Special meetings of the Fellows may be called by the Chair or by the Executive Committee, and shall be called by the Secretary upon the written request of at least two (2) elected trustee members and two (2) elected public members. In the case of a special meeting, notice of the time, place and purpose of the meeting shall be given by the Secretary to each member of the Fellows by written notice mailed not later than one week prior to the day fixed for such meeting, or by oral, telephone or electronic communication transmitted not later than forty-eight (48) hours in advance of the time fixed for such meeting. Notice of any meeting of the Fellows need not be given to any Fellow who submits a signed waiver or notice before or after the meeting, or who attends the meeting without protesting prior thereto the lack of notice to him or her.

(c) Electronic means of attendance: Special meetings may be held by means of conference telephone or other communications technology that allows all members participating in the meeting to hear each other at the same time. Fellows may attend regular

meetings by electronic means so long as all members participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

(d) Voting: Except as otherwise provided by law or this *Resolution*, the vote of a majority of the Fellows present at the time of the vote, if a quorum is present at such time, shall be the act of the Board.

8. Quorum: At all regular and special meetings of the Fellows a total of twenty (20) voting members shall constitute a quorum for the transaction of business.

9. Life Fellows: The Fellows may elect one or more persons to the honorary position of Life Fellow at any meeting. The concurring vote of a majority of those present and voting shall be necessary to elect. The term of office for a Life Fellow shall be for life. Life Fellows shall be encouraged to attend and participate in meetings of the Board, but may not vote or hold elective office on the Board. Life Fellows may be elected as voting members of committees of the Board.

10. Participation of Trustee Committee Leaders in Regular Board of Fellows and Designated Committee Meetings: The chairs of the following Trustee committees shall be invited to attend both regular Board of Fellows and Executive Committee meetings: Finance Committee; Audit, Risk and Compliance Committee; and Buildings and Properties Committee.

ARTICLE II
THE COMMITTEES OF THE BOARD OF FELLOWS

A. Standing Committees:

1. The standing committees of the Fellows shall be the Executive Committee, the Membership and Governance Committee, the Student Affairs and Education Committee, the Development Committee, the External Relations Committee, the Business and Finance Committee, the International Affairs Committee, the Clinical Affairs/Physician Organization Committee, the Real Estate, Renovation and Facilities Planning Committee, and the Committee on Research and Entrepreneurship. The Fellows may elect non-Fellows to serve as non-voting members of such committees. Any of such standing committees may invite non-Fellows to attend meetings on an ad hoc basis as advisors or auditors.

2. All standing committees shall be reconstituted annually by the affirmative action of a majority of the Executive Committee of the Board of Fellows upon nomination by the Membership and Governance Committee and for 1-year terms effective for the following fiscal year. Additional committee members may be elected throughout the year, for the remainder of the current fiscal year.

3. The Chair of the Fellows will assign the Board of Trustees-elected Fellows to standing committees in consultation with the Chair of the Trustees.

4. In reconstituting each standing committee, except the Executive Committee, the Fellows shall elect a chair thereof. Such chair shall be nominated by the Chair of the Fellows from among the committee members, after receiving recommendations from the

Membership and Governance Committee. The Chair of the Fellows, or a member the Chair designates, shall chair the Executive Committee.

5. The Chair of the Fellows, the Chair of the Trustees, the President of the University, and the Dean-Provost shall be *ex officio* members of all standing committees.

6. The standing committees shall hold regular meetings throughout the year pursuant to schedule or on call, as may be determined by action of the Fellows or of the respective committees. Special meetings may be called by the committee chair, the Chair of the Fellows, the President of the University, the Dean-Provost, or upon written request of any three (3) members of the committee, addressed to the Board Secretary.

Each standing committee will hold at least three (3) meetings (whether regular or special) during each fiscal year.

With the exception of the Executive and the Membership and Governance Committees, as specified elsewhere in this *Resolution*, attendance by one-third of the voting membership of the committee shall constitute a quorum. The vote of a majority of the voting members present at the time of the vote, if a quorum is present at such time, shall be the act of the committee.

Such committees may take an action without a meeting when all committee members consent in writing to the adoption of a resolution authorizing such action. Committee meetings may be held by means of conference telephone or other communication technology that allows all members participating in the meeting to hear each other at the same time. Fellows may attend in-person committee meetings by such electronic means, under the same conditions, and such participation shall constitute presence in person at a meeting. Each standing committee shall prepare minutes for each of its meetings, to be reviewed and approved by the members at the following meeting. A copy thereof shall be filed regularly with the Secretary of the Fellows.

7. All standing committees, except the Executive Committee, shall file written reports to the Fellows at least annually. The Executive Committee shall report at every regular meeting of the Fellows. At every regular meeting of the Fellows, the Chair shall provide the chair of each standing committee an opportunity for oral report.

8. Subcommittees and task forces may be established by the Chair of the Board, in consultation with relevant committee chairs and with the Dean-Provost, to exercise such specifically authorized responsibilities of the committee as may be deemed appropriate. A written statement indicating the charge and duration or specific purpose of any such subcommittee or task force shall be filed with the Secretary of the Fellows. The Chair of the Board (in consultation, where appropriate, with the chair of a parent committee) shall appoint a person to serve as chair of the subcommittee or task force. Subcommittee or task force membership may include Life Fellows or non-Fellows as nonvoting members. Attendance by one-third of the voting membership of the subcommittee or task force shall constitute a quorum, unless otherwise specified in the statement of purpose.

B. Executive Committee

1. Composition: The Executive Committee shall consist of 16 members including the following: the Chair of the Fellows, the Chair of the Trustees, the President of

the University, the Dean-Provost, the chairs of the following Board of Trustees committees: Audit, Risk, and Compliance, Finance, and Buildings and Properties, each *ex officio*; and nine (9) Fellows appointed by the Chair of the Fellows. The Chair of the Fellows, or a member the Chair designates, shall serve as Chair of the Executive Committee. A majority of the voting membership of the Committee shall constitute a quorum.

2. Budget: The Committee shall consider the annual plan of financial operation for Weill Cornell Medicine, as prepared by the Dean-Provost, and shall receive periodic reports on actual operating performance during the year. The Committee will provide comments to the Business and Finance Committee to facilitate that committee's supervisory function.

3. Personnel: The Committee shall review the salary of the Dean-Provost from time to time and recommend adjustments to the President of the University for potential consideration by the Executive Committee of the Trustees. At the same time the Committee shall invite the Dean-Provost's comments concerning the membership, leadership or any other aspect of the Board of Fellows.

The Committee shall contribute to the performance evaluation of the Dean-Provost, as requested by the President of the University.

The Committee shall approve, upon recommendation of the Dean-Provost, the appointment of all vice deans and vice provosts. The Committee, on recommendation of the Dean-Provost, shall prescribe the duties of such senior administrators of Weill Cornell Medicine.

The Committee, on recommendation of the Dean-Provost, shall approve the compensation of faculty and such administrators as authorized by guidelines prescribed by the Trustees. In addition, the Committee shall review and recommend to the President for consideration by the Executive Committee of the Trustees, all compensation at Weill Cornell Medicine that exceeds the authority of the Fellows.

The Committee also shall provide policy oversight regarding compensation, retirement, fringe benefits, affirmative action programs, grievance procedures and similar employment practices for all personnel of Weill Cornell Medicine.

4. Inter-Campus Collaborations: The Committee shall review and advise the Board of Fellows concerning academic and research collaborations and initiatives between the Medical College and/or the Graduate School of Medical Sciences and other University colleges, schools, or academic units.

5. Interim Powers: Between meetings of the Board of Fellows, the Executive Committee may exercise the powers of the Board in all matters except those which, pursuant to University Bylaws or the Governance Resolution, require action by the full Board of Fellows.

6. Proceedings: All proceedings of the Executive Committee shall be recorded in minutes that shall be submitted regularly to the Board of Fellows.

C. Membership and Governance Committee:

1. The Membership and Governance Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of three (3) members of the Board, to be elected by the Fellows. A majority of the Committee shall constitute a quorum.

2. The Membership and Governance Committee shall regularly assess the membership of the Board of Fellows in order to assure that it is best able to advise, govern, support and represent Weill Cornell Medicine. The Committee shall seek candidates for the Board-elected positions who express an intent to make Weill Cornell Medicine a primary focus of their philanthropic activity and charitable giving, and may consider additional criteria in order to establish a membership of diverse backgrounds, experience, personal characteristics, and philanthropic potential. Based on these criteria, the Committee shall identify and review candidates for Board membership and shall nominate selected individuals for election by the full Board of Fellows.

The Committee shall give notice to the Secretary of the Corporation of forthcoming vacancies of Trustee positions on the Board of Fellows. The Trustee Committee on Board Composition and Governance shall nominate trustees for election by the Trustees.

The Membership and Governance Committee shall nominate candidates for election of the faculty, student and public members by the Board of Fellows. Such nominations shall be filed in writing with the Secretary of the Fellows.

3. The Committee shall nominate members to serve on standing committees and to represent the Fellows on other institutional and affiliate boards and committees. The Committee shall recommend members to the Board of Fellows Chair for his/her nomination as chair and vice chair(s) of each standing committee. In making its nominations and recommendations, the Committee may consider the experience, availability, and interest of the candidates. The Committee may adopt guidelines for service on committees, including rules for the rotation of committee chairs, vice chairs, and members.

4. The Committee shall provide for the orientation of new members to the organization and functions of the Fellows, responsibilities of individual Fellows, and the organization, function and mission of Weill Cornell Medicine.

5. The Committee shall be responsible, on an ongoing basis, to advise the Board of Fellows with regard to the governance of Weill Cornell Medicine, including the structure, composition and responsibilities of the Board, its officers, and subordinate bodies, and the allocation of authority among them. Such reviews shall occur in response to a request of the Board, the Executive Committee, the Trustees, at the Committee's own initiative, or as requested by any other standing committee or by any individual Fellow.

D. Development Committee:

1. The Development Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows.

2. The Development Committee shall provide policy guidance and leadership to the Fellows with respect to securing new financial and other support for Weill Cornell Medicine and for ongoing operations and capital campaigns.

3. The Development Committee shall serve as the steering committee for institutional capital campaigns, and the Chair of the Committee shall be the Chair of the campaign.

E. Student Affairs and Education Committee:

1. The Student Affairs and Education Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University, the Dean-Provost, and the Dean of the Graduate School of Medical Sciences, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows.

2. The Student Affairs and Education Committee shall consider, review and advise the Fellows with respect to matters and issues relating to the educational programs of all students including, but not limited to, student curricular and extra-curricular activities; student quality of life; tuition, financial aid and other financial factors; educational objectives, initiatives and outcomes as they affect both students and faculty; and other issues as the Committee shall consider important or as may be referred to the Committee by the Fellows from time to time.

F. External Relations Committee:

1. The External Relations Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows.

2. The External Relations Committee shall monitor, review and advise the Fellows with respect to existing and prospective relationships among the Medical College and/or the Graduate School of Medical Sciences and their respective affiliated clinical, educational and research institutions located within the United States. Matters to be considered by the Committee may include, but shall not be limited to, joint operations, cooperative development of administrative programs, and relationships among institutional leadership and governing boards.

3. The Committee shall oversee the Board's activities with reference to community affairs and legislative and regulatory matters that may impact on the budget or operation of Weill Cornell Medicine. The Committee will regularly apprise the Board of its

government relations efforts, which will be tailored to promote government support of the educational, research and clinical missions of Weill Cornell Medicine.

G. Business and Finance Committee:

1. The Business and Finance Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the Chairs of the Trustee Finance and Audit, Risk, and Compliance Committees, the President of the University, the Dean-Provost and the University's Executive Vice President and Chief Financial Officer, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows.

2. The Committee shall exercise general supervision over the financial and accounting affairs of Weill Cornell Medicine, including the state of assets and liabilities and revenues and expenditures. It will consider the annual plan of fiscal operation, as prepared by the Dean-Provost, including comments from the Executive Committee. The Business and Finance Committee shall transmit such plan, together with its recommendations thereon, to the full Board of Fellows for its review and approval prior to review and ratification by the President and Trustees before the commencement of each fiscal year.

3. The Committee shall regularly review longer range fiscal and program plans and capital budgets as prepared by the Dean-Provost, and report the same to the Fellows with its comments thereon, giving attention to the current and long-term fiscal needs of Weill Cornell Medicine.

4. The Committee shall review the current year's operating and capital expenditures, and compare them to approved budgets and plans.

5. The Committee shall review and approve Weill Cornell Medicine's insurance and risk management programs.

6. The Committee shall review, and, where appropriate, recommend for approval to the Fellows, significant (domestic) business relationships and contracts that are consistent with forwarding the mission of Weill Cornell Medicine.

7. The Committee shall, as necessary, coordinate with the Real Estate, Renovation and Facilities Planning Committee on the financial evaluation of capital expenditures.

H. International Affairs Committee:

1. The International Affairs Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the committee by the Fellows.

2. The International Affairs Committee shall regularly consider, review and advise the Board on international programs and relationships between Weill Cornell Medicine and other entities with respect to education, research, health care systems and affiliations. It shall discuss, recommend and monitor established and potential international affiliations,

programs and other relationships with foreign medical colleges, hospitals, governments and private health care or biomedical research organizations in order to cooperate and aid in the medical training, clinical care, biomedical research and sharing of medical knowledge in order to improve world health care, particularly in developing countries.

I. Clinical Affairs/Physician Organization Committee:

1. The Clinical Affairs/Physician Organization Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows.

2. The Committee shall consider, review and advise the Fellows with respect to matters and issues relating to the clinical faculty, including but not limited to, the Physician Organization and Weill Cornell Medicine's clinical programs and activities with NewYork-Presbyterian Hospital and its affiliates.

J. Real Estate, Renovation and Facilities Planning Committee:

1. The Real Estate, Renovation and Facilities Planning Committee shall consist of the Chair of the Fellows, the Chair of the Trustees, the Chair of the Trustee Buildings and Properties Committee, the President of the University, the Dean-Provost and the University's Executive Vice President and Chief Financial Officer, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows.

2. The Committee shall advise the Fellows regarding Weill Cornell Medicine's capital plans and policies and facilities matters. The University's Executive Vice President and Chief Financial Officer shall be timely informed of capital projects and shall advise and consult with the Committee in relation to such matters, as necessary.

3. The Committee shall review, and recommend for approval, Weill Cornell Medicine's long-term plans for the development and maintenance of all buildings and real properties.

4. The Committee shall review, and recommend for approval, significant capital projects related to the construction, renovation or development of owned or leased space.

5. The Committee shall review, and recommend for approval, the initiation of real estate leases.

6. The Committee shall coordinate with the Business and Finance Committee the financial evaluation of capital expenditures.

K. Committee on Research and Entrepreneurship

1. The Committee on Research and Entrepreneurship shall consist of the Chair of the Fellows, the Chair of the Trustees, the President of the University, the Dean-Provost, the Dean of the Graduate School of Medical Sciences, and the University's Vice President for

Technology Transfer, Intellectual Property and Research Policy/Vice Provost for Research, each *ex officio*, together with a minimum of seven (7) Board of Fellows members and such number of non-Fellows as may be elected to the Committee by the Fellows from time to time.

2. The Committee shall advise the Board and the administration on the conduct of the research enterprise and fulfillment of the research mission, including efforts to develop and commercialize research discoveries. In the conduct of its responsibilities, the Committee may:

(a) Provide oversight and advice on research strategies, policies, and operations, including existing programs, new initiatives, and external research relationships.

(b) Advise on ways to enhance research innovation and productivity.

(c) Advise on issues, structures, and policies relating to intellectual property, technology transfer and entrepreneurship, including strategies for corporate and philanthropic engagement in support of scientific discovery and commercialization.

L. Special Committees:

The Fellows may establish and constitute such special committees as it may desire from time to time and shall specify their duties. Such special committees shall be reconstituted annually unless discharged or otherwise provided by action of the Fellows. The Fellows may elect members to such committees and designate a chair by a majority vote. Unless otherwise specified in the establishing resolution, meeting, voting and quorum requirements for special committees shall be as generally defined for the standing committees.

Gov. Res. 2025

APPENDIX B

RESOLUTION REGARDING GOVERNANCE OF CORNELL TECH

Established by the Board of Trustees: January 30, 2015. *Amendments approved by the Board of Trustees or the Executive Committee of the Board of Trustees*: *October 9, 2020.*

WHEREAS, pursuant to the charter and bylaws of Cornell University and the laws of the State of New York, the Board of Trustees is legally responsible for the governance and control of all campuses, components and units of the University; and

WHEREAS, the Board of Trustees is empowered to delegate powers to subordinate bodies and officers to assist and advise the Board in exercising its fiduciary responsibilities and to enable appropriate oversight and efficient administration of the University; and

WHEREAS, recognizing the distinct mission and orientation of Cornell Tech, and that the Board of Trustees will benefit by forming a Council that, subject to the superintendence of the Board of Trustees, provides oversight of the affairs and operations of this recently established major academic unit of the University; and

WHEREAS, understanding that the size and composition of this subordinate board, including in particular the appropriate proportion of trustee members (who are expected to comprise a minimum of 25% of the board's membership), will necessarily vary from time to time, depending upon Cornell Tech's then set of priorities, scope of programs, extent of available resources, and range of activities; and

WHEREAS, in determining the appropriate size and composition of the Council, and prospective candidates especially suited to serve, the Chair of the Board of Trustees is expected to consult each year with the Chair of the Council, the President of the University, and the Dean-Vice Provost of Cornell Tech, and seek the review and recommendation of the Committee on Board Composition & Governance, for appointment by the Board of Trustees;

NOW THEREFORE BE IT RESOLVED that a "Cornell Tech Council" is hereby established by the Board of Trustees of Cornell University and shall have such authority and organization as specifically set forth below.

A. Responsibilities of the Cornell Tech Council

The Cornell Tech Council (hereinafter “Council”) shall be responsible for oversight of the affairs and operations of Cornell Tech as provided below. In their capacity, the Councilors shall:

(1) provide advice and guidance to the Dean and Vice Provost (hereinafter "Dean-Vice Provost") of Cornell Tech, and to the President, the Provost, and the Board of Trustees (hereinafter “Trustees”), and its committees as appropriate, regarding academic, financial and other programs and activities of Cornell Tech;

(2) review and recommend for Trustees approval the operating and capital budgets and the strategic plan of Cornell Tech;

(3) provide feedback to the President and Provost on the appointment of the Dean-Vice Provost of Cornell Tech as requested;

(4) provide feedback on the performance of the Dean-Vice Provost as requested and advise the Provost and President thereon;

(5) provide a record of its meetings to the Trustees, submit an annual report of its activities to the Trustees and, as requested, have the Chair present annually to the Trustees on key strategic decisions and priorities discussed by the Council;

(6) ensure attention to maintaining strong ties with the Ithaca and Medical College campuses, while pursuing a distinct mission of strong external engagement and cross-disciplinary programs for the digital age;

(7) support the development and maintenance of strong and effective relations with companies, nonprofit organizations, government agencies, and the public at large;

(8) assist in developing sources of financial support; and

(9) exercise such other powers and duties as the Trustees may determine from time to time.

Due to the integrated faculty and academic policies between Cornell Tech and the Ithaca campus, the shared central administrative services between Cornell Tech and the Ithaca campus, and the fiduciary responsibilities of the Board of Trustees, the Council shall expressly *not* have responsibility for review and recommendations regarding the following matters:

(1) the adequacy of the system of internal controls, financial reporting practices, administration of the University's policy on conflicts of interest, and similar such audit issues,

(2) investment policy, objectives, and guidelines, and similar such investment issues,

(3) faculty appointment, promotion, tenure, and dismissal policies, the appointments of faculty to named chairs, the election of faculty who are deemed qualified for appointment for an indefinite term, and similar such faculty issues,

(4) endowment spending, debt obligations, appropriate mix of assets and liabilities in the balance sheet, reserves for future liabilities, and similar such financial issues.

The foregoing is subject to the charter and bylaws of Cornell University (hereinbefore and hereinafter "University"), the laws of the State of New York and the delegation of authority and responsibility of the Board of Trustees of the University to the Council. While the Trustees must retain ultimate legal responsibility for Cornell Tech, the Council have been delegated the above responsibilities for the general oversight of the programs and operations of Cornell Tech. The Trustees retain their duty and responsibility to assure compliance with all applicable laws and all lawful regulations of the Regents of the University of the State of New York, the State Education Department and all other agencies of government and may amend or revoke any of the provisions of this Resolution. The responsibilities of all Officers of the Corporation, as provided in the University Bylaws, shall continue in effect with respect to Cornell Tech.

B. Membership, Tenure, Officers, and Meetings:

1. Membership: The Council shall be composed of between twelve (12) and thirty-two (32) members, all voting members, as follows.

(a) The Chair of the Board of Trustees, the President of the University, the Provost of the University, and the Dean-Vice Provost of Cornell Tech shall serve-*ex officio;*

(b) The remaining membership shall include such trustee and non-trustee members, to be elected per below.

2. Tenure: The regular term for all *elected* Councilors shall commence on July 1 and continue for four (4) years. The term for Trustees who serve as Councilors shall be concurrent with their terms as Trustees. With few exceptions, no Councilor shall hold more than two (2) consecutive terms.

3. Vacancies: A vacancy in the membership of the Councilors caused by resignation, death or otherwise than by expiration of term may be filled for the balance of the unexpired term.

4. Election of Councilors: The concurring vote of a majority of the entire membership of each of the Council and Trustees shall be necessary to elect.

5. Officers of the Council:

(a) Chair and Vice Chair(s): The Chair and Vice Chair(s) of the Council shall be elected from among its members in the same manner as individual Councilors for such terms as determined by the Council. The option to elect a Vice Chair is at the discretion of the Chair and Dean.

(b) Secretary: The Secretary of the Corporation, or his/her designee, shall be the *ex officio* Secretary of the Council. It shall be the duty of the Secretary to keep records of proceedings, give such notices as may be required of meetings and actions of the Councilors.

6. Meetings:

(a) Regular Meetings: There shall be not less than three (3) regular meetings of the Council each year, to be held at times and places which shall be fixed by the Chair of the Council. Written notice of the time and place of regular meetings shall be given by the

Secretary to each member of the Council at least fifteen (15) days in advance of the date fixed.

(b) Special Meetings: Special meetings of the Council may be called by the Chair of the Council, the Chair of the Board of Trustees, or the President. In the case of a special meeting, notice of the time, place and purpose of the meeting shall be given by the Secretary to each member of the Council by written notice mailed not later than one week prior to the day fixed for such meeting, or by oral, telephone or telegraphic communication transmitted not later than forty-eight (48) hours in advance of the time fixed for such meeting. Notice of any meeting of the Council need not be given to any Councilor who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting prior thereto or at the commencement thereof the lack of notice to him or her.

(c) Telephone attendance: With approval of the Chair of the Council, regular or special meetings of the Council or its committees may be held by means of conference telephone or similar communications equipment that allows all members participating in the meeting to hear each other at the same time. Participation by such telephonic means shall constitute presence in person at a meeting.

(d) Voting: Except as otherwise provided by law or this Resolution, the vote of a majority of the Councilors present at the time of the vote, if a quorum is present at such time, shall be the act of the Council.

7. Quorum: At all regular and special meetings of the Council (or of its committees) at least half of the current voting members shall constitute a quorum for the transaction of business.

C. Committees of the Council

1. Committees of the Council may be constituted at such time as the Chair of the Council and the Chair of the Board of Trustees agree that such committee(s) are necessary for the effective functioning of the Council. Any such committee(s) shall be composed of such membership, chairs, terms, and meeting schedule as the Council shall determine; understanding, however, that committees are strictly advisory to the Council and may not be empowered to act in its stead.

2. The Chair of the Council, the Chair of the Board of Trustees, the President of the University, and the Dean-Vice-Provost shall be *ex officio* members of all standing committees.

D. Periodic Review

This Resolution and the operation of the Council shall be reviewed by the Trustees Committee on Board Composition and Governance periodically, but in no event later than eight (8) years from the initial approval of this Resolution; and the Committee shall advise the Council and Trustees regarding its review.

E. Modifications

This Resolution may be modified or amended from time to time upon the recommendation of the Council, or at the Board of Trustees own initiative, followed by formal action of the Board of Trustees.