

**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.

Approved by the Board of Overseers:

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.

INTRODUCTION

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

**ARTICLE I
THE BOARD OF OVERSEERS**

A. Powers:

The Overseers shall be responsible for governance of the Medical College and Graduate School of Medical Sciences as provided below. In their capacity, the Overseers shall:

- (1) oversee academic, financial, and other program planning,
- (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,
- (5) review and approve policies regarding tuition and financial aid,
- (6) review and approve salaries at the College within guidelines established by the Board of Trustees,

(7) approve, subject to ratification by the Board of Trustees, the operating and capital budgets and the strategic plan of the College,

(8) oversee the maintenance, renovation and development of the capital plant of the College including the review and approval of long-range plans and the design and location of new facilities,

(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"), the Dean of the Graduate School of Medical Sciences and such other officers of administration as the Board of Trustees may designate from time to time. Such appointments and terminations thereof shall be subject to approval by the Board of Trustees,

(10) report to the Trustees regarding the performance of the Dean-Provost at least once every five (5) years,

(11) approve recommendations for faculty appointments to tenure at the Medical College,

(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,

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

(14) present, through its chair, periodic reports on the affairs of the Medical College and Graduate School of Medical Sciences to the Trustees, including a comprehensive 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 Board of Trustees of the University to the Overseers. While the Trustees must retain ultimate legal responsibility for the Medical College and Graduate School of Medical Sciences, the Overseers have been delegated the responsibility for the general supervision of the programs and operations of the Medical College and the Graduate School of Medical Sciences. 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 the Medical College.

B. Membership, Tenure and Meetings:

1. Membership: The Board of Overseers is composed of seventy (70) members as follows:

(a) Five (5) *ex officio* overseers: The Chair of the Cornell University Board of 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) Overseers elected by the Trustees of Cornell University from among the body of trustees and trustees emeriti, to be designated trustee members.

(c) Fifty (50) Overseers elected by the Overseers 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 Overseers.

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

2. Tenure: The regular term for all Overseers, except the *ex officio* Overseers, shall commence on July 1 and continue for three years. The terms of the *ex officio* Overseers shall commence upon their qualification for office. Any Overseer 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 New York-Presbyterian Hospital shall vacate such membership on the Board of Overseers 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 Overseers caused by resignation, age limitation, death or otherwise than by expiration of term may be filled for the balance of the unexpired term. In the event of a vacancy in a public membership, the Overseers shall elect an appropriate candidate to hold office during the unexpired portion of the vacant term. In the event of a vacancy in the trustee membership, the Board of Trustees or its Executive Committee shall elect an appropriate candidate to hold office during the unexpired portion of the vacant term.

4. Holdover: Each Overseer shall hold office until the expiration of the term for which the individual is elected, and until a successor has been elected, unless the incumbent's term of office is terminated at an earlier date by operation of this Resolution.

5. Election of Overseers: Election of Overseers 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 Overseers 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 Overseers 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 Overseers:

(a) Chair: The Chair of the Overseers shall be elected for a two (2) year term, or for the remainder of his or her term as Overseer, whichever is shorter, from among its members by majority vote. It shall be the duty of the Chair to preside at meetings of the Overseers and to exercise the usual functions of a presiding officer, including the supervision of activities of the Board and its committees.

(b) Co-Chair: There shall be a Co-Chair of the Board of Overseers, effective January 1, 2012, and extending to December 31, 2014, elected from among its members by majority vote of the entire membership. The Co-Chair shall provide guidance and assistance to the Chair and Vice Chair(s) as necessary, but shall not be called upon to serve the Overseers as its presiding officer in the absence of the Chair nor be assigned to perform any other duties.

(c) 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 Overseer, whichever is shorter, from among its members by majority vote of the entire membership. When the Chair is a trustee, at least one Vice Chair shall be a public member and vice versa. In the absence of the Chair, a Vice Chair shall serve the Overseers as its presiding officer. He or she shall perform such duties as the Board may assign from time to time.

(d) Secretary: The Secretary of the Medical College shall be the *ex officio* Secretary of the Overseers. 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 Overseers, and perform such other duties as may be assigned by the Overseers.

7. Meetings:

(a) Regular Meetings: There shall be not less than four (4) regular meetings of the Overseers each year, to be held at times and places which shall be fixed by the Overseers 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 Overseers at least fifteen (15) days in advance of the date fixed.

(b) Special Meetings: Special meetings of the Overseers 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 Overseers 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 Overseers need not be given to any Overseer who submits a signed waiver or 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: Special meetings 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. In case of special need,

approved by the Chair, Overseers may attend regular meetings by telephone so long as all members participating in the meeting can 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 Overseers 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 Overseers a total of twenty (20) voting members shall constitute a quorum for the transaction of business.

9. Life Overseers: The Overseers may elect one or more persons to the honorary position of Life Overseer at any meeting. The concurring vote of a majority of those present and voting, or eight (8) members, whichever is greater, shall be necessary to elect. The term of office for a Life Overseer shall be for life. Life Overseers shall be encouraged to attend and participate in meetings of the Board but may not vote or hold elective office on the Board. Life Overseers may be elected as voting members of committees of the Board.

ARTICLE II THE COMMITTEES OF THE BOARD OF OVERSEERS

A. Standing Committees:

1. The standing committees of the Overseers shall be the Executive Committee, the Membership and Nominating Committee, the Student Affairs and Education Committee, the Development Committee, the Government Relations, Community Affairs and Domestic Affiliations Committee, the Business and Finance Committee, the International Affairs Committee, the Clinical Affairs/Physician Organization Committee, and the Real Estate, Renovation and Facilities Planning Committee. The Overseers may elect non-overseers to serve as non-voting members of such committees. Any of such standing committees may invite non-Overseers 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 entire Board of Overseers upon nomination by the Membership and Nominating Committee or from the floor, and for terms effective for the following fiscal year. Vacancies in unexpired terms may be filled by the Overseers at the next regular meeting and in similar manner.

3. In reconstituting each standing committee, except the Executive Committee, the Overseers shall elect a chair thereof. Such chair shall be nominated by the Chair of the Overseers from among the committee members after receiving recommendations from the Membership and Nominating Committee. The Chair of the Overseers, or a member the Chair designates, shall chair the Executive Committee.

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

5. The standing committees shall hold regular meetings throughout the year pursuant to schedule or on call, as may be determined by action of the Overseers or of the

respective committees. Special meetings may be called by the committee chair, the Chair of the Overseers, the President of the University, the Dean-Provost, or upon written request of any three (3) members of the committee, addressed to the committee's 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 Nominating 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 similar communication equipment that allows all members participating in the meeting to hear each other at the same time. Where approved by the committee Chair, Overseers may attend regular committee meetings by telephone 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. Each standing 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.

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

7. 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 Medical College. 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 Overseers or non-Overseers 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 the Chair of the Overseers, the Chair of the Board of Trustees, the President of the University, and the Dean-Provost, each *ex officio*, together with Overseer members to be elected by the Board of Overseers. The Chair of the Overseers, 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 the Medical College and the Graduate School, as prepared by the Dean-Provost and reviewed by the Business and Finance Committee. The Overseer Executive Committee shall transmit such plan, together with its recommendations thereon, to the full Board of Overseers

for its review and approval prior to final action by the Board of Trustees before the commencement of each fiscal year.

3. Personnel: The Committee shall review the salary of the Dean-Provost from time to time, and recommend adjustments to the Executive Committee of the Board of Trustees. At least every five years the Committee shall evaluate the performance of the Dean-Provost and shall advise with the Dean-Provost thereon. 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 Overseers. The Committee shall report to the President of the University and the Board of Overseers concerning such matters, as appropriate.

The Committee shall approve, upon recommendation of the Dean-Provost, the appointment of all deans, vice deans, associate or vice provosts, and department chairs. The Committee, on recommendation of the Dean-Provost, shall prescribe the duties of such senior administrators of the Medical College and Graduate School.

The Committee, on recommendation of the Dean-Provost, shall approve the compensation of faculty and such administrators as authorized by guidelines prescribed by the Board of Trustees. In addition, the Committee shall review and recommend to the Executive Committee of the Board of Trustees all compensation at the Medical College and the Graduate School that exceeds the authority of the Board of Overseers.

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 the Medical College and Graduate School.

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

5. Interim Powers: Between meetings of the Board of Overseers, 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 Overseers.

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

C. Membership and Nominating Committee:

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

2. The Membership and Nominating Committee shall regularly assess the Overseer's membership needs to assure a membership best able to govern the Medical College. It shall give notice to the Secretary of the Corporation of forthcoming vacancies of Trustee positions on the Board of Overseers. The Trustee Committee on Board Membership shall nominate trustees for election by the Board of Trustees. The Membership and Nominating Committee shall nominate candidates to fill vacancies among the faculty, student and public

members on the Board of Overseers. Such nominations shall be filed in writing with the Secretary of the Overseers.

3. The Committee shall nominate Overseer members to serve as Chair and Vice Chair of the Board of Overseers and to serve on standing committees. The Committee shall recommend to the Chair of the Board of Overseers persons to be nominated for the chair of each standing committee.

4. The Committee shall provide for the orientation of new members as to the organization and functions of the Overseers, responsibilities of individual Overseers, and the organization, function and mission of the Medical College and Graduate School of Medical Sciences.

D. Development Committee:

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

2. The Development Committee shall provide policy guidance and leadership to the Overseers with respect to securing new financial and other support for the Medical College and Graduate School of Medical Sciences and for ongoing operations and capital campaigns.

3. The Development Committee shall serve as the steering committee for Medical College and Graduate School 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 Overseers, the Chair of the Board of Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Overseer members elected by the Overseers and such number of non-Overseers as may be elected to the Committee by the Overseers from time to time.

2. The Student Affairs and Education Committee shall consider, review and advise the Overseers 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; 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 Overseers from time to time.

F. Government Relations, Community Affairs and Domestic Affiliations Committee:

1. The Government Relations, Community Affairs and Domestic Affiliations Committee shall consist of the Chair of the Overseers, the Chair of the Board of Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of

seven (7) Overseer members elected by the Overseers and such number of non-Overseers as may be elected to the Committee by the Overseers from time to time.

2. The Government Relations, Community Affairs and Domestic Affiliations Committee shall monitor and review and advise the Overseers with respect to existing and prospective relationships among the Medical College and 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 the Medical College. 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 the Medical College.

G. Business and Finance Committee:

1. The Business and Finance Committee shall consist of the Chair of the Overseers, the Chair of the Board of Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Overseer members elected by the Overseers and such number of non-Overseers as may be elected to the Committee by the Overseers from time to time. The President shall designate a senior officer of the University as an additional participant on the Committee.

2. The Committee shall exercise general supervision over the financial and accounting affairs of the Medical College and Graduate School, including the state of assets and liabilities and revenues and expenditures. It will consider the annual plan of fiscal operation and transmit it, together with recommendations thereon, to the Executive Committee for action prior to submission for approval by the Overseers and ratification by the Trustees.

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 Overseers with its comments thereon, giving attention to the current and long-term fiscal needs of the Medical College and Graduate School of Medical Sciences.

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 the Medical College's insurance and risk management programs.

6. The Committee shall review, and, where appropriate, recommend for approval to the Overseers, significant (domestic) business relationships and contracts that are consistent with forwarding the Medical College's mission.

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

H. International Affairs Committee:

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

2. The International Affairs Committee shall regularly consider, review and advise the Board on international relationships between the Medical College and other entities with respect to health care systems and affiliations. It shall discuss, recommend and monitor 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 Overseers, the Chair of the Board of Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Overseer members to be elected by the Overseers and such number of non-Overseers as may be elected to the Committee by the Overseers from time to time.

2. The Committee shall consider, review and advise the Overseers with respect to matters and issues relating to the clinical faculty including, but not limited to, the Physician Organization and the Medical College's clinical programs and activities with the NewYork-Presbyterian Hospital and its System.

J. Real Estate, Renovation and Facilities Planning Committee:

1. The Real Estate, Renovation and Facilities Planning Committee shall consist of the Chair of the Overseers, the Chair of the Board of Trustees, the President of the University and the Dean-Provost, each *ex officio*, together with a minimum of seven (7) Overseer members to be elected by the Overseers and such number of non-Overseers as may be elected to the Committee by the Overseers from time to time.

2. The Committee shall advise the Overseers regarding the capital plans and policies and facilities matters of the Medical College and Graduate School. The Executive Vice President for Finance and Administration of the University shall advise and consult with the Committee in relation to such matters, as necessary.

3. The Committee shall review and approve the Medical College'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. Special Committees:

The Overseers 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 Overseers. The Overseers 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 defined for the standing committees.

Gov. Res. 2011