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**GOVERNANCE DOCUMENT  
OF THE  
UNIVERSITY OF MASSACHUSETTS WORCESTER**

# **GOVERNANCE OF THE UNIVERSITY OF MASSACHUSETTS WORCESTER**

## **INTRODUCTION**

The University of Massachusetts Worcester (UMW) [also known as the University of Massachusetts Medical School (UMMS)] was created by an Act of the Massachusetts legislature in 1962. For purposes of clarity, UMW / UMMS will herein be referred to as UMW. UMW's main campus is located in Worcester, Massachusetts, and UMW is one of five campuses that comprise the University of Massachusetts (University) educational system.

UMW consists of the School of Medicine (SOM), the Graduate School of Biomedical Science (GSBS), the Graduate School of Nursing (GSN), and such other schools as may be developed. Currently, the three Schools identified are the sole degree-awarding entities.

UMW's primary clinical partner is the UMass Memorial Health Care, Inc. (UMMHC), a relationship created through an Act of the Massachusetts legislature (Chapter 163 of the Acts of 1997) and certain contractual agreements entered into in 1998, including but not limited to the Amended and Restated Definitive Agreement dated March 31, 1998. UMW & UMMHC participate in a dual-employment arrangement under which clinical faculty may receive a portion of their salary from the UMMHC for the provision of clinical services. In addition to UMMHC, UMW engages in contractual and affiliate arrangements with other entities for mission related activities.

UMW is the health science campus of the University and is subject to the jurisdiction of the University's Board of Trustees and President. This Governance Document applies to UMW's faculty, students and administration insofar as it is consistent with the University's Board of Trustees Statement of University Governance (Doc. T73-098, as amended).

The purpose of this Governance Document is four-fold. First, it describes the administrative organization of the UMW campus. Second, it defines the roles and duties of the governance structure. Third, it establishes the governing bodies, their areas of governance, and the processes by which faculty and student affairs policies and program decisions are reviewed within UMW. Fourth, and consistent with the principal of joint effort described in the above referenced Trustee Document T73-098, it provides a mechanism by which UMW's faculty as a whole and representatives of the faculty and students participate through committees in the policy and decision-making processes that affect the UMW campus, and by which the UMW campus is informed of critical deliberations and decisions.

The University's Board of Trustees, while retaining ultimate legal authority in governing the University, recognizes the governance roles exercised by UMW's Chancellor, Provost, Deans, faculty and students. The University further recognizes the rights, responsibilities and privileges of the faculty and students to advise on policies affecting their campus and ultimately the University (Doc. T73-098 as amended). Each School of UMW promulgates its own bylaws under the general principles set forth in this document.

This Governance Document supersedes any earlier version of UMW's governance (the subject Doc. T03-035). UMW recognizes that other campus, School, and University policies or procedures as well as Federal and State laws and regulations exist relating to certain subject matters described herein. In case of conflict between this Governance Document and other campus or School policies or procedures, this Governance Document shall take precedence. In case of conflict between this Governance Document and University policy or Federal/State law or regulation, the University policy and Federal/State law or regulation shall take precedence.

## **ARTICLE I: DEFINITIONS**

Words and phrases shall be construed according to the common and approved usage of the language, but technical words and phrases and such others as have acquired a peculiar and appropriate meaning shall be construed and understood according to such meaning. Words imparting the singular number may be extended and applied to several persons or things, and words imparting the plural number may include the singular. As used in these policies and procedural standards, the following terms shall have the meaning herein given unless otherwise and expressly provided:

**"Academic Activities"** - those activities performed as a faculty member in one or more of the four (4) core missions of UMW:

- i. Education Mission: activities such as the provision of formal lectures, seminars, student conferences or one-on-one teaching of students at various levels, development of new curricula and/or development of educational policies.
- ii. Research and Scholarly Activity Mission: activities such as the performance of investigator-initiated or collaborative research; publication(s) in peer-reviewed journals; invited presentations; publication of reviews, books and book chapters; gathering of data; funded grants and contracts; and the submission of grants.
- iii. Health Care Delivery Mission: activities such as assisting in the delivery of high quality, state of the art health care in an appropriate setting, which is recognized as such by peers; expanding the horizons of clinical care by developing new diagnostic or therapeutic methods; establishing new clinical services.
- iv. Service Mission: service and administrative duties within UMW, the University and/or the national/international community, such as:
  - 1) serving as member or officer of a UMW / University committee, advisory body, or in the administration of a UMW / University entity (e.g. cores, sections, programs, divisions, departments, schools);
  - 2) serving as a member of a study section, editorial board, Federal/State/Local governmental advisory body or a professionally-related scientific or educational organization; and
  - 3) volunteer service on local community boards, nonprofit agencies, and schools.

**“Faculty”** - all individuals appointed as faculty members, including employed and voluntary members.

**“Faculty-at-large”** - the employed (full and part-time) faculty of UMW as defined in the appropriate School’s Academic Personnel Policy.

**“Interim”** - a temporary or provisional appointment resulting from a vacancy in a permanent position.

**“Acting”** - a temporary or provisional appointment during which time the incumbent may be on a leave of absence or sabbatical.

## **ARTICLE II: ORGANIZATIONAL STRUCTURE**

### **A. Schools**

UMW consists of the SOM, the GSBS, the GSN, and such other schools as may be developed. Schools are the sole degree awarding entities.

#### **1. Bylaws**

Schools shall prepare, adopt and regularly review bylaws for the purpose of establishing School-specific organizational structure and standard operating procedures, including formulating educational policy. As defined in said bylaws, Schools may (1) be organized into Departments; and (2) establish Representative Bodies and Standing Committees consistent with the principle of joint effort described in the University’s Board of Trustees Statement of University Governance (Doc. T73-098, as amended).

Schools should regularly review their bylaws at a minimum of every five years. Any faculty member within a particular School may propose an amendment to that School’s bylaws. A proposed amendment shall be handled as follows:

#### **a. Amendments**

- i. The proposed bylaw amendment must be in writing and provided to the Secretary of that School’s faculty Representative Body. The Secretary will transmit the proposed amendment to the Office of the Dean, unless the amendment originated from that Office.
- ii. The proposed amendment shall be included as an agenda item at a reasonably soon future meeting of that School’s faculty Representative Body. The proposer and a representative of the Dean’s Office will be provided an opportunity to address the body.
- iii. The officers of that School’s faculty Representative Body will finalize the language for the proposed amendment. During this time, the amendment will be transmitted to

- the Vice Provost for Faculty Affairs who shall facilitate administrative and legal review.
- iv. At a future meeting of that School's faculty Representative Body, a vote will be taken on whether to recommend adoption of the amendment. Before such a vote is taken, the Office of the Dean may state its position on the amendment and the Vice Provost for Faculty Affairs may report on the results of the administrative and legal review.
  - v. A two-thirds majority vote to recommend adoption shall result in the proposed amendment being forwarded to the campus' Faculty Council and Executive Council for review and consultation. These two Councils may provide a recommendation (positive or negative) to the School's faculty Representative Body.
  - vi. The proposed amendment (including the recommendations, if any, of the Dean's Office and the Faculty and Executive Councils) shall be transmitted to the Faculty-at-large of that School for a vote on the amendment. A simple majority of votes cast shall be required for approval and adoption.

**b. Ratification**

Those Schools that already have bylaws in existence remain in full force and effect subject to any subsequent amendments. A School seeking initial ratification of its bylaws must conform to the Amendment language above (Article II.A.1.a.) and then obtain approval from the Provost and Chancellor.

**2. Academic Departments**

Academic Departments are administrative subdivisions of a School organized for the purpose of one or more of UMW's four (4) core missions as defined in Academic Activities. The Department's faculty shall perform these activities, as overseen and managed by the Department Chair, consistent with the provisions of this document and Trustees' policies and in a manner that does not adversely impact the operations of other Departments or Schools. Recommendations for appointments, reappointments, promotions and tenure to a School that has Departments shall be made within a particular Department. The process for conferring academic appointments, including reappointments, promotions and tenure may be found in the appropriate school's Academic Personnel Policy or bylaws.

Departments may create departmental divisions based on recognized subspecialties within the Department's academic discipline. Establishment of new academic Departments or consolidation or realignment of existing Departments may be recommended by either the Faculty, Chairs, Deans, Provost, or Chancellor. Such recommendations shall be forwarded to, and administered by the Dean of the relevant School. The School's faculty Representative Body, the Faculty Council and Executive Council shall be consulted throughout the review process of any such recommendation. Any such recommendation shall be subject to approval by the Provost and the Chancellor.

## **B. Programs, Centers and Institutes**

Programs, Centers and Institutes are organizational units created to implement academic and training programs, clinical or community service, or research activities that cannot ordinarily be accommodated within existing School and Departmental structures. Programs, Centers and Institutes cannot award degrees and cannot confer faculty appointments. Rather, faculty associated within Programs, Centers and Institutes must have appointments in Schools (and if applicable, Departments).

### **1. Programs**

Programs represent a thematically-aligned group of faculty members who share an academic research focus under the leadership of a Director and may serve as sponsors for degree-granting programs, concentrations, and courses. The establishment, approval and administration of Programs is governed by each School's Bylaws.

### **2. Centers and Institutes**

The definition, establishment, approval and administration of Centers and Institutes is governed by the University of Massachusetts Board of Trustees Policy On Centers and Institutes (Doc. T96-096, as amended).

## **ARTICLE III: EXECUTIVE AUTHORITY**

The Chancellor is the chief academic and executive officer of the campus (Doc. T73-098, as amended). Executive authority within UMW shall reside in the Chancellor and in those officers to whom the Board of Trustees, the President and the Chancellor have delegated certain responsibilities and privileges. The Chancellor delegates to the Provost the academic authority for the Schools. The Provost delegates to the Dean of each School the executive authority and academic responsibility for each School.

## **ARTICLE IV: GOVERNANCE STRUCTURE**

### **A. Chancellor**

#### **1. Activities**

As the chief academic and executive officer of UMW (Doc. T73-098, as amended), the Chancellor, in accordance with University Policy and this document, is responsible to the President for administering all aspects of the UMW campus.

#### **2. Appointment**

The University's Trustees will appoint the Chancellor in accordance with Board of Trustee Statement on University Governance (Doc. T73-098, as amended). Appointment of the Chancellor shall also be done in accord with the Amended and Restated Definitive Agreement dated March 31, 1998, and as may be amended.

### **3. Review and Evaluation**

The President shall conduct a review and evaluation of the Chancellor in accordance with University Guidelines on the Review and Evaluation of Senior Administrators (Doc. T93-080 as amended).

## **B. Provost**

### **1. Activities**

The Provost, upon authority delegated by the Chancellor, shall be responsible for the oversight of the UMW academic enterprise by shaping the intellectual life of the campus, most specifically through decisions affecting the quality of the faculty, the promotion of academic values and standards, and the adaptation of the campus to changing needs (University Guidelines on the Review and Evaluation of Senior Administrators, Doc. T93-080 as amended). He/she shall further have the responsibility to inform, seek advice from, and represent the interests of the UMW faculty, students and Deans. He/she shall have the authority to delegate management and governance of each of the Schools to the respective Deans. Consistent with the University's Board of Trustees Statement of University Governance (Doc. T73-098, as amended), he/she shall advise the Chancellor on the appointment of the Deans. The Provost will appoint the Vice Provost(s) and other academic and non-academic staff to support the academic mission upon delegation by the Chancellor.

### **2. Appointment**

The Chancellor will appoint the Provost in accordance with Board of Trustee Statement on University Governance (Doc. T73-098, as amended). Notwithstanding any provision to the contrary, the Chancellor may appoint an individual as interim Provost as needed and until such time as the vacancy is filled. Further, the Chancellor may appoint an individual as acting Provost in the event of a leave of absence or sabbatical.

### **3. Review and Evaluation**

The Chancellor shall conduct a review and evaluation of the Provost in accordance with University Guidelines on the Review and Evaluation of Senior Administrators (Doc. T93-080, as amended).

## **C. Deans**

### **1. Activities**

Each Dean, upon authority delegated by the Provost, shall be responsible for the operation of a School, both with regard to internal organization and its relationship with the campus as a whole, and for maintaining standards of excellence in each of the mission areas, as appropriate. He/she shall further have the responsibility to inform, seek advice from, and represent the interests of the School's faculty.

It shall remain the prerogative of the School under the leadership of each Dean to establish and maintain standard operating procedures consistent with the provisions of this document and University Trustee policies.

## **2. Appointment**

The Chancellor will appoint the Dean in accordance with Board of Trustee Statement on University Governance (Doc. T73-098, as amended). Notwithstanding any provision to the contrary, the Chancellor may appoint an individual as interim Dean until such time as the vacancy is filled. Further, the Chancellor may appoint an individual as acting Dean in the event of a leave of absence or sabbatical.

## **3. Review and Evaluation**

The Chancellor shall conduct a review and evaluation of each Dean in accordance with University Guidelines on the Review and Evaluation of Senior Administrators (Doc. T93-080, as amended). The Chancellor may at his/her discretion delegate the authority for evaluating each Dean to the Provost.

# **D. Department Chairs**

## **1. Activities**

Each Chair, upon authority delegated by the Dean, shall be responsible for the operation of a Department both with regard to its internal organization and its relationship with the School, and for maintaining standards of excellence in each of the mission areas, as appropriate. He/she shall further have the responsibility to inform, seek advice from, and represent the interests of the departmental faculty. The Chair, following the processes found in the appropriate school's Academic Personnel Policy or bylaws, shall determine appropriate academic affiliations within their Department and contributions to the educational programs, as well as make recommendations on faculty appointments and academic advancement via promotion and/or tenure.

## **2. Appointment**

Selection and replacement of Chairs will occur as described in the respective bylaws for the Schools with Departments.

## **3. Review and Evaluation**

The Dean of the School shall conduct a review and evaluation of each Chair within their School as described in the respective bylaws for the Schools with Departments.

# **E. Program Directors**

## **1. Activities**

Each Director, upon authority delegated by the Dean, shall be responsible for the operation of a Program both with regard to its internal organization and its relationship with Departments and the School, and for maintaining standards of excellence in each of the mission areas, as appropriate. He/she shall further have the responsibility to inform, seek advice from, and represent the interests of the Faculty within the Program. The Director will consult with the Dean and Department Chairs to determine an appropriate academic affiliation for faculty appointments, contributions to the educational programs, and in the process for academic advancement via promotion and/or tenure.

**2. Appointment**

Selection and replacement of Directors will occur as described in the respective bylaws for the Schools with Programs.

**3. Review and Evaluation**

The Dean of the School shall conduct a review and evaluation of each Director within their School as described in the respective bylaws for the Schools with Programs.

**F. Center and Institute Directors**

**1. Activities**

The Director, upon authority delegated by the Dean, shall be responsible for the operation of the Center or Institute both with regard to its internal organization and its relationship with the Schools as a whole, and for maintaining standards of excellence in each of the mission areas, as appropriate. He/she shall further have the responsibility to inform, seek advice from, and represent the interests of the faculty within the Center or Institute. The Director will consult with Deans and Department Chairs to determine an appropriate academic affiliation for faculty appointments, contributions to the educational programs, and in the process for academic advancement via promotion and/or tenure.

**2. Appointment**

Selection and appointment of Center and Institute Directors shall be in accord with University of Massachusetts Board of Trustees Policy on Centers and Institutes (Doc. T96-096, as amended). Notwithstanding any provision to the contrary, the Dean and Provost may appoint an individual as interim Director until such time as the vacancy is filled. Further, the Dean and Provost may appoint an individual as acting director in the event of a leave of absence or sabbatical.

**3. Review and Evaluation**

Consistent with University of Massachusetts Board of Trustees Policy on Centers and Institutes (Doc. T96-096, as amended), the Dean of the School and the Provost shall conduct a review and evaluation of each Director within their School. Such a review and evaluation shall be conducted every five (5) years.

**G. The Faculty**

**1. Activities**

The Faculty, upon authority delegated by the Chair or Dean, shall be responsible for performing Academic Activities. The Faculty may initiate recommendations, and shall be consulted on matters related to learning and teaching, including curriculum, subject matter and methods of instruction, research, admissions, libraries, and other aspects of campus life which directly relate to the educational process, and making recommendations concerning faculty appointments, reappointments, promotions, and tenure. Acceptance of appointment to the faculty obligates faculty members to assume a share of responsibility for governance of UMW and to provide service related to that

governance. The Faculty, through the Governing Bodies and Representative Bodies, participate in the policy and decision making processes that affect UMW campus and its schools. When appropriate, the Faculty, through the Governing Bodies, Representative Bodies and Standing Committees, contribute to long range planning, preparation of budget requests and the allocation of available resources.

## **2. Membership**

The Faculty shall include all persons with academic appointments in the SOM, GSN, GSBS, and such other schools as may be developed.

## **3. Meetings**

Meetings of the Faculty may occur from time-to-time to discuss any matter pertaining to UMW. Such meetings may be called at any time by the University President, Chancellor, Provost, Dean of any School, Chair of the Faculty Council, Chair of the Executive Council or, upon petition, by any 20 members of the faculty or by 50 students of any one School.

- a. All faculty members shall receive written notification of the time, place, and agenda of all faculty meetings from the Secretary of the Faculty Council at least fourteen (14) working days in advance thereof.
- b. The Rules Committee of the Faculty Council shall prepare the agenda, which shall include the items submitted by those calling the meeting. Only those items on the agenda may be discussed and voted on.
- c. The Chair of the Faculty Council shall preside.
- d. Resolutions for consideration arising out of such faculty meetings shall require a majority vote of those present at the meeting and only the "Faculty-at-large" are eligible to vote. Any such approved resolutions may be forwarded either:
  - i. to the Faculty Council and Executive Council for additional consideration consistent with this Document; or
  - ii. directly to the Faculty-at-large for a vote administered by the Office of Faculty Affairs. Only those resolutions that receive a minimum of fifteen percent (15%) favorable vote of the Faculty-at-large shall be forwarded to the Chancellor for review and consideration.
- e. In the event of an "emergency" – as determined in the sole and exclusive discretion by a majority vote of a meeting of the University President, Chancellor, Provost and Chairs of the Executive and Faculty Councils – the written notification of such a special meeting to all faculty members shall be within three (3) working days.

#### **4. Review and Evaluation**

The Chair, Director or Dean (in schools without Departments) shall conduct an annual review and evaluation of each faculty member within their respective unit.

### **ARTICLE V: GOVERNING BODIES**

#### **A. Executive Council**

##### **1. Duties**

- a. The Executive Council shall advise the Chancellor and Provost on substantive matters pertaining to the governance of UMW and shall be consulted before decisions are reached on such matters.
- b. The Executive Council may recommend representatives to serve on multi-campus committees and task forces established by the University President.
- c. The Executive Council may advise the Chancellor and Provost on the composition and charge of search committees for senior leadership positions, and may also provide recommendations on the appointment of candidates for senior leadership positions, including interim or acting positions.
- d. The Executive Council shall vote (within 120 days of delivery) on all written recommendations forwarded to it by the Faculty Council.
  - i. If the Executive Council approves the recommendation, it shall be forwarded to the Chancellor for consideration/action consistent with the requirements of Article II.D.3., of the "Board of Trustees Statement on University Governance" (Doc. T73-098, as amended).
  - ii. If the Executive Council does not approve the recommendation, it shall be returned to the Faculty Council for reconsideration, along with the Executive Council's specific objections or proposed amendments.
  - iii. If a reconsidered recommendation is approved by the Executive Council, it shall be forwarded to the Chancellor for consideration/action consistent with the requirements of Article II.D.3., of the "Board of Trustees Statement on University Governance" (Doc. T73-098, as amended).
  - iv. If a reconsidered recommendation is not approved by the Executive Council within 90 days of delivery, it shall be referred to the Consensus Committee (Article V.C. below).

##### **2. Membership**

- a. Voting membership in the Executive Council shall consist of the following:
  - i. Chairs of academic Departments.

- ii. Chair and Vice-Chair of the Faculty Council.
  - iii. Chair of the Educational Policy Committee of the SOM; Chair of the Curriculum Committee of the GSN; Chair of the Graduate Council of the GSBS.
  - iv. Chair of the Student Government Alliance.
  - v. Deans of the SOM, GSN, GSBS, and such other schools as may be developed.
- b. Non-voting membership of the Executive Council shall consist of the following: the Chancellor; Executive Vice Chancellors; Provost; Vice Provosts; Associate Provosts; Senior Associate Deans; Chief Diversity Officer; CEO of UMMHC; President of UMMMC; Directors of Centers, Programs and Institutes and other representatives or administrative officials as may be designated annually by majority vote of the Executive Council.

### **3. Officers**

The Executive Council shall elect annually from among its voting faculty membership the following officers:

- a. Chair, who shall preside at all meetings and serve as Chair of the Rules Committee.
- b. Vice Chair, who shall preside at any meetings when the Chair is absent.

### **4. Rules Committee**

The Rules Committee of the Executive Council shall be comprised of the following: the Chair and Vice Chair of the Executive Council, the Chair of the Faculty Council, the Vice Provost for Faculty Affairs, the Deans of each of the Schools and one additional voting member of the Executive Council elected annually by the Executive Council from its voting membership.

Duties shall include the following:

- a. Preparation of the agenda of the Executive Council. The Rules Committee shall review all requested agenda items submitted by the President, the Chancellor, the Provost, the Dean of any School, the Chair of the Faculty Council, the Chair of the Student Government Alliance, the Chair of any Standing Committee or any other member of the Executive Council. If the proposed agenda item is within the Executive Council's stated duties, it shall be placed on the agenda of the meeting date requested or, if that request cannot be accommodated, on the agenda of the earliest next meeting date.
- b. Invitation of nonmembers to attend an Executive Council meeting(s) - if such individuals will make substantive contributions to particular deliberations, or that the

vital interests of such individuals or groups of individuals may be materially affected by particular deliberations.

- c. Resolution of procedural matters, including the appointment of Executive Council members to a Consensus Committee as needed.
- d. Preparation of a list of representatives or administrative officials to be considered for non-voting membership on an annual basis.
- e. Other duties assigned by the Executive Council or the Chair.

## **5. Meetings**

The schedule of meetings shall be published at the first meeting of the academic year, and any subsequent changes in those dates will require notification at least seven (7) days in advance of the meeting.

- a. Special meetings may be called at the request of the President, the Chancellor, the Provost, the Dean of any School, any three voting members of the Executive Council, the Chair of the Faculty Council, or, upon petition, by any 20 members of the faculty or by 50 students of any one School.
- b. One half of the voting members shall constitute a quorum. Members may attend and vote by teleconference, video conference, or any other technology that allows full participation by the voting member. Representation and/or vote by proxy is not permitted.
- c. Recommendations (votes) of the Executive Council shall require a simple majority of those present provided that:
  - i. A quorum is present.
  - ii. The agenda and notice of the meeting was distributed to the members at least three days in advance of the meeting and only topics listed on the agenda are acted upon.

## **6. Bylaws**

The Executive Council shall regularly review its bylaws, and at a minimum every five (5) years.

## **B. Faculty Council**

### **1. Duties**

- a. Provide advice to the Chancellor, Provost, Deans, and the Executive Council on matters of governance of UMW and other matters of interest affecting the Faculty and faculty life.

- b. The Chancellor and Provost may consult with the Faculty Council on the composition and charge of search committees for senior leadership positions.
- c. Receive informational reports from and provide input to all campus-wide Standing Committees and the educational committees of each school. Develop recommendations and resolutions regarding matters affecting faculty life.
- d. Recommend representatives to serve on UMW committees and, as requested by the Chancellor or Provost, recommend representatives to serve on multi-campus committees and task forces established by the University President.
- e. Whenever possible, the Faculty Council shall be advised of substantive changes in administrative policies affecting faculty life prior to the implementation of these policies.

**2. Membership**

- a. Voting membership of the Faculty Council shall consist of:
  - i. Representatives of the Faculty elected by each School or Department (for Schools with Departments) in a number related to its complement of Faculty-at-large as follows:
 

1 – 100:	1 representative
101 – 200:	2 representatives
201 – 300:	3 representatives
301 or greater:	4 representatives
  - ii. Chairs of each school’s faculty Representative Body.
  - iii. One President of each school’s student Representative Body.
- b. Non-voting membership of the Faculty Council shall consist of the following: the Chancellor; Provost; Deans of each of the schools; Vice Provost for Faculty Affairs and other representatives or administrative officials as may be designated annually by majority vote of the Faculty Council.

**3. Officers**

The Faculty Council shall elect biennially from among its voting membership who are Faculty-at-large the following officers:

- a. Chair, who shall:
  - i. Preside at all meetings.

- ii. Serve as Chair of the Rules Committee of the Faculty Council.
  - iii. Serve as a member of the Executive Council and its Rules Committee.
  - iv. Serve as representative of the UMW faculty to the University Board of Trustees.
- b. Vice-Chair, who shall:
- i. Preside at all meetings in the absence of the Chair.
  - ii. Serve as a member of the Rules Committee of the Faculty Council.
  - iii. Serve as a member of the Executive Council.
  - iv. Serve as the alternate representative of the UMW faculty to the University Board of Trustees.
- c. Secretary (not to exceed two positions), who shall:
- i. Serve as a member of the Rules Committee of the Faculty Council.
  - ii. Review minutes for accuracy.
  - iii. Ensure the following is completed in a timely manner:
    - 1) Notify all members of forthcoming meetings and distribute and publish the agenda at least three working days in advance of all regularly scheduled meetings.
    - 2) Assure distribution of minutes to the faculty.
- d. In selecting the above Officers, the Voting Membership shall give consideration to representation of all Schools and both clinical and basic sciences.
- e. The Immediate Past Chair shall serve in an advisory capacity to the current Chair.

**4. Rules Committee**

The Rules Committee of the Faculty Council shall be comprised of the Chair, the Vice Chair, the Secretary, and one additional voting member of the Faculty Council appointed by the Faculty Council. Its duties include:

- a. Preparation of the agenda of the Faculty Council. The Rules Committee shall review all proposed agenda items submitted by the President, the Chancellor, the Provost, the Deans of any School, the Presidents of each School's student body committee, the Chair of any Standing Committee or any other UMW faculty member. If the

proposed agenda item is within the Faculty Council's stated duties, it shall be placed on the agenda of the meeting date requested or, if that request cannot be accommodated, on the agenda of the earliest next meeting date.

- b. Resolution of procedural matters, including the appointment of Faculty Council members to a Consensus Committee as needed (Article V.C. below).
- c. Oversight of the election of representatives to the Faculty Council.
- d. Preparation of a list of representatives or administrative officials to be considered for non-voting membership on an annual basis.
- e. Other duties as assigned by the Faculty Council or the Chair.

## **5. Meetings**

The meetings of the Faculty Council shall be published at the first meeting of the academic year and any subsequent changes in those dates will require notification at least seven days in advance of the meeting.

- a. The Chair, or in his/her absence, the Vice Chair, shall call such special meetings as he/she deems necessary or at the request of the President, the Chancellor, the Provost, the Dean of any School, any three members of the Faculty Council, the Chair of the Executive Council, or upon petition, by any 20 members of the faculty or 50 students of any one School.
- b. One half of the voting membership shall constitute a quorum. Members may attend and vote by teleconference, video conference, or any other technology that allows full participation by the voting member. Representation and/or vote by proxy is not permitted.
- c. Recommendations of the Faculty Council shall require a simple majority vote of those present provided that:
  - i. A quorum is present.
  - ii. The agenda and notice of the meeting was distributed to the members at least three days in advance of the meeting and only topics listed on the agenda are acted upon.

## **6. Bylaws**

The Faculty Council shall regularly review its bylaws and at a minimum every 5 years.

## **C. Consensus Committee**

### **1. Duties**

- a. A Consensus Committee shall be established when a proposed recommendation from the Faculty Council to the Executive Council is not approved despite submission on two (2) occasions. The Consensus Committee shall review such recommendations in an effort to develop a revised recommendation that might be agreeable to both the Faculty Council and Executive Council.
- b. When a Consensus Committee is required to be established, it shall meet within thirty (30) days of the Executive Council's related action/inaction.
- c. If the Consensus Committee agrees to a revised recommendation, it shall be forwarded for ratification – first to the Faculty Council and then to the Executive Council for vote.
  - i. If the two bodies ratify the revised recommendation, it shall be forwarded to the Chancellor for consideration/action consistent with the requirements of Article II.D.3., of the “Board of Trustees Statement on University Governance” (Doc. T73-098, as amended).
  - ii. If either Council fails to ratify the revised recommendation, the revised recommendation and a report of each Council's decision shall be submitted to the Chancellor, with a copy to the Chairs of the Faculty Council and Executive Council. The Chancellor shall provide a written response within 60 calendar days.
- d. If the Consensus Committee is unable to reach agreement on a proposed recommendation, the proposed recommendation and a report of each Council's decision shall be submitted to the Chancellor, with a copy to the Chairs of the Faculty Council and Executive Council. The Chancellor shall provide a written response within 60 calendar days.
- e. If either the Consensus Committee fails to reach an agreement or either Council fails to ratify a revised recommendation from the Consensus Committee, a meeting of the faculty may be called for further consideration of the matter consistent with the requirements of Article IV, Section G.3.

### **2. Membership**

- a. Voting membership of the Consensus Committee shall consist of the following six (6) individuals: three members of the Executive Council and three members of the Faculty Council as nominated by the Rules Committee of each Council.
- b. Non-voting membership shall consist of the Chair of the Student Government Alliance.

## ARTICLE VI: STANDING COMMITTEES

### A. Types of Committees

At UMW, there are a number of committees that provide assistance to campus operations and provide input on campus policies and procedures. They are described as follows:

1. **Informal or ad hoc committees** as may be constituted by the Chancellor, Provost and/or Deans, usually for a particular purpose and may be for a limited time-frame. Due to the nature and number of these committees, they are not specifically named in this document. The written “charge” establishing such a committee shall set forth the membership, the purpose, and any procedural requirements for the meetings. Notice of the establishment of any such informal or ad hoc committees shall be timely provided to the Executive Council and Faculty Council.
2. **Statutorily-mandated committees** that exist to fulfill certain federal or state requirements will be established and maintained in compliance with the related statute and/or regulation (a list of current statutorily-mandated committees is attached as Appendix I).
3. **Standing Committees** (as stated below) report to either the Faculty Council, Executive Council, Provost and/or Chancellor, and generally advise and consult with certain specified UMW Committees or Leadership. The guiding principles in the establishment of these Standing Committees include but are not limited to any one or more of the following:
  - it serves an operational necessity for UMW;
  - it safeguards the interests of UMW;
  - it ensures ongoing faculty participation in matters of interest impacting the faculty and faculty life;
  - it promotes shared governance of UMW; and
  - it provides consistent campus-wide policy and procedure.

Such committees are integral in supporting the missions of UMW. These Standing Committees will fulfill their assigned duties, which the Chancellor may increase at his/her discretion. In carrying out their duties, these Committees shall not usurp material functions of administrative departments.

The general conditions and governance rules shall be as follows, unless otherwise explicitly stated for a particular Committee:

- a. Faculty member terms are for three years, unless otherwise stipulated herein. Membership on Standing Committees or their subcommittees shall be staggered so that one-third of the faculty members are appointed annually. Vacancies may be filled at any time. When a vacancy occurs on a Standing Committee, the Vice Provost for Faculty Affairs, after consulting with the Chair of the involved Standing

- Committee and the Nominations Committee, may fill the vacancy with another faculty member who shall serve until the term for that position expires or until the next regular faculty election.
- b. The Chancellor, Provost or their designee(s) may serve on all Standing Committees as non-voting ex-officio members.
  - c. Each Standing Committee may create a subcommittee to work on a particular issue under the Duties of the Standing Committee. Membership on such a subcommittee does not confer membership on the Standing Committee. Subcommittee members may attend Standing Committee meetings, but may only vote if they are also Standing Committee members.
  - d. Voting members of a Standing Committee or subcommittee shall elect the Chair with terms as specified in the particular committee's bylaws.
  - e. Only appointed/elected members of a Standing Committee have voting privileges.
  - f. Decisions (including the presence of a quorum) shall be determined by a simple majority of the voting membership. Such "votes" may be established by members participating in-person and/or via teleconference, video conference, or any other technology that allows full participation by the member. Proxy (absentee) voting is not permitted.
  - g. Upon request by either the Faculty Council or Executive Council, the Standing Committees shall make a report to the requesting Council.
  - h. Meetings shall be held as stated in their respective committee bylaws. Each Standing Committee shall prepare, adopt and regularly review their own bylaws for the purpose of establishing Chair, quorum and standard operating procedures. Committees shall regularly review their bylaws, and at a minimum every five (5) years. Proposed amendments shall be forwarded to the Chancellor and Provost for their review and input. Such amendments must then be approved by both the Faculty Council and the Executive Council.

## **B. Standing Committees**

### **1. Committee on Scientific and Research Affairs**

#### **a. Duties**

The Committee on Scientific Research and Affairs (CSRA) provides faculty input for considering and evaluating activities relating to research conducted in or administered through UMW. The Committee shall review the annual budget for the Office of Research and make recommendations to the Chancellor, Provost, Deans and the Executive Vice Chancellor for Research as to funding priorities. The Committee shall also regularly (at least once every three years) review the performance of each core

research facility and make recommendations as to the level of support that should be provided for such cores based on usage and customer satisfaction. The Committee may also serve as an ad hoc review panel for intramural grants, making recommendations for funding to the Chancellor, Provost, Deans and the Executive Vice Chancellor for Research.

**b. Advising and Reporting**

- i. The CSRA shall advise and consult with the Executive Council, Faculty Council and Student Government Alliance regarding matters and significant issues affecting the research environment.
- ii. The Chancellor, Provost, Deans and UMW's Executive Vice Chancellor for Research shall consult with the CSRA on research-related matters and significant issues affecting the research environment.
- iii. The CSRA shall advise and receive regular reports (at least annually) from Committees dealing with the research enterprise including but not limited to the Laboratory Safety Committee, the Radiation Safety Committee, the Committee for the Protection of Human Subjects in Research, the Institutional Animal Care and Use Committee.
- iv. The CSRA shall advise and report to the Executive Council and Faculty Council.

**c. Membership**

- i. Voting membership of the CSRA shall consist of the following:
  - 1) One (1) faculty member elected to represent each academic Department or School that consists of 100 or fewer Faculty-at-large; and Two (2) faculty members elected to represent each academic Department or School that consists of more than 100 Faculty-at-large. Each academic Department, budgeted program or school may have one elected non-voting co-representative per voting member, who may attend CSRA meetings and shall have voting rights in the absence of the elected representative.
  - 2) One student per School appointed by each School's student Representative Body.
  - 3) Any other academic unit, such as a Program, Center or Institute may request voting membership for a three year term to be approved by the voting membership of the CSRA.
- ii. Non-voting membership of the CSRA shall consist of the following:
- iii. The Chancellor, the Provost, the Deans of the Schools, Executive Vice Chancellor for Research and Vice Provost for Faculty Affairs.

## **2. Committee on Equal Opportunity and Diversity**

### **a. Duties**

The Committee on Equal Opportunity and Diversity (CEOD) supports innovations of personal and professional growth and advancement at all levels of employment and education. The CEOD collaborates with and provides oversight and feedback to UMW on its policies, procedures, and activities to meet the diversity goals of the institution. The CEOD promotes and enhances UMW's efforts to build a workforce that is culturally diverse and inclusive in recruiting, hiring, admitting, promoting, compensating, and retaining staff, faculty and students. The CEOD may provide input to the Chancellor on the appointment of candidates for senior leadership positions, including Provost, Deans, Chairs and Directors. The members will be responsible for organizing specialized subcommittees as needed and as defined in the Committee's bylaws.

### **b. Advising and Reporting**

- i. The CEOD shall work collaboratively with the institution's Vice Chancellor for Human Resources, Diversity and Inclusion and the Diversity and Equal Opportunity Office, supporting the development and implementation of the activities, policies and procedures associated with the diversity and inclusion efforts of UMW.
- ii. The CEOD shall report directly to the Chancellor.

### **c. Membership**

- i. Voting membership on the CEOD shall consist of the following:
  1. Fifteen members of the faculty representing all schools, appointed by the Nominations Committee;
  2. Fifteen staff members selected by a committee comprised of the Deputy Director for Administration and Finance of UMass Biological Laboratories (or designee), Chief of Staff for Commonwealth Medicine (or designee), Chief of Staff for the SOM Dean's Office (or designee), Chief of Staff for the Chancellor's Office (or designee) and chaired by the Vice Chancellor for Human Resources, Diversity and Inclusion;
  3. One student from each School, selected by the student Representative Body.
- ii. Non-voting membership shall consist of the following: Vice Provost for Faculty Affairs; Vice Chancellor for Human Resources, Diversity and Inclusion; and other representatives or administrative officials as may be designated annually by majority vote of the CEOD. Additional non-voting members shall be appointed annually by majority vote of the CEOD and may include members of the subcommittees and Faculty-at-Large.

### **3. Grievance Committee**

#### **a. Duties**

The Grievance Committee shall consider grievances of members of the faculty. A faculty grievance is defined in the Grievance Procedure for UMW (T88-038A, as amended).

#### **b. Advising and Reporting**

- i. The Grievance Committee shall consult with the Vice Provost for Faculty Affairs.
- ii. The Grievance Committee shall report to the Chancellor and Provost.

#### **c. Membership**

Voting membership of the Grievance Committee shall consist of seven (7) faculty members representing all Schools elected by vote of the Faculty-at-large from a slate proposed by the Nominations Committee. Faculty with significant administrative roles (e.g. Vice Chancellors, Deans and Chairs) are not eligible to serve as voting members.

### **4. Information Technology Committee**

#### **a. Duties**

The Information Technology Committee (ITC) shall provide input into all matters related to the research, education and clinical information technology needs of the faculty, staff and students. The members will be responsible for organizing specialized subcommittees as needed and as defined in the Committee's bylaws.

#### **b. Advising and Reporting**

- i. The ITC shall advise and consult with the Executive Council, Faculty Council, Committee on Scientific and Research Affairs, Student Government Alliance and the educational administration for each School.
- ii. UMW's Chief Information Officer shall consult with the Committee on the development and implementation of information technology infrastructure, policies and procedures, and the Committee may make recommendations to UMW's CIO concerning same.
- iii. The ITC shall report to the Faculty Council and Executive Council.

#### **c. Membership**

- i. Voting membership of the ITC shall consist of the following faculty members:
  - 1) Three faculty members (one from each School) appointed by the Nominations Committee.

- 2) Three faculty members selected by the Provost, representing the mission areas.
  - 3) One student appointed by the Student Government Alliance.
  - 4) One resident appointed by the Associate Dean for Graduate Medical Education.
- ii. Non-voting membership shall consist of the following:
- 1) Executive Vice Chancellor for Research, Executive Vice Chancellor for Administration and Finance, Director of Library Services, Chief Information Officers for UMW and UMMHC, and Deans of the SOM, the GSN and the GSBS.
  - 2) Two additional students as appointed by the Student Government Alliance.
  - 3) Alternate members may be designated as defined in the Committee's bylaws. These members may attend and participate without vote.

## **5. Intellectual Property Committee**

### **a. Duties**

The Intellectual Property Committee (IPC) provides faculty input on matters pertaining to UMW's intellectual property, as described in Trustee Doc. T96-040 (as amended). The IPC shall periodically review UMW's policies that address intellectual property, such as Trustee Doc. T96-040.

### **b. Advising and Reporting**

- i. The IPC shall advise and consult with the Executive Council, Faculty Council and Committee on Scientific and Research Affairs.
- ii. UMW's Executive Vice Chancellor for Research and UMW's Office of Technology Management shall consult with the IPC on intellectual property matters.
- iii. The IPC shall report to the Chancellor.

### **c. Membership**

- i. Voting membership of the IPC shall consist of the following: Seven (7) faculty members appointed by the Nominations Committee.
- ii. Non-voting membership shall consist of the following:

- 1) Executive Vice Chancellor for Administration and Finance; Executive Vice Chancellor for Research; and the Director of UMW's Office of Technology Management.
- 2) Alternate members may be designated as defined in the committee's bylaws. These members may attend and participate without vote.

## **6. Library and Learning Resources Committee**

### **a. Duties**

The Library and Learning Resources Committee shall provide faculty input with regard to the selection, purchase and placement of library assets including books, journals, on-line services, and teaching resources, and issues pertaining to photocopying, library access, and fees.

### **b. Advising and Reporting**

- i. The Library and Learning Resources Committee shall advise and consult with Executive Council, Faculty Council, Student Government Alliance and the educational administration for each school.
- ii. The Director of the Library shall consult with the Library and Learning Resources Committee on these matters.
- iii. The Library and Learning Resources Committee shall report to the Faculty Council and Executive Council.

### **c. Membership**

- i. Voting membership of the Library and Learning Resources Committee shall consist of the following eleven (11):
  - 1) seven members of the faculty representing all schools, appointed by the Nominations Committee;
  - 2) one student per school appointed by each school's student Representative Body;
  - 3) one resident appointed by the Associate Dean for Graduate Medical Education.
- ii. Non-voting membership shall consist of the following:
  - 1) The Director of Library Services, Director of Information Services and one member of the Worcester District Medical Society;
  - 2) Alternate members may be designated as defined in the committee's bylaws. These members may attend and participate without vote.

## **7. Nominations Committee**

### **a. Duties**

The Nominations Committee oversees the process in which faculty populate Standing Committees, where stipulated herein, either elected or appointed. The Vice Provost for Faculty Affairs shall consult with Department Chairs and Deans to obtain recommendations for Standing Committee assignments and shall canvas the Faculty-at-large for their areas of special interest and expertise that may be of use to a particular Standing Committee. Faculty may self-nominate for membership on Standing Committees. The process is as follows:

- i. Appointed: The Nominations Committee shall consider all nominations for appointment provided to and/or made by the Vice Provost for Faculty Affairs. The Nominations Committee shall vote on such proposed nominations for appointment and forward same to the Executive Council for approval.
- ii. Elected: The Nominations Committee shall consider all nominations for election provided to and/or made by the Vice Provost for Faculty Affairs. The Nominations Committee shall vote on a proposed slate of candidates to stand for election, which slate shall be posted no less than fourteen (14) days prior to the election. Other candidates may request to be added to the ballot upon the written request of twenty (20) Faculty. The final official ballot will then be forwarded to the Faculty-at-large for a vote. A simple majority of votes will determine the elected candidate(s).

### **b. Advising and Reporting**

- i. The Nominations Committee shall consult with the Chairs of each Standing Committee for input regarding attendance, participation, and nominations.
- ii. The Nominations Committee shall report to the Executive Council.

### **c. Membership**

- i. Voting membership of the Nominations Committee shall consist of the following nine (9): The Vice Provost for Faculty Affairs, who shall serve as Chair; three members elected by the Executive Council; four members elected by the Faculty Council; and a Chair of the Student Government Alliance.
- ii. Non-voting membership shall consist of the following:

The Deans of each of the Schools and two members of the Student Government Alliance.

## **8. Student Government Alliance**

### **a. Duties**

The Student Government Alliance (SGA) provides student input for considering and evaluating student-related activities and matters at UMW. Whenever possible, the SGA

shall be advised of substantive changes in administrative policies affecting student life prior to the implementation of these policies. The SGA shall conduct itself in accordance with the UMW Student Government Alliance Constitution and Bylaws as approved by the Board of Trustees on June 8, 2011 (and as amended).

The UMW Student Trustee shall be elected in a process overseen by the SGA in compliance with the University of Massachusetts Board of Trustees policy Student Trustee Election Policy [Doc. T91-133B as amended] and in a manner prescribed by the General Laws of the Commonwealth of Massachusetts.

**b. Advising and Reporting**

- i. The SGA shall advise and consult with the Executive Council, Faculty Council, and the educational administration for each school.
- ii. The Dean of each school shall consult with the SGA on significant issues affecting the student body.
- iii. The SGA shall report to the Provost.

**c. Membership**

The membership of the SGA shall be comprised as stated in the UMW Student Government Alliance Constitution as approved by the University's Board of Trustees on June 8, 2011 (and as amended).

**9. Women's Faculty Committee**

**a. Duties**

The Women's Faculty Committee (WFC) provides input from the women faculty of UMW on matters relevant to women faculty, including recruitment, hiring, professional development, advancement, and retention of women faculty; seeks to promote equity in policies, practices, and procedures of the institution; and may advise the Chancellor on the appointment of candidates for senior leadership positions including Provost, Deans, Chairs and Directors.

The WFC is supported by the Diversity and Equal Opportunity Office and by the Office of Faculty Affairs. The Women's Faculty Committee may, from time to time, provide activities and events for the women faculty and/or the larger campus community for the purpose of education, information, professional development and mentoring, and/or recognition.

The members will be responsible for organizing specialized subcommittees as needed and as defined in the Committee's bylaws.

**b. Advising and Reporting**

- i. The WFC shall advise and consult with the Executive Council, Faculty Council, Student Government Alliance and the educational administration for each school.
- ii. The Vice Chancellor for Human Resources, Diversity and Inclusion and the Diversity and Equal Opportunity Office shall consult with the WFC to support the development and implementation of the activities, policies and procedures associated with diversity and inclusion efforts of UMW.
- iii. The Vice Provost for Faculty Affairs and the Office of Faculty Affairs shall consult with the WFC on matters relevant to women faculty.
- iv. The WFC shall report to the Chancellor.

**c. Membership**

- i. Voting membership on the WFC shall consist of the following: seventeen members of the faculty representing all schools, appointed by the Nominations Committee.
- ii. Non-voting membership shall consist of the following: Vice Provost for Faculty Affairs; Vice Chancellor for Human Resources, Diversity and Inclusion; one student from each school as designated by the student Representative Body and other representatives or administrative officials as may be designated annually by majority vote of the WFC. Additional non-voting members shall be appointed annually by majority vote of the WFC and may include members of the subcommittees and Faculty-at-Large.

**ARTICLE VII: AMENDMENT**

The Faculty Council and Executive Council shall periodically review the Governance Document at a minimum of every five years. Amendments to this document shall require approval by two-thirds vote of both the Faculty Council and the Executive Council. If approved by both Councils, the proposed amendment shall be submitted to the Faculty-at-large for a simple majority vote for or against its acceptance. If voted favorably, the proposed amendment shall be transmitted for consideration and potential approval according to the procedures outlined in T73-098 (as amended).

No amendments to this document shall become effective without the approval of the Board of Trustees. The Board of Trustees reserves the right to alter, amend, or revoke the foregoing documents in part or in whole at any time.