The meeting was called to order at 5:03 p.m.

There were present:

**Committee Members:**
- Chairperson Benno Schmidt, Chair
- Hon. Valerie Lancaster Beal
- Hon. Wellington Z. Chen
- Hon. Joseph J. Lhota
- Hon. Kathleen M. Pesile (via teleconference)
- Hon. Freida D. Foster

**University Staff:**
- Chancellor Matthew Goldstein
- Executive Vice Chancellor and University Provost
- Alexandra Logue
- Executive Vice Chancellor and Chief Operating Officer
- Allan H. Dobrin
- Senior Vice Chancellor Marc V. Shaw
- Vice Chancellor Iris Weinshall
- Associate Vice Chancellor Matthew Sapienza
- Dean Ann Kirschner
- Senior University Director for Human Resources
- Management and Deputy to the Vice Chancellor
- Raymond O’Brien

**Trustee Observer:**
- Hon. Terrence Martell

**Trustee Staff:**
- Senior Vice Chancellor and Secretary of the Board Jay Hershenson
- General Counsel and Senior Vice Chancellor Frederick Schaffer
- Deputy to the Secretary Hourig Messerlian
- Ms. Towanda Lewis
- Mr. Steven Quinn

The agenda item was considered in the following order:

I. **ACTION ITEM:**

A. **UNIVERSITY CENTER (MACAULAY HONORS COLLEGE) - AMENDMENTS TO GOVERNANCE PLAN:**

RESOLVED, That the Board of Trustees hereby approve the amendments to the governance plan for the University Center of the Graduate School and University Center of The City University of New York pertaining to Macaulay Honors College, effective immediately.

**EXPLANATION:** The purpose of these amendments is twofold. First, under its current governance plan, the faculty of Macaulay Honors College consists solely of the consortial faculty from other CUNY colleges who are appointed to teach there. The amendments would permit the appointment to the College of two types of non-tenure track faculty - Visiting Faculty (i.e., Visiting Professors, Visiting Associate Professors and Visiting Assistant Professors) and Distinguished Lecturers. This would enable it to attract distinguished people to its teaching ranks on a temporary basis and without affecting the basic governance structure of the college. Second, the current governance plan provides that all consortial faculty shall be members of the College Council. There are now approximately 70 consortial faculty. That number is too large for a deliberative body of a small institution. In addition, because the primary responsibilities of the consortial faculty are at their home college, it has been very difficult to achieve a quorum at meetings of the College Council. Accordingly, the amendments would provide that there would be 15 faculty members on the College Council – ten elected by the consortial faculty and five appointed by the Dean. In addition, the amendments would remove the Campus Directors from
the College Council inasmuch as they are members of the Directors Council, a separate advisory body. With this smaller deliberative body, there is no longer a need for an Executive Committee, which would be eliminated.

Article V. MACAULAY HONORS COLLEGE

A. Administrative Officers

1. Dean. There shall be a Dean of Macaulay Honors College, who shall report to the Chancellor. The Dean shall have general responsibility to develop, implement and administer its programs, in accordance with the policies of the Board of Trustees of The City University of New York.

2. Associate and Assistant Deans. With the approval of the Chancellor, the Dean may appoint Associate and Assistant Deans of Macaulay Honors College as are necessary in accordance with the established policies of the CUNY Board of Trustees for such appointments.

3. Campus Directors. After consultation with the Dean, the President of each of the colleges offering a joint baccalaureate degree with Macaulay Honors College (the “Participating Colleges”) shall appoint a Campus Director who shall be responsible for coordinating the programs at that college with Macaulay Honors College and the other participating colleges.

B. Advisory Bodies

1. Directors Council. There shall be a Directors Council, consisting of the Dean, the Associate Deans, the Campus Directors and other persons designated by the Dean. The Directors Council shall advise the Dean with respect to the policies and operations of Macaulay Honors College. The Dean shall serve as the chairperson of the Directors Council and shall preside at its meetings.

2. Advisory Council. There shall be an Advisory Council consisting of members appointed by the Dean from the worlds of business, arts, professions and other sectors who shall advise the Dean with respect to the non-academic programs of Macaulay Honors College.

C. Faculty

1. Composition. The faculty of Macaulay Honors College shall consist of the consortial faculty appointed for terms of up to three years from the various educational units of The City University of New York to teach one or more courses at Macaulay Honors College and visiting faculty and distinguished lecturers appointed annually to Macaulay Honors College.

2. Appointment of Consortial Faculty. The consortial faculty of Macaulay Honors College shall be appointed for terms of up to three years by the Dean from faculty recommended by the President or his/her designee of each of the Participating Colleges, after considering the recommendations of the Appointments Committee. Such appointment shall be distinct and separate from the principal appointment of faculty at their home campus.

3. Appointment of Visiting Faculty and Distinguished Lecturers. Visiting Professors, Visiting Associate Professors and Visiting Assistant Professors and Distinguished Lecturers shall be appointed annually by the Dean after consulting with the Appointments Committee.

D. Governing Body

1. The College Council. The governing body of Macaulay Honors College shall be the College Council.

2. Membership. The College Council shall consist of the Dean, the Associate Deans, [the Campus Directors, all] ten faculty members elected annually by and from the full-time faculty appointed as consortial faculty to Macaulay Honors College who are teaching and have taught at the College in the prior academic year, five consortial faculty or Distinguished Lecturers appointed by the Dean, and four students, one elected annually by and from each undergraduate class of Macaulay Honors College. The
Dean shall serve as the chairperson of the College Council and shall preside over its meetings.

3. Duties. The duties of the College Council shall be as follows (subject to the limitation that all actions of the College Council under subparagraphs a – c below must also be approved by the governing body of the Participating Colleges):

   a. formulate educational policy and develop standards for admission, academic performance and degree requirements for students and establish standards for the appointment and reappointment of faculty consistent with the Bylaws and policies of the CUNY Board of Trustees and other CUNY policies and procedures;

   b. approve programs and curricula;

   c. recommend to the Dean and the CUNY Board of Trustees the granting of undergraduate degrees to qualified candidates (for which only the Dean and faculty members of the College Council may vote);

   d. recommend to the Dean and the CUNY Board of Trustees the granting of University honorary degrees;

   e. consider any other academic matters and make recommendations to the Dean and the CUNY Board of Trustees;

   f. establish or abolish such standing or temporary committees as it deems necessary and consider reports and recommendations of those committees; and

   g. recommend revisions to this governance plan.

4. Standing Committees. The College Council shall have [an Executive Committee,] a Curriculum Committee, an Admissions Committee and such other committees or subcommittees as the College Council may create as the need arises. Members of the Committees shall be elected by the Council from [among its members] the faculty for staggered three year terms.

   a. [Executive Committee. The Executive Committee shall establish the agenda for the meetings of the College Council and identify major issues for the Council’s consideration. The Executive Committee may act for the Council between Council meetings where there is an urgent need for immediate action and the Dean requests such action. The Dean shall be a member of the Executive Committee.]

   b. Curriculum Committee. The Curriculum Committee shall review all programs and courses, and amendments and additions thereto and report its recommendations to the College Council. It shall also coordinate its work with that of the appropriate committees and governing bodies of the Participating Colleges.

   b[c]. Admissions Committee. The Admissions Committee shall recommend standards for admissions to Macaulay Honors College and shall assist the Dean in reviewing the qualifications of students proposed for admissions by each of the Participating Colleges.

E. Other Committees

1. Appointments Committee. Macaulay Honors College shall have an Appointments Committee consisting of five faculty members elected for staggered three year terms by the faculty members of the College Council. No more than one member may be from a single college. Efforts shall be made to include members from a range of academic disciplines. The duties of the Appointments Committee shall be to review and make recommendations to the Dean regarding the appointment and reappointment of consortial faculty to Macaulay Honors College.

2. Ad Hoc Committees. As the need arises, ad hoc committees may be created, either by appointment by the Dean or the College Council.
F. Admissions. Prior to any decision and notification by any of the Participating Colleges, the Dean, after considering the recommendations of the Admissions Committee of the College Council, shall review the recommendations for admissions by each of those colleges and shall determine which of those students shall be admitted to Macaulay Honors College. If the Dean intends to overturn the decision of a college to admit one or more students, the Dean shall first consult with the President or his/her designee at that college. In the event that the Dean adheres to his/her decision, the college may recommend additional students for admission consistent with the overall number allocated to each college. All students admitted to Macaulay Honors College shall be counted at the college where they are enrolled.

G. Amendments. Amendments to this governance document relating to the operations of Macaulay Honors College may be proposed by a two-thirds affirmative vote of the members present, if that numbers also constitutes a majority of the members of the College Council. Prior to any such vote, the text of the proposed amendment shall be sent in writing to each member of the College Council, each Campus Director, and each President and governance body of the Participating Colleges at least four weeks before the meeting at which the proposed amendment is to be considered. Proposed amendments are subject to the approval of the CUNY Board of Trustees.

Dean Ann Kirschner stated that these changes are very positive for the College’s flexibility and quality that can be offered to the students.

Following discussion, the item was unanimously approved.

The meeting was adjourned at 5:07 p.m., to go into Executive Session to consider two personnel actions.
The Executive Session was called to order at 5:08 p.m.

There were present:

**Committee Members:**
- Chairperson Benno Schmidt, Chair
- Hon. Valerie Lancaster Beal
- Hon. Wellington Z. Chen
- Hon. Joseph J. Lhota
- Hon. Kathleen M. Pesile (via teleconference)
- Hon. Freida D. Foster

**University Staff:**
- Chancellor Matthew Goldstein
- Executive Vice Chancellor and University Provost
  - Alexandra Logue
- Executive Vice Chancellor and Chief Operating Officer
  - Allan H. Dobrin
- Senior Vice Chancellor Marc V. Shaw
- Vice Chancellor Iris Weinshall
- Associate Vice Chancellor Matthew Sapienza
- Dean Ann Kirschner
- Senior University Director for Human Resources Management and Deputy to the Vice Chancellor
  - Raymond O'Brien

**Trustee Observer:**
- Hon. Terrence Martell, faculty member

**Trustee Staff:**
- Senior Vice Chancellor and Secretary of the Board
  - Jay Hershenson
- General Counsel and Senior Vice Chancellor
  - Frederick Schaffer
- Deputy to the Secretary Hourig Messerlian
- Ms. Towanda Lewis
- Mr. Steven Quinn

The Executive Session was adjourned at 5:30 p.m.

The Executive Committee reconvened at 5:31 p.m. into Public Session to consider the following items:

I. **ACTION ITEMS, continued:**

B. **MACAULAY HONORS COLLEGE - APPOINTMENT OF DR. DAVID PETRAEUS AS VISITING PROFESSOR OF PUBLIC POLICY:**

RESOLVED. That the Board of Trustees of The City University of New York approve the appointment of Dr. David Petraeus as Visiting Professor at Macaulay Honors College, at a salary to be determined by the Dean, effective August 1, 2013.

**EXPLANATION:** Dr. David Petraeus is recommended for appointment as a Visiting Professor of Public Policy at Macaulay Honors College, effective August 1, 2013.

Dr. Petraeus has had a distinguished career of public service, first as a highly decorated officer in the United States Army, achieving the rank of four star general, and later as Director of the Central Intelligence Agency.

Dr. Petraeus has a baccalaureate degree with honors from the United States Military Academy. He earned a Masters in Public Administration and a Doctorate from the Woodrow Wilson School of Public and International Affairs at Princeton University. Dr. Petraeus has written and spoken widely on international relations, U.S. national security issues, and military strategy and tactics.
His current research interests include the implications for the United States of the revolutions in energy, manufacturing, life sciences, and information technology.

The Dean of Macaulay Honors College recommends his appointment.

Chancellor Matthew Goldstein stated that on behalf of Dean Ann Kirschner of the Macaulay Honors College, he endorses the recommendation of this appointment of Dr. David Petraeus as a Visiting Professor. CUNY has a singular opportunity to utilize the services of a great distinguished public servant. His interest is around public policy dealing with the evolving trends in the life sciences, how to recapture the influence in manufacturing which has been lost to some extent over the years. He is deeply interested in energy policy, which is on the minds of all of us and his interest in information technology, cyber security and the like which would give great opportunities for the students.

Following discussion, the item was unanimously approved.

C. THE CITY UNIVERSITY OF NEW YORK – APPOINTMENT OF INTERIM CHANCELLOR:

RESOLVED, That the Executive Committee of the Board of Trustees of The City University of New York approve the appointment of William P. Kelly as Interim Chancellor effective July 1, 2013 at a salary to be determined by the Board of Trustees; and be it further

RESOLVED, That during the period Dr. Kelly serves as Interim Chancellor, he shall be on leave as President of The Graduate School and University Center.

EXPLANATION: Chancellor Goldstein has announced that he is stepping down as Chancellor effective June 30, 2013. The Executive Committee, on behalf of the Board of Trustees, hereby appoints William P. Kelly as Interim Chancellor.

Since June 2005, Dr. Kelly has been President of The Graduate School and University Center of The City University of New York, the doctoral-granting institution of the nation’s largest urban public university. From 1998 through June 2005, he served as the Graduate Center’s Provost and Senior Vice President. His tenure in those positions was marked by the recruitment of a remarkable cadre of internationally renowned scholars to the school’s faculty.

A distinguished American literature scholar and an expert on the works of James Fenimore Cooper, Dr. Kelly is the author of *Plotting America’s Past: Fenimore Cooper and the Leatherstocking Tales*. His essays and reviews have appeared in a broad range of publications including the *Times Literary Supplement*, the *New York Times Book Review*, and *The American Scholar*. He is the editor of the Random House edition of *The Selected Works of Washington Irving* and the Oxford University Press edition of *The Pathfinder*. He is currently at work on a book about John Jacob Astor.

Dr. Kelly graduated *summa cum laude* from Princeton University in 1971, where he won the David Bowers Prize in American Studies. He was named Outstanding Graduate Student in English at Indiana University, where he received his Ph.D. in 1976. Dr. Kelly also holds a diploma in intellectual history from Cambridge University and in 1980 received a Fulbright Fellowship to France, where he subsequently became visiting professor at the University of Paris. He was also executive director of the CUNY/Paris Exchange Program and, in 2003, was named *Chevalier dans l’Ordre des Palmes Académiques* by the French Ministry of Education in recognition of his contributions to Franco-American educational and cultural relations.
On the faculty of CUNY’s Queens College from 1976 to 1998, he was named Queens College’s Golden Key Honor Society Teacher of the Year in 1994. He was appointed concurrently to the faculty of the Graduate Center’s Ph.D. Program in English in 1986 and served as the program’s executive officer from 1996 to 1998.

President William P. Kelly stated that he was grateful beyond words for the confidence and pledges his very best effort to be worthy. He noted that it was an honor to carry forward during this interim period the extraordinary work of Chancellor Goldstein. It will be his constant study to profit from Dr. Goldstein’s example. The Chancellor’s signal accomplishment has been his uncompromising insistence on raising the bar at CUNY to the highest standards of achievement. Across fourteen years Chancellor Goldstein never wavered in that resolve and the University is so much the better for it. He added that he is firmly committed to preserving and to extending that noble legacy and is grateful for the privilege accorded to him. Thank you very much.

Following discussion, the item was unanimously approved.

The meeting was adjourned at 5:35 p.m.