The meeting was called to order at 6:00 p.m.

There were present:

**Committee Members:**
- Hon. Valene L. Beal, Chair
- Hon. Rita DiMartino, Vice Chair
- Prof. Jay Weiser, faculty member
- Mr. Muhammad W. Arshad, student member
- President Marcia Keizs, COP liaison

**University Staff:**
- Chancellor Matthew Goldstein
- Executive Vice Chancellor and Chief Operating Officer Allan H. Dobrin
- Vice Chancellor Gloriana Waters

**Ex Officio Member**
- Vice Chairperson Philip A. Berry

**Trustee Observer:**
- Hon. Sandi E. Cooper
- Hon. Cory Provost
- Hon. Kafui K. Kouakou, USS Chair-Designate

**Trustee Staff:**
- Senior Vice Chancellor and Secretary of the Board Jay Hershenson
- Senior Vice Chancellor and General Counsel Frederick Schaffer
- Mr. Anthony Vargas

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The agenda items were considered in the following order:

I. **ACTION ITEMS:**

A. **APPROVAL OF THE MINUTES OF THE MEETING SEPTEMBER 7, 2011.** The minutes were approved as submitted.

B. **POLICY CALENDAR**

1. Amendments to the Bylaws of The City University of New York. Vice Chancellor Gloriana Waters stated that the current Bylaws have provisions that are outdated, unclear, do not conform to University practice or duplicate provisions in the Education Law, or the University’s Collective Bargaining agreements. She noted that the General Counsel and Senior Vice Chancellor for Legal Affairs has drafted revised Bylaws rewriting or removing outdated provisions, and deleting unnecessary material to conform with current practice. The proposed Bylaws are clearer, easier to work with, and closer to the purpose of bylaws which generally do not state policy or work rules, but are a statement of the rules and regulations governing the management of an organization. Notice of these proposed amendments has been provided previously to the Board on May 2\(^{nd}\), June 27\(^{th}\) and September 26\(^{th}\) of 2011. Since that time, subsequent review and consultations have
General Counsel and Senior Vice Chancellor Frederick Schaffer stated that it has been a process of several years trying to revise and update the Bylaws of the University; at the same time, a couple of years ago there was a separate effort to look specifically at Article 15 of the Bylaws having to do with students and so those two projects coalesced. Input has been sought from across the University. There has been extensive consultation with the University Faculty Senate (UFS), the University Student Senate (USS), and the Professional Staff Congress (PSC). In the nature of such matters, those involved have further comments as they progress, so although notice was originally given for the June meeting, it was then postponed until the September meeting, and again until the November meeting of the Board. There have been continuing consultations and some revisions along the way, mostly at the request of the UFS and USS, and along the way some anomalies were noted and corrected by the Office of Human Resources Management and Office of Legal Affairs (OLA) staff. There were some mostly minor changes since notice was last given, and they are summarized as follows:

General Counsel and Senior Vice Chancellor Schaffer stated that the most important change in recent weeks had to do with the retention of Section 9.4 of the Bylaws. The goal has been to remove governance matters relating to particular campuses from the Bylaws, in light of the fact that every college has its own governance, and the specifics as related to a particular college or professional school do not belong in the Bylaws. However, there appears to be some uncertainty on whether all of the terms of Section 9.4 dealing with the Graduate School governance are also included in the School’s governance plan, and in light of that uncertainty, the prudent thing was to leave Section 9.4 as it was in terms of the Graduate School to be dealt with over the near future.

GC & SVC Schaffer noted that the other changes had to do with Article 15 relating to students. The OLA was under the impression that the USS had approved a draft of this section back in February, but this was not the case. In addition, the USS had a new election recently and the new leadership wanted to take a last look at this section. There were two substantive changes: One had to do with the role of the student government with respect to creating clubs and monitoring student activities. The language read that this was within their control, but in practice, this had always been subject to the general powers of the college. Language was added to clarify this, but the USS felt that this had worked for a long time without confusing anyone, and requested that the old language be reinstated.

GC & SVC Schaffer stated that the second change involved correcting a provision relating to the decertification of student organizations, which had been removed from the originally circulated draft because it included language that was unconstitutional, appearing to regulate speech and press. At the suggestion of Special Counsel to the Chancellor Dave Fields, a new procedure was drafted for decertifying clubs, but this was not reviewed by the USS leadership. Regrettably, the drafted procedure left the student government out of the mix, and the USS pointed out that since they were responsible for creating student organizations, they should have the central role in their decertification. This was agreed to and amended in the provisions.

GC & SVC Schaffer then stated that all other changes were minor and have been summarized in the explanation to the proposed resolution.
In response to a suggestion from Trustee Cory Provost, GC & SVC Schaffer stated that Section 15.2.d. is for the most part unchanged. There is one sentence that has been added to reflect what has been a very long-standing practice of the University pursuant to a memo issued by a previous general counsel that decisions with respect to the certification of election results by the Student Election Review Committee can be appealed to the president. It seems advisable to clarify this in the revised Bylaws by inserting an additional sentence prior to its approval by the Board, or alternatively, an explanatory memo can be issued after the Bylaws are adopted, clarifying the intent to continue this prior practice.

Following discussion the item was approved for submission to the Board.

2. Proposed Revisions to the “Guidelines for Discontinuance of Instructional Staff Personnel Mandated by Financial Exigency” of The City University of New York. Vice Chancellor Waters stated that the proposed amendments to the guidelines and procedures for discontinuance of instructional staff mandated by financial exigency, normally known as retrenchment, are a direct result of the changes to the Bylaws that were just approved. The guidelines were last amended by the Board on September 28, 1998, and some minor technical changes are being proposed which are detailed in the explanation, but the reason this resolution is being presented for your consideration today is to incorporate provisions into the guidelines relating to retrenchment that are being removed from the Bylaws. These provisions relate to the rights of tenured faculty, and lecturers with certificates of continuous employment, whose appointments have been retrenched in terms of transfer efforts within the college and preferred eligible lists for recall. No changes are being made to these protections. Instead they are being moved from the Bylaws and included in the retrenchment guidelines, which is where they are appropriately placed.

Following discussion the item was approved for submission to the Board.

3. Naming of the Helena Rubinstein Continuing Education Scholarship Fund for Career Advancement at The City University of New York. Senior University Dean for Academic Affairs and Dean of the School of Professional Studies John Mogulescu stated that in late 2007, staff from the Helena Rubenstein Foundation approached University Associate Dean for Continuing Education and Deputy to the Senior University Dean of Academic Affairs Suri Duitch with the idea of funding a CUNY scholarship program for adults who are looking to take continuing education courses and certificates to make themselves more competitive for jobs. Since then the foundation has awarded CUNY $50,000 per year for scholarships for adult workers, many of whom were unemployed. As the foundation, which was established by Ms. Rubinstein in 1953, now goes through a process of closing its doors and distributing its remaining assets, it has chosen to make a $1 million gift to CUNY to endow this scholarship fund. In recognition of this generous gift the University would like to name the fund the Helena Rubinstein Continuing Education Scholarship Fund for Career Advancement.

Following discussion the item was approved for submission to the Board.
4. Proposed Amendments to the Governance Plan of Kingsborough Community College. Kingsborough Community College President Regina Peruggi stated that the college benefits significantly from an experienced cadre of adjunct faculty who attend departmental meetings, avail themselves of faculty development, and participate in college activities of all kinds. The proposed change in Kingsborough's constitution acknowledges these contributions through enfranchisement in its governance system. The college also benefits from retired faculty who continue to show an active interest in the college, therefore, one retired faculty member will be appointed by the president and approved by the council and there will be three seats added to the council for adjunct faculty members. The other change to the constitution is a review of the definition of the college’s mission, goals and objectives statements every five years by the college’s strategic planning and budget committee as was suggested in its last Middle States Review almost five years ago.

Following discussion the item was approved for submission to the Board.

5. Naming of The Elizabeth and Arthur J. Mirante II Faculty Dining Terrace at John Jay College of Criminal Justice. President Jeremy Travis gave a brief presentation on this item. Following discussion the item was approved for submission to the Board.

6. Naming of The Barry S. and Evelyn M. Strauch Scholarship Endowment and The Barry S. and Evelyn M. Strauch Classroom at Queens College. President James Muyskens gave a brief presentation on this item. Following discussion the item was approved for submission to the Board, subject to prior approval of the Queens College Academic Council.

7. Naming of The Hamill Family Clinic Conference Room at the CUNY School of Law. Naming of The Solomon Slatkin Classroom at the CUNY School of Law.

CUNY Law School Executive Director of Institutional Advancement Vivian Todini gave a brief presentation on items I.B.7 and I.B.8. Following discussion these items were approved for submission to the Board.

8. Naming of The Anne and Irving Brodsky Clinical Chair at The City College of New York. City College Provost Martin Moskovits gave a brief presentation. Following discussion the item was approved for submission to the Board.

C. CHANCELLOR’S UNIVERSITY REPORT

1. Appointment of Toni L. Griffin as Professor of Architecture at The City College of New York, with Waiver of §11.8.c. of the Bylaws. City College Provost Martin Moskovits gave a brief presentation. Following discussion the item was approved for submission to the Board.

II. REPORT OF THE VICE CHANCELLOR

Vice Chancellor Waters stated that she would like to follow up on a report she has given in the past on the diversity study. Some members may know that a report has been received from the consultants and it is currently being reviewed. Also, Chancellor Matthew Goldstein has established an ad hoc committee whose first meeting will take place on November 7th. Members
will look at the report that was issued by the consultants, and use that report to form an action plan regarding actions that the University will take in the area of diversity. It is anticipated that recommendations will be submitted to the Chancellor by the beginning of the spring semester.

The meeting was adjourned at 6:35 p.m.