

**MINUTES OF THE MEETING OF THE BOARD OF
HIGHER EDUCATION OF THE CITY OF NEW YORK**

HELD

JANUARY 28, 1974

**AT THE BOARD HEADQUARTERS BUILDING
535 EAST 80 STREET--BOROUGH OF MANHATTAN**

The Chairman called the meeting to order at 5:50 p.m.

There were present:

**Alfred A. Giardino, Chairman
Franklin H. Williams, Vice-Chairman**

**Francesco Cantarella
Vincent R. FitzPatrick
Gurston D. Goldin
Rita E. Hauser**

**Marife Hernandez
Harold M. Jacobs
James P. Murphy
Vinia R. Quinones**

N. Michael Carfora, Secretary of the Board

**Chancellor Robert J. Kibbee
President Milton G. Bassin
President William M. Birenbaum
President James A. Colston
President Candido A. de Leon
President Edgar D. Draper
President Leon M. Goldstein
President John W. Kneller
President Leonard Lief
President Robert E. Marshak
President Joseph S. Murphy
President Harold M. Proshansky
President Donald H. Riddle
President Kurt R. Schmeller
President Joseph Shenker
President Herbert M. Sussman**

**Acting President Saul Touster
President Richard D. Trent
President Jacqueline G. Wexler
President Clyde J. Wingfield
Professor Nathan Weiner
Mr. Jay Hershenson**

**Deputy Chancellor Seymour C. Hyman
Acting Vice-Chancellor Allen B. Ballard, Jr.
Vice-Chancellor Mary P. Bass
Vice-Chancellor Julius C.C. Edelstein
Vice-Chancellor J. Joseph Meng
Vice-Chancellor David Newton
Vice-Chancellor Frank J. Schultz
Vice-Chancellor Peter S. Spiridon
Mr. Arthur H. Kahn, Special Counsel**

Board of Higher Education

Waiver of Notice of Meeting of the Board of Higher Education

The undersigned members of the Board of Higher Education do hereby waive notice of a meeting of the members of the Board of Higher Education to be held on January 28, 1974, at 5:30 p.m. at the Board Office at 535 East 80 Street, Borough of Manhattan, City of New York, to transact such business as may lawfully come before said Board.

Date: New York, New York January 28, 1974

s/ Francesco Cantarella Francesco Cantarella
s/ Vincent R. FitzPatrick Vincent R. FitzPatrick
s/ Alfred A. Giardino Alfred A. Giardino
s/ Gurston Goldin Gurston Goldin
s/ Rita E. Hauser Rita E. Hauser
s/ Marife Hernandez Marife Hernandez
s/ Harold M. Jacobs Harold M. Jacobs
s/ James P. Murphy James P. Murphy
s/ Vinia R. Quinones Vinia R. Quinones
s/ Franklin H. Williams Franklin H. Williams

Upon motions duly made, seconded and carried the following resolutions were adopted or action was taken as noted:

Mr. Alfred A. Giardino, newly appointed Chairman of the Board, extended the Board's greetings to the University staff and introduced the new members of the Board.

A. The City University: At the request of the Chairman, the Chancellor presented a general overview of the University.

At the request of the Chancellor, the following presented brief descriptions of the duties and functions of their office:

- Acting Vice-Chancellor Allen B. Ballard, Jr. Academic Affairs
Vice-Chancellor David Newton Faculty and Staff Relations
Vice-Chancellor Frank J. Schultz Budget and Planning
Vice-Chancellor Peter S. Spiridon Campus Planning and Development
Vice-Chancellor J. Joseph Meng Administrative Affairs

B. Bylaw Amendments: RESOLVED, That the following bylaw amendments presented by Ms. Mary P. Bass, General Counsel and Vice-Chancellor for Legal Affairs, be adopted:

1. RESOLVED, That for the meeting of January 28, 1974, the Board by unanimous consent of the members present waive that portion of Section 5.2 of the Bylaws, entitled Waiver of the Bylaws, which requires the affirmative vote of twelve members of the Board to waive a provision of the Bylaws; and be it further

RESOLVED, That for the meeting of January 28 any provision of the Bylaws may be waived by unanimous consent of the Board members present.

EXPLANATION: The affirmative vote of twelve members is presently required to waive provisions of the Bylaws. The newly constituted Board should be permitted to waive a provision of the Bylaws in order to transact its initial business.

2. RESOLVED, That those portions of Section 5.1 of the Bylaws, entitled Amendments to the Bylaws, which provide that amendments to the Bylaws may be adopted only at a stated or special meeting of the Board succeeding the stated or special meeting at which it was proposed; that copies of proposed amendments must be mailed to each member of the Board at least ten days before being voted upon, together with a statement of the

name of the introducer and of the meeting at which it is to be acted upon, and that no proposed amendment shall be adopted except upon the affirmative vote of twelve members of the Board, be waived for the meeting of January 28, 1974; and be it further

RESOLVED, That for the meeting of January 28, 1974, any amendment to articles one through five of the Bylaws may be adopted without having been proposed at a previous meeting or having been previously noticed, by unanimous consent of the Board members present.

EXPLANATION: Technical amendments to the Bylaws, reflecting the reduction in membership, should be adopted at this first meeting.

3. RESOLVED, That Section 1.3 of the Bylaws, entitled Meetings, be amended to read as follows:

Section 1.3 QUORUM OF THE BOARD. [~~Twelve~~Six members of the Board shall constitute a quorum.

EXPLANATION: Section 41 of the General Construction Law provides that the majority of the whole number of the membership of a public board constitutes a quorum.

4. RESOLVED, That the first paragraph of Section 5.1 of the Bylaws is hereby amended to read as follows:

Section 5.1 AMENDMENTS TO BYLAWS. An amendment to the Bylaws may be adopted at any stated or special meeting of the Board succeeding the stated or special meeting at which it was proposed. Copies of the proposed amendment must be mailed to each member of the Board at least ten days before it is voted upon, together with a statement of the name of the introducer and of the meeting at which it is to be acted upon. Copies of the proposed amendments shall be delivered to the collective negotiation representative if required by a contract entered into with such representative. No proposed amendment shall be adopted except upon the affirmative vote of [~~twelve~~seven members of the Board.

EXPLANATION: The amendment permits a majority of seven to amend the Bylaws.

5. RESOLVED, That Section 5.2 of the Bylaws be amended to read as follows:

Section 5.2 WAIVER OF THE BYLAWS, Any provision of these Bylaws may be waived at any meeting of the Board for some special purpose by the affirmative vote of [~~twelve~~six members of the Board.

EXPLANATION: The amendment permits a majority of six to waive a provision of the Bylaws.

6. RESOLVED, That the Board of Higher Education hereby ratifies, approves, and confirms all the Bylaws, resolutions heretofore adopted and other formal actions heretofore taken by the Board of Higher Education and, until further notice, hereby continues all policies of the Board of Higher Education presently in effect.

EXPLANATION: Chapter 708 of the Laws of 1973 continued the Board of Higher Education, but changed its composition. The resolution assures the continued legal validity of past Board actions.

Note: Matter underlined is new; matter in brackets to be deleted.

C. January 28, 1974 Agenda: It was agreed that, due to the lack of time for review of the agenda by the Board members, the agenda be laid over to the February meeting of the Board.

Board of Higher Education

D. February 25, 1974 Meeting: RESOLVED, That the February 25, 1974 meeting of the Board be scheduled for 4:00 p.m.

Upon motion duly made, seconded and carried, the meeting adjourned at 7:20 p.m.

N. MICHAEL CARFORA
Secretary of the Board