Statutes of the Trustees

of the

University of Pennsylvania

Amended June 2007
Office of the University Secretary
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Introduction

The Charter of the University of Pennsylvania derives from the following events:

(a) On November 14, 1740, a group of persons, having organized themselves as trustees to establish a charity school for the instruction of poor children, acquired title to property on Fourth Street, Philadelphia, the site of the educational institution that evolved into the University of Pennsylvania;

(b) On November 14, 1749, the Trustees of the Academy and Charitable School drew up and signed the "Constitutions" of that institution;

(c) On July 13, 1753, a charter was granted by Thomas and Richard Penn for the Academy and Charitable School in the province of Pennsylvania, and amended on June 16, 1755, to add the College;

(d) On November 27, 1779, the General Assembly of the Commonwealth of Pennsylvania passed an act for the establishment of a University incorporating the rights and powers of the College, Academy, and Charitable School. This was the first designation of an institution in the United States as a University;

(e) On September 22, 1785, an act was passed naming the University the University of the State of Pennsylvania;

(f) On March 6, 1789, an act was passed restoring the College, Academy, and Charitable School to the original Trustees;

(g) On September 30, 1791, an act confirmed an agreement which united the University of the State of Pennsylvania with the College, Academy, and Charitable School and provided that the name of the institution would be "The Trustees of the University of Pennsylvania." This act, as amended from time to time, is referred to as the "Charter."
Article 1

GOVERNANCE DOCUMENTS

1.1 The Charter enables the Trustees\(^1\) "to make rules and statutes not repugnant to the laws and constitution of this state, or of the United States of America, and to do everything needful and necessary to the establishment of the said university, and for their own good government and the good government and education of the youth belonging to the same."

1.2 These Statutes are limited to principles of fundamental and continuing significance to the governance of the University. Standing resolutions adopted by the Trustees shall set forth policies consistent with the Statutes, shall be indexed as appropriate to the Statutes, and shall be filed in the office of the Secretary.

Article 2

THE TRUSTEES

2.1 The members of the Corporation "The Trustees of the University of Pennsylvania" shall consist of such persons who shall at the time be trustees of the University.

2.2 The Trustees shall be classified as follows:

(a) **Trustees Ex Officio**: the Governor of the Commonwealth of Pennsylvania and the President of the University (hereafter referred to as the "President"), during their respective terms.

(b) **Charter Trustees**: up to ten in number, elected to serve until retirement from among persons who have served as trustees for a period of not less than five years.

(c) **Term Trustees**: up to 30 in number, elected to serve for terms of five years. A term trustee may serve only two terms, which would ordinarily be successive, for a total of 10 years’ service. Prior service in any other voting class will also be applied toward this 10-year maximum.

(d) **Alumni Trustees**: up to fourteen, to include:

(1) President of Penn Alumni during his or her term in office.

(2) Alumni Trustees: up to 13 trustees in number, elected by the alumni in accordance with rules established by Penn Alumni with the concurrence of the Trustees, to serve for terms of five years, from among those persons who have

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\(^1\) Hereafter the word Trustees written in the text with a capital "T" refers to all the trustees acting in their corporate capacity.
received degrees from the University. A regional alumni trustee may not succeed himself or herself in office, but may be elected in another class.

(e) **Trustees Emeriti:** Charter trustees shall be designated as trustees emeriti upon attaining the age of seventy (70), or as early as age sixty-five (65), if they so choose. Other trustees who have been elected to two five-year terms in any class shall be eligible for election as trustees emeriti upon attaining the age of seventy (regardless of the age at which their ten-year term of service ends or the time remaining in their second term if they turn seventy before its conclusion) or, in rare circumstances, at an earlier age. Trustees emeriti shall enjoy all the rights and privileges of other trustees with the exceptions set forth in section 2.9, section 4.5, section 5.2, and section 6.2. At the age of eighty (80) or at any time before, emeritus trustees may choose to maintain emeritus status or step down from the board, acquiring the honorific title of "honorary trustee."

(f) **Commonwealth Trustees:** four nonelected officials appointed by the following representatives of the Pennsylvania General Assembly: President Pro Tempore of the Senate, the Minority Leader of the Senate, the Speaker of the House of Representatives, and the Minority Leader of the House of Representatives, each of whom shall have the power to appoint one Commonwealth Trustee in accordance with Act No. 1994-25A.

(g) **Special Trustees:** up to two in number, to serve for a term determined by the Chair and approved by the Trustees Executive Committee, as defined at the time of their election, and whose service is in the best interests of the University to meet a particular need or purpose.

2.3 No person shall be eligible to serve as a charter, term, or alumni trustee who is a full-time student or a full-time employee of the University of Pennsylvania.

2.4 Charter, term, and elected trustees emeriti shall be nominated by the Nominating Committee and elected at a stated meeting of the Trustees. At least ten days' notice of such proposed election shall be given to the trustees.

2.5 Unexpired terms of alumni trustees may be filled in accordance with rules established by the Penn Alumni with the concurrence of the Trustees.

2.6 Charter, term, alumni, and Commonwealth trustees shall retire at the conclusion of the first stated meeting of the Trustees following the date on which they reach seventy years of age.

2.7 By the terms of the Charter, the Governor of the Commonwealth of Pennsylvania is constituted, by virtue of office, President of the Trustees. At the annual meeting, as defined in 2.8, or at such other time as a vacancy occurs, the Trustees shall elect, upon the recommendation of the Nominating Committee and from among the members of the Corporation, a Chairman of the Trustees and one or more Vice Chairmen. The Chairman or a Vice Chairman shall preside at all meetings when the Governor is not present.
2.8 Stated meetings of the Trustees shall be held three times a year, normally in the spring, fall, and winter, the spring meeting to be the annual meeting. Special meetings of the Trustees may be called at the request of the Chairman, a Vice Chairman, the President, or by written request of five trustees. The Secretary shall give notice of any meeting of the Trustees to all trustees at least five days before such meeting, unless a greater period is required by law, by the Charter, or by these Statutes. In the case of a special meeting, the meeting shall be held not more than sixty days after receipt of the request, and the notice shall state the general nature of the business to be transacted, which shall be the only business considered at such meeting. Meetings shall be held at such places as the Secretary shall designate.

2.9 Trustees emeriti and trustees ex officio shall not be entitled to vote at a meeting of the Trustees and shall not be considered in constituting a quorum, or for any other purpose for which a certain number or proportion of trustees is required, at a meeting of the Trustees.

2.10 Except as otherwise provided by law, by the Charter, or by these Statutes, a majority of all trustees entitled to vote shall be necessary to constitute a quorum at all meetings of the Trustees and a vote of a majority of those trustees constituting the quorum shall decide any question brought before such meeting.

2.11 A trustee shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless the trustee has breached or failed to perform the duties of his or her office under 15 Pa.C.S. §5713 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this section shall constitute a bylaw adopted by the members for the purposes of 15 Pa.C.S. §5713 and shall not apply to the responsibility or liability of a trustee pursuant to any criminal statute or the liability of a trustee for the payment of taxes pursuant to local, state or federal law.

2.12 A trustee of the University shall stand in a fiduciary relation to the University and shall perform his or her duties as a trustee, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the University, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, a trustee shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the University, whom the trustee reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the trustee reasonably believes to be within the professional or expert competence of such person, or a committee of the Trustees upon which the trustee does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the trustee reasonably believes to merit confidence. A trustee shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. A trustee may, in considering the best interests of the University, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located, and all other pertinent factors. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a
trustee of the University or any failure to take any action shall be presumed to be in the best interests of the University.

Article 3

THE OFFICERS

3.1 The officers of the University shall be the President, the Provost, the Vice Presidents, the Secretary, the Treasurer, the Comptroller, and the General Counsel. Subject to the policies of the University, all officers except the President shall be elected by the Trustees upon nomination by the President and shall be suspended or terminated by the Trustees upon the recommendation of the President. With the consent of the President and subject to the policies of the University, officers may appoint such associates and assistants and assign them such duties as they shall deem appropriate.

3.2 The President shall hold office upon such terms as the Trustees shall determine.

(a) Functions and Duties of the President: As the chief executive officer of the University, the President is its educational and administrative head. He or she is responsible to the Trustees for the conduct, coordination, and quality of the University's programs and for its future development. The President shall have the authority to perform all acts which are necessary to make effective the policies and actions of the Trustees unless a resolution of the Trustees specifically grants such authority to another person or entity. As a liaison between the Trustees and the faculty, the President shall inform each of the views and concerns of the other relating to the programs and administration of the University.

The President shall hold the academic rank of professor, shall be a member of every Faculty of the University, and may at his or her discretion call a meeting of any Faculty.

(b) Election of the President: When it becomes necessary to elect the President, the Executive Committee of the Trustees shall convene a consultative committee, composed of trustees, faculty and students, to identify and recommend candidates for review by the Executive Committee. The consultative committee shall be advisory to the Executive Committee. The composition of and procedures governing the consultative committee shall be specified in a Standing Resolution of the Trustees.

The Executive Committee shall, at a closed meeting, review the report of the consultative committee and shall receive from members of the Executive Committee a nomination or nominations to be voted upon by the Trustees.

At least ten days prior to the stated or special meeting of the Trustees at which the election of the President is proposed, the Secretary shall give to each trustee notice stating that the election of the President shall be held at such a meeting and giving the names of the person or persons who have been nominated by members of the Executive Committee. No
such election shall be valid unless a nominee shall receive the affirmative votes of at least two-thirds of the number of trustees then in office.

(c) Removal of the President: The President may be removed only after consultation with representatives of the faculty and by the affirmative vote of trustees actually present at a stated or special meeting equal to at least two-thirds of the number of trustees then in office. Notice of such proposed action must be included in the notice of the meeting.

3.3 The Provost shall be the educational officer normally responsible for the conduct, coordination, and quality of the University's academic programs and for their future development. In the performance of these duties the Provost shall consult with representatives of the faculty.

The Provost shall hold the academic rank of professor, shall be a member of every Faculty of the University, and may at his or her discretion call a meeting of any Faculty.

3.4 The Secretary of the University shall attend and keep minutes of the meetings of the Trustees, shall act as secretary of all boards and committees of the Trustees, and shall be custodian of communications, reports, and other documents of importance presented to the Trustees. The Secretary shall give notice to Trustees and to members of boards and committees of all stated and special meetings.

The Secretary shall have custody of the Seal of the Corporation, shall affix it to such instruments as require its use, and when so affixed, shall attest it by signature.

The Secretary shall prepare all diplomas and certificates of study, shall have charge of official convocations of the University, and shall have such other powers and duties as may be conferred from time to time by the Trustees. The minute books, documents, and records of the University, not yet deposited in the Archives, shall be open at all times to the inspection of trustee boards and committees, any trustee, and authorized University officers.

3.5 The Treasurer shall have custody of all evidences of ownership of real or personal property owned by the University or pledged to it, other than those evidences in the custody of the Investment Board. The Treasurer also shall have custody of all policies of insurance, and shall have the authority to accept and receipt for the same on behalf of the Trustees, and under their supervision he or she shall arrange for the safekeeping thereof.

The Treasurer shall collect and receive all monies due and payable to the University and deposit them in the name of the University in such banking institutions as the Trustees may approve. He or she shall discharge all debts or other obligations of the University when due and payable. He or she shall keep a complete set of accounts showing in detail the financial transactions of the Treasurer's office, and these shall be open at any time to the inspection of any trustee. The Treasurer shall furnish such financial statements compiled from his or her accounts as from time to time may be required by the proper University officers, trustee boards and committees, or any trustee.
3.6 The Comptroller shall maintain a complete set of accounts, except those maintained by the Treasurer, showing in detail the business and financial transactions of the University. He or she shall be responsible for the proper keeping of accounts of every department of the University and shall have authority to direct the methods, including audit and control, by which such accounts are kept. The Comptroller shall compile and furnish such financial or statistical reports or information as may be required by the proper University officers, trustee boards and committees, or any trustee. He or she shall approve all vouchers before they are submitted to the Treasurer for payment; such approval shall be evidence that the charge has been recorded against an approved budget on file, and that it is within the appropriation of the budget against which it is charged.

3.7 The General Counsel shall represent the University as a corporate entity in legal matters. All matters requiring legal advice or legal action shall be referred to the General Counsel.

3.8 The President may appoint a temporary successor or substitute to act as required because of the death, absence, disability, suspension, or termination of any officer of the University other than the President, but such temporary appointments shall be effective only until the next meeting of the Trustees or the Executive Committee at which time a successor shall be nominated and elected either on an acting or a permanent basis.

The Executive Committee shall appoint a temporary successor or substitute to act in case of the death, extended absence, disability, or removal of the President. The President may appoint an officer of the University to act for him or her during a period of temporary absence.

3.9 An officer of the University (including their associates and assistants) shall stand in a fiduciary relation to the University and shall perform his or her duties as an officer, including his or her duties as a member of any committee upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the University, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances. In performing his or her duties, an officer shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by one or more officers or employees of the University whom the officer reasonably believes to be reliable and competent with respect to the matters presented, counsel, public accountants or other persons as to matters that the officer reasonably believes to be within the professional or expert competence of such person, or a committee upon which the officer does not serve, duly designated in accordance with these Statutes, as to matters within its designated authority, which committee the officer reasonably believes to merit confidence. An officer shall not be considered to be acting in good faith if he or she has knowledge concerning the matter in question that would cause his or her reliance to be unwarranted. An officer may, in considering the best interests of the University, consider the effects of any action upon employees, upon suppliers and students and other constituents of the University and upon the community in which the University is located, and all other pertinent factors. Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as an
officer of the University or any failure to take any action shall be presumed to be in the best interests of the University.

**Article 4**

**BOARDS AND COMMITTEES**

**OF THE TRUSTEES**

4.1 In addition to the Executive Committee, the Investment Board, and the Penn Medicine Board and Penn Medicine Executive Committee created in Articles 5, 6, and 7 of these Statutes, the Trustees may from time to time form such boards and committees as they see fit for any of the purposes and activities of the University; may prescribe their functions, duties, powers, and rules of membership, which may include membership by persons who are not trustees; and may dissolve them.

4.2 The trustee members, the chairmen, and the vice chairmen of all boards of overseers and other advisory boards formed by the Trustees shall be nominated by the Chairman of the Trustees and the President and elected by the Trustees for terms of three years, unless otherwise determined by the Trustees. The terms may be renewed. The trustee members, the chairmen, and the vice chairmen of all committees and other bodies formed by the Trustees, with the exception of the Executive Committee, the Investment Board, and the Penn Medicine Board and Penn Medicine Executive Committee, shall be appointed by the Chairman of the Trustees for one-year renewable terms.

4.3 The non-trustee members of all other bodies, boards of overseers and other advisory boards and formed by the Trustees, with the exception of the Investment Board and the Penn Medicine Board and Penn Medicine Executive Committee, shall be nominated by the Chairman of the Trustees and the President and elected by the Trustees for terms of three years unless otherwise determined by the Trustees. The terms may be renewed no more than two times in succession before the member must rotate off of the overseer or advisory board for at least one year. After the member has been off the board for at least one year, the member may be reappointed for another three-year term. There shall be no limit placed on the number of total years of service that a member may dedicate to any one overseer or advisory board.

4.4 The Chairman of the Trustees, by virtue of his office, shall be a member of all boards and committees formed by the Trustees pursuant to this Article.

4.5 Trustees emeriti may be appointed, by the Chairman, members of any two boards or committees formed by the Trustees pursuant to this Article. They shall not be entitled to vote at a meeting of any such board or committee to which they have been appointed and shall not be considered in constituting a quorum or for any other purpose for which a certain number or proportion of trustees is required. Trustees emeriti may not serve as chairmen of any committee formed by the Trustees pursuant to this Article and consisting solely of Trustees, except for *ad hoc* committees.
4.6 With the consent of the chairman thereof, trustees ex officio may attend any meeting of any board or committee formed by the Trustees, pursuant to this Article, but shall not be members, except that the President shall be a voting member of the Penn Medicine Board, the Penn Medicine Executive Committee, and such of its committees and subcommittees on which the President may serve from time to time.

4.7 Except as otherwise provided by law, by the Charter, or by these Statutes, a majority of all members entitled to vote shall be necessary to constitute a quorum at all meetings of boards and committees formed by the Trustees, and a vote of a majority of those members constituting the quorum shall decide any question brought before such meeting.

4.8 Meetings of any board or committee formed by the Trustees (other than the Penn Medicine Board and Penn Medicine Executive Committee) shall be called on the request of the chairman thereof or on the written request of at least three of the members. The Secretary shall give notice of a meeting of a board or committee (other than the Penn Medicine Board and Penn Medicine Executive Committee) to all members at least five days before such meeting, unless a greater period is required by law, by the Charter, or by these Statutes, provided that whenever the chairman (or in the chairman's absence a designated vice chairman) shall determine that an emergency exists, he or she may call a special meeting and specify a shorter period of notice than that prescribed for meetings of the Trustees, but in no event less than twelve hours telegraphic, facsimile, or telephonic notice.

Article 5

THE EXECUTIVE COMMITTEE

5.1 The Executive Committee shall exercise all of the powers and authority of the Trustees except that the Executive Committee shall at no time take or authorize any action which these Statutes specifically require to be taken at a regular stated or special meeting of the Trustees or any action prohibited by law. The Executive Committee shall designate annually its schedule of regular meetings.

5.2 The members of the Executive Committee shall be trustees other than trustees ex officio and trustees emeriti nominated by the Chairman and elected annually by a majority of the trustees then in office. When a member of the Executive Committee resigns, is incapacitated, or dies, a majority of the trustees then in office may, upon nomination of the Chairman, replace such member until the next annual election.

5.3 The Chairman and the Vice Chairmen of the Trustees shall also serve as members of and as chairman and vice chairmen of the Executive Committee.

5.4 The Executive Committee shall normally be comprised of no fewer than ten members; however, action of an Executive Committee with less than ten members shall not be rendered invalid thereby.
Article 6

THE INVESTMENT BOARD

6.1 The Investment Board shall be an "other body" within the meaning of the Pennsylvania Nonprofit Corporation Law of 1972 (or any successor act or provision). It shall have sole and complete responsibility with respect to the management and custody of all real and personal property held by the University as an investment.

6.2 The Investment Board shall consist of such number of trustees and non-trustees as shall be fixed from time to time by the Trustees. For purposes of this Article, trustees emeriti shall not be considered trustees.

6.3 Members of the Investment Board shall be nominated by the Chairman of the Trustees and elected annually by the Trustees at a stated meeting thereof. With the concurrence of the Trustees, the chairman of the Investment Board shall be appointed by the Chairman of the Trustees. When a member of the Investment Board resigns, is incapacitated, or dies, the Trustees, at a stated meeting thereof, may replace such member until the next annual election.

6.4 The chairman of the Investment Board may appoint an executive committee of the Investment Board from among its members to carry out such business of the Investment Board as the Investment Board determines.

Article 7

PENN MEDICINE

7.1 In accordance with and subject to these Statutes, the Trustees hereby delegate to Penn Medicine, acting through the Board of Penn Medicine and the Penn Medicine Executive Committee, responsibilities with respect to the management and operations of the constituents of Penn Medicine (the “Penn Medicine Constituents”) as may be from time to time determined by the Trustees and set forth in the Bylaws of Penn Medicine.

7.2 The Penn Medicine Board and the Penn Medicine Executive Committee shall each be an “other body” within the meaning of the Pennsylvania Nonprofit Corporation Law (or any successor act or provision). The Penn Medicine Board shall have overall responsibility delegated to it by the Trustees pursuant to this Article and the Penn Medicine Bylaws for promoting productive relationships among the Penn Medicine Constituents and between Penn Medicine and the University for the purpose of maintaining the highest level of clinical, educational and research excellence.

7.3 The Penn Medicine Executive Committee shall exercise all of the powers of the Penn Medicine Board, except for the powers specified in Section 5731 of the Pennsylvania Nonprofit
Corporation law (or any successor act or provision). Subject to these Statutes, the Penn Medicine Bylaws, and applicable law, the Penn Medicine Executive Committee also shall have the authority to take all actions on behalf of the Trustees that would otherwise be taken by the University in its capacity as the owner of assets or shares of a Penn Medicine Constituent, member of a nonprofit Penn Medicine Constituent, operator of a Penn Medicine Constituent that is a subdivision of the University, or party to a contract with a Penn Medicine Constituent. Notwithstanding the foregoing, the authority of the Penn Medicine Executive Committee shall be subject to the reserved powers of the Trustees as set forth from time to time in the Penn Medicine Bylaws, and any authority of the Penn Medicine Executive Committee with respect to members of any Faculty shall be subject to these Statutes and the Faculty Handbook.

7.4 Members of the Penn Medicine Board and Penn Medicine Executive Committee shall be appointed as provided from time to time in the Penn Medicine Bylaws.

7.5 The Penn Medicine Board and Penn Medicine Executive Committee may appoint such officers and committees as provided from time to time in the Penn Medicine Bylaws.

**Article 8**

**NOTICE**

8.1 Unless specifically provided otherwise, whenever notice is required to be given to any person under provisions of law, of the Charter, or of these Statutes, it shall be given in writing to such person either personally or by sending a copy thereof by first-claim or express mail, postage prepaid, or courier service charged pre-paid, or by facsimile or electronic mail, to the person’s address, electronic address, or facsimile number appearing on the books of the University. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail or with a courier service for delivery to that person. A notice of meeting shall specify the place, day, and hour of the meeting and any other information required by the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor act or provision).

8.2 Whenever any written notice is required to be given by law, by the Charter, or by these Statutes, a waiver thereof may be made in accordance with the Pennsylvania Nonprofit Corporation Law of 1988 (or any successor act or provision).

**Article 9**

**UNIVERSITY GOVERNANCE**

9.1 There shall be a University Council, composed of representatives of the faculty, the student body, the University administration, and the administrative staff. It shall consider the activities of the University broadly in all of its phases, with particular attention to its educational objectives and those matters that affect the common interests of all faculty and students. It shall recommend general policies and otherwise advise the President, the Provost, and other officers of the University.
9.2 The University Council shall adopt rules governing its organization and procedures.

9.3 There shall be a Faculty Senate composed of members of the Standing Faculty and the Standing Faculty-Clinician Educators holding the rank of professor, associate professor, or assistant professor. The Senate shall provide opportunity for its members to discuss and express their views upon any matter that they deem to be of general interest to the faculty, and to make recommendations and pass resolutions with respect thereto. It shall have power to make recommendations directly to the President, the Provost, and the Trustees, and to request reports from the University administration.

9.4 The Faculty Senate shall adopt rules governing its organization and procedures.

9.5 There shall be an Undergraduate Assembly and a Graduate and Professional Student Assembly. These assemblies shall provide the opportunity for their members to discuss and express their views upon any matter they deem to be of general University interest, and to make recommendations and pass resolutions with respect thereto. In addition, they shall have power to make recommendations directly to the President, the Provost, and the Trustees and request reports from the University administration.

9.6 The Undergraduate Assembly and the Graduate and Professional Student Assembly shall adopt rules governing their organizations and procedures.

Article 10

THE FACULTIES AND THE SCHOOLS AND COLLEGES

10.1 There shall be such Faculties and such Schools as authorized by the Trustees.

10.2 The Trustees recognize the following (listed in the order of their origin):

(a) Faculty of Arts and Sciences

The School of Arts and Sciences, including the College of Arts and Sciences, as its undergraduate division; the Graduate Division of Arts and Sciences; and the College of General Studies, as its lifelong learning program.

(b) Faculty of Medicine

The School of Medicine.

(c) Faculty of Law

The School of Law.

(d) Faculty of Engineering and Applied Science
The School of Engineering and Applied Science.

(e) Faculty of Design

The School of Design.

(f) Faculty of Dental Medicine

The School of Dental Medicine.

(g) Faculty of the Wharton School

The Wharton School.

(h) Faculty of Veterinary Medicine

The School of Veterinary Medicine.

(i) Faculty of Education

The Graduate School of Education.

(j) Faculty of Social Policy and Practice

The School of Social Policy and Practice.

(k) Faculty of Nursing

The School of Nursing.

(l) Faculty of Communications

The Annenberg School for Communication.

10.3 The Faculty of a school consists of the members of the Standing Faculty, the Standing Faculty-Clinician Educators in some health professional schools, the Associated Faculty, and the Academic Support Staff. The voting Faculty of a school (hereinafter referred to as the Faculty) shall consist of the members of the Standing Faculty and the Standing Faculty-Clinician Educators above the rank of Associate and such other persons who have been granted the right to vote by that faculty. The Standing Faculty and the Standing Faculty-Clinician Educators comprise the core of the academic staff. The term "Standing Faculty," used alone, shall refer only to those faculty members with tenure or in tenure-probationary status.

10.4 There shall be a Dean and a Secretary of each Faculty. The Dean shall be appointed or removed by the Trustees, upon recommendation by the President and the Provost, and according to policies and procedures promulgated by the President and the Provost. The Dean
shall preside at meetings of a Faculty. He or she shall sign all diplomas, certificates, and other official papers on behalf of his or her Faculty and shall serve as the official means of communication between the Faculty and the Provost. The Secretary shall be elected by the Faculty and shall serve for such a time as determined by the Faculty.

Each Faculty shall meet at stated times and also at the call of its dean or of the President, the Provost, or other designated officer. Each Faculty shall also adopt provisions governing the call of meetings by its members. Except for the standing Committee on Academic Freedom and Responsibility, which shall be elected annually, committees of each Faculty shall be appointed by the Dean, or elected, as prescribed by the procedures adopted by each Faculty.

10.5 Upon recommendation of the President, the Trustees may authorize the establishment, merging, or closing of departments, divisions or similar entities in schools that do not have departments. The chairman of each department shall be appointed or removed by the President, upon the recommendation of the Dean with the advice of the Faculty, and with the approval of the Provost or his or her designee. A department chairman shall serve according to policies and procedures established by the President and the Provost.

10.6 Subject to general policies established by the Trustees, the responsibility for determining the quality of the student body shall rest with the Faculty of that school. Each Faculty shall articulate the criteria for selection of applicants for admission and shall establish a written admissions policy that describes these criteria. Each Faculty shall also monitor implementation of its admissions policy and amend it when necessary.

Subject to general policies established by the Trustees, and in a manner consistent with general University policies, each Faculty shall also set its regulations for instruction of students and requirements for recommendations for degrees in course and in faculty.

10.7 Subject to general policies established by the Trustees, and in a manner consistent with general University policies, each Faculty shall set its own procedures for governance and determine the qualifications for membership in the Faculty.

10.8 The Standing Faculty is composed of all faculty members with tenure or in tenure-probationary status. It includes persons in the following ranks: Professor, Associate Professor, and Assistant Professor. All appointments to these ranks modified by the qualifiers "Visiting," "Adjunct," "Clinical," "Research" and "Practice" designate appointments in the Associated Faculty. Members of the Standing Faculty holding the rank of Professor are appointed for an indefinite term with tenure. Appointment as an Associate professor may be either for an indefinite term with tenure or for a fixed term within a tenure-probationary period as specified in a Standing Resolution. Appointments to other ranks in the Standing Faculty are for a fixed term within a tenure-probationary period as described in a Standing Resolution.

10.9 The Standing Faculty-Clinician Educators includes full-time faculty members in the educational programs of some health professional schools, whose primary responsibility is for delivery of health services. Clinician educators do not acquire tenure. Conditions of appointment and academic activities of clinician educators are specified in a Standing Resolution.
10.10 The Associated Faculty is composed of the Research Faculty, the clinical Faculty, the Adjunct Faculty, Practice Professors, and the Visiting Faculty. Permissible ranks in the Associated Faculty are Professor, Associate Professor, Assistant Professor, and Associate, but have appropriate modifiers to indicate appointment in the Associated Faculty. Conditions of appointment and academic activities of members of the Associated Faculty are specified in a Standing Resolution.

10.11 The Academic Support Staff is composed of persons who participate in the University's teaching, research, and clinical services, but who are not eligible for appointment to the Standing or Associated Faculty. Each appointment to the Academic Support Staff is for a term of years to be specified in a Standing Resolution, and is without tenure or tenure significance. Permissible ranks in the Academic Support Staff include Lecturer, Instructor, Postdoctoral Fellow, Senior Investigator, Investigator, and Senior Fellow. They also include the ranks of Assistant Instructor, Teaching Fellow, Research Fellow, and Research Assistant, which are limited to persons registered in graduate or professional programs at the University of Pennsylvania.

10.12 Emeritus status is conferred on the Standing Faculty and the Standing Faculty-Clinician Educators at the time of their retirement. The rights and privileges of members of the Emeritus Faculty are designated by policy memorandum.

10.13 All appointments and promotions to the ranks of Professor, Associate Professor, Assistant Professor, or Associate, whether in the Standing Faculty, the Standing Faculty-Clinician Educators, or to comparable ranks in the Associated Faculty, are made, upon recommendation of the Faculty, the President, and the Provost, by action of the Trustees. The minutes of the Trustees are the official record of such actions. No officer of the University has authority to bind the University to appointment or promotion in the ranks of Associate or above without the positive action of the Trustees.

Power to appoint and reappoint to positions below the rank of Associate and not in tenure-probationary status may be delegated by the President and the Provost to the Deans.

10.14 The President may, upon appropriate faculty recommendation as therein defined, decide that a major sanction should be imposed upon any member of the faculty who is found to have committed a major infraction of University behavioral standards, according to policies and procedures, as set forth on June 20, 1997, and as they may be hereafter amended. Such amendments shall be made only upon consultation with the President, the Provost, and the Faculty Senate.

Suspension, termination, or threat thereof may not be used to restrain or interfere with faculty members in their exercise of academic freedom or other rights.

10.15 Subject to any vested rights, contractual restrictions, or controlling Federal or State laws, the Trustees shall have the power to fix and determine from time to time the age and
provisions on which officers, faculty members, and other employees of the University shall retire, and to amend, modify or repeal any such action taken by the University.

**Article 11**

**ACADEMIC FREEDOM AND RESPONSIBILITY**

11.1 The University recognizes the importance of a system of tenure for faculty members as the preeminent means of fostering and protecting academic freedom in teaching and in scholarly inquiry.

11.2 There shall be a Senate Committee on Academic Freedom and Responsibility of at least seven members selected in accordance with the Rules of the Senate. This Committee shall advise and consult with each Faculty’s Committee on Academic Freedom and Responsibility, and with administrative officers, on the establishment of appropriate procedures to be followed in the event of a claim of violation of academic freedom or responsibility. The Committee shall have power to make investigations, reports, and recommendations on any matter relating to academic freedom and responsibility within the University. The Committee will be governed in its responsibilities and procedures by rules established by the Faculty Senate.

11.3 Each Faculty shall have a standing Committee on Academic Freedom and Responsibility, which shall be elected annually. Each Faculty’s Committee on Academic Freedom and Responsibility shall, to the extent provided in the relevant procedures, including the Procedures Governing Sanctions Taken Against Members of the Faculty adopted on June 20, 1997, and as they may be hereafter amended, represent the Faculty in proceedings that involve temporary exclusion of or imposition of a major sanction on a Faculty member, suspension or termination of the appointment of a Faculty member, some matters arising from financial exigency proceedings, or other questions concerning an individual Faculty member’s claim of violation of his or her academic freedom. The Committee shall have power to make investigations, reports, and recommendations on any matter relating to academic freedom and responsibility within the school that may affect one or more Faculty members.

11.4 It is the policy of the University of Pennsylvania to maintain and encourage freedom of inquiry, discourse, teaching, research, and publication and to protect any member of the academic staff against influences, from within or without the University, that would restrict him or her in the exercise of these freedoms in his or her area of scholarly interest.

(a) The teacher is entitled to freedom in research and in the publication of results, subject to the adequate performance of his or her other academic duties, and to the institutional policies and procedures as set forth in the research policies of the University. Research for pecuniary return should be based upon an understanding with the authorities of the institution.

(b) The teacher is entitled to freedom in the classroom in discussing his or her subject.
(c) The teacher is a member of a learned profession and of an educational institution. When speaking or writing as an individual, the teacher should be free from institutional censorship or discipline, but should note that a special position in the community imposes special obligations. As a person of learning and a member of an educational institution, the teacher should remember that the public may judge the profession and the institution by his or her utterances. Hence the teacher should at all times show respect for the opinions of others, and should make every effort to indicate when he or she is not speaking for the institution.

**Article 12**

**DEGREES, COMMENCEMENTS AND CONVOCATIONS**

12.1 There shall be three kinds of degrees, which shall be granted under the direction of the Trustees, namely:

(a) **Degrees in Course**: which may be granted to all those persons who have completed satisfactorily the requirements for degrees in the several schools and have been duly recommended by their faculties for their respective degrees;

(b) **Degrees in Faculty**: which may be granted upon recommendation of the appropriate faculty, by way of restoring an individual to his or her class;

(c) **Honorary Degrees**: which may be granted to persons deemed by the Trustees worthy of such distinction.

12.2 A public Commencement shall be held annually for the conferring of degrees in course and other approved degrees. Special convocations may be held during the year for the conferring of degrees upon the recommendation of the President and with the approval of the Trustees.
Article 13

INDEMNIFICATION

13.1 The Corporation, in the manner and to the extent specified in a Standing Resolution of the Trustees, may indemnify (including advancement of expenses) any person against liabilities arising from status relating to the University as may be specified in the Standing Resolution, whether or not such indemnification would be authorized by 15 Pa.C.S. Ch.77C.

13.2 The Corporation shall indemnify trustees and officers of the Corporation, members of the Penn Medicine Board and Penn Medicine Executive Committee, and members of the Investment Board to the full extent permitted by law. For the purposes of this Article, the term "officer" means those individuals specified in the first sentence of section 3.l.

13.3 The indemnification provided by or pursuant to these Statutes shall continue as to a person who has ceased to be a trustee, officer or member of the Investment Board or other indemnified person and shall inure to the benefit of the heirs, executors or administrators of such a person.

Article 14

AMENDMENTS

14.1 Amendments to these Statutes may be made at any regular stated or special meeting of the Trustees, provided notice of the contemplated action has been given by the Secretary to every member of the Trustees ten days in advance of the meeting at which the amendment is to be voted upon. The affirmative votes of at least a majority of the Trustees (except on particular matters as set forth in the Statutes) in office at the time shall be requisite for the adoption of an amendment.

14.2 By unanimous consent, any rule or Statute may be suspended at any stated or special meeting of the Trustees at which there are present not less than a majority of the Trustees in office at the time.

Article 15

DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.