March 29, 2019

Dear WPI Community,

I am writing to share some good news. As you know, the Bylaws & Governance Working Group (BGWG) has worked diligently over the past three months to address concerns with WPI’s pending bylaws and to establish a framework for more effective collaboration/trust between faculty, administration and trustees.

I am pleased to report that the working group has agreed on a set of recommendations. These include proposed modifications to the pending bylaws that remove/change language that was problematic or that led to interpretations which differed significantly from the board’s intent. Our recommendations also include new mechanisms for coordination and collaboration on key issues. These mechanisms should foster continuous improvement in our governance and facilitate timely and effective resolution of concerns in the future.

Importantly, through the work of the BGWG, faculty, administration, and board have gained a better understanding and appreciation of each other’s perspectives. BGWG members are united in our commitment to continue to work and evolve together in the interest of effective shared governance. This commitment, and taking action on the BGWG recommendations, will enable us to build on the accomplishments of the past few months and continue to advance the best interests of WPI.

Please see below for the BGWG report, followed by a redlined version of the pending bylaws that show the proposed changes. These documents will be raised for discussion at the April 11 faculty meeting, and a final report will be brought up for faculty endorsement in May. The Board will discuss these recommendations at their April 12 Executive Committee meeting, and will vote on endorsing the final report and pass updated bylaws on May 10.

Comments on the report from anyone in the WPI community are welcomed and can be sent to bgwg@wpi.edu.

I want to thank the members of the BGWG who have participated thoughtfully, and who have been instrumental in bringing us to this place. We all look forward to the input of our community on the consensus outcomes of our deliberations.

Best regards,

Laurie Leshin
President & BGWG Chair
Introduction
The WPI Bylaws & Governance Working Group (BGWG) was formally established in December 2018 to provide a mechanism for faculty, administration, and trustees to consult on WPI’s pending bylaws (approved by the board on November 2, 2018), and to make recommendations to enable more effective collaboration and increase trust between faculty, administration and trustees in the future.

This report contains the consensus recommendations of the BGWG, reached after significant discussion and deliberation. The intent is for this document, including recommendations for amending the pending bylaws, as well as additional recommendations, to be presented to the faculty for their endorsement ahead of Board action that will take place at the May, 2019 Board meeting, consistent with the agreement documented in the final (12/7/18) Working Group Charter.

The discussions of the BGWG revealed that while occasionally the views of trustees, administrators, and faculty members about what best serves WPI may differ, all approach their work with respect for one another. In addition, while the impact of actions may not always be as anticipated, actions taken emerge from positive intent to make WPI a better University in service to our students and to the communities in which we work.

In order to share our perspectives and understand our differences, we need to increase opportunities for communication between faculty, administration and trustees. Such occasions are critical to building the relationships, trust, and bridges that are essential as we all collectively work to share stewardship of WPI, and to establish a stronger foundation for effective collaboration. All faculty members, administrators, and trustees should embrace these opportunities regardless of whether the interactions are formal or informal, and whether they occur in large or small groups.

When misunderstandings and frustrations have occurred, oftentimes they have been caused by a lack of clarity and agreement on what would constitute appropriate consultation, collaboration, timelines, and decision-making processes on an issue. Working together to provide clear agreements on consultation and collaboration mechanisms for important decisions should take place early, so that progress can be made in the context of mutual understanding of process and within agreed upon timelines. Doing so should allow all constituencies to focus on their core responsibilities on behalf of the institution, and should enable each to contribute their time and expertise most effectively on behalf of WPI.
Recommended Updates to the Pending Bylaws

One of the main activities of the BGWG was to consult with faculty members on matters in the pending WPI bylaws that impact the academic enterprise. Each area of concern was discussed among the BGWG, and consensus recommendations for modifying the bylaws are included below. Proposed changes to the pending bylaws that respond to the BGWG recommendations are provided separately as a redlined document. The BGWG endorses these changes.

Specific faculty concerns raised in the BGWG Charter about the pending bylaws and their disposition are summarized in the table below.

<table>
<thead>
<tr>
<th>CONCERN RAISED IN BGWG CHARTER</th>
<th>RECOMMENDED ACTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Authority to override the Faculty Handbook</td>
<td>Remove</td>
</tr>
<tr>
<td>Academic freedom placed in the Bylaws and within the framework of “society’s norms”</td>
<td>Remove</td>
</tr>
<tr>
<td>Board’s interpretation “controls” any ambiguities in the Bylaws</td>
<td>Remove</td>
</tr>
<tr>
<td>President and Provost written in as ex officio members of all Faculty committees</td>
<td>Remove</td>
</tr>
<tr>
<td>Provost “creates, reviews, and approves academic policies.”</td>
<td>Remove</td>
</tr>
<tr>
<td>Global School established without faculty approval</td>
<td>Global School will be added to the academic structure after faculty endorsement and Board approval.</td>
</tr>
<tr>
<td>Inclusion in the bylaws of academic matters:</td>
<td></td>
</tr>
<tr>
<td>• Provost and Deans;</td>
<td></td>
</tr>
<tr>
<td>• Faculty;</td>
<td></td>
</tr>
<tr>
<td>• Academic Freedom</td>
<td></td>
</tr>
<tr>
<td>• Minor rewrites in sections on Provost and Deans;</td>
<td></td>
</tr>
<tr>
<td>• Substantially rewrite section on the faculty;</td>
<td></td>
</tr>
<tr>
<td>• Remove section on academic freedom</td>
<td></td>
</tr>
</tbody>
</table>

During the BGWG, additional concerns about the bylaws were also discussed. These include language about the role of the President and the principles of effective collaboration. Both of these discussions resulted in additional recommended updates to the pending bylaws.

<table>
<thead>
<tr>
<th>ADDITIONAL CONCERN RAISED</th>
<th>RECOMMENDED ACTION</th>
</tr>
</thead>
<tbody>
<tr>
<td>The statement in the pending bylaws on Effective Collaboration is unfocused. While the first half of the statement describes the principles, the second half goes beyond and specifies roles and responsibilities of different constituencies.</td>
<td>Remove the language dealing with roles and responsibilities and rewrite slightly</td>
</tr>
<tr>
<td>The language in the description of President’s roles and responsibilities is unnecessarily specific</td>
<td>Minor rewrite and addition of AAUP language</td>
</tr>
</tbody>
</table>

Additional Recommendations for Action

As a result of the BGWG discussions, additional recommendations for improving the shared stewardship of WPI via collaboration between faculty, administration and trustees have emerged. In some cases, these additional recommendations came directly from a discussion of
the pending bylaws, and in others they address issues of high concern to one or more of the constituent groups that, left unaddressed, stand in the way of effective collaboration. Addressing these issues is considered as important as modifying the pending bylaws. In most cases the BGWG is not suggesting a specific solution to the issue, but rather the mechanism and timeline for a solution to be found after the work of the BGWG has concluded.

Ongoing Improved Communication and Collaboration Mechanisms

One significant outcome of the BGWG deliberations was in recognizing the need for an ongoing coordination mechanism to build on the foundational work of the BGWG. The resulting increase in communication, collaboration, and coordination between faculty, administration and trustees should enable vital building of trust, provide a forum to raise and address critical issues, and enable agreement on realistic approaches and timetables for action on those issues. Such a mechanism will allow both strategic and operational matters to be considered early and regularly, and will result in deeper understanding of issues from all the perspectives of all constituencies, and better decision-making.

To this end, the BGWG recommends the formation of a Joint Coordinating Council (JCC). The JCC would include the President (Chair), Provost, Secretary of the Faculty, Chair of the Faculty Committee on Governance (COG), and a full-time non-tenure track (NTT) faculty member and one member of the Board of Trustees. The NTT faculty member would be selected by their peers. The Trustee would be appointed by the Board Chair, with the understanding that they would not need to attend every meeting. The JCC would meet at least monthly during the academic year. The JCC would report to the faculty regularly through the Secretary of the Faculty and to the full Board of Trustees at least annually, either at a plenary session, in the Nominating & Governance Committee, or in the Meeting of the Corporation. Operational procedures for the JCC would be established in their early meetings, which would begin in the summer of 2019.

In addition to establishing this new formal coordination mechanism, the BGWG recommends that the President take full advantage of existing structures within faculty governance to advance coordination and collaboration between faculty and administration. These include regular attendance at monthly faculty governance Committee Chairs meetings whenever possible to interact and exchange ideas on matters of campus-wide concern, and the codified invitation in the Faculty Handbook to attend meetings of the Committee on Governance (or any other governance committee) conducting business of relevance to the President’s direct interests or concerns.

Finally, the BGWG recommends that the President work to facilitate more numerous opportunities for interaction and increased understanding between faculty, administration, and board members. These could include but are not limited to: plenary sessions at Board of Trustees’ meetings, informal small group or one-on-one interactions between faculty and board members on issues of interest, and opportunities to provide insights into the work of the Board of Trustees with the WPI community through more varied and frequent electronic communication.
**Process for future updates to bylaws that impact the academic enterprise**

The Board of Trustees realizes that making bylaws changes that could have an impact on the academic enterprise without consultation was a negative shock to the WPI faculty community. The Board does not anticipate frequent or significant additional changes in the bylaws that impact the academic enterprise once the version of the bylaws derived from the BGWG recommendations are passed by the Board of Trustees in May, 2019. However, whenever such changes are contemplated, the process by which future updates are made will include consultation with faculty and administration, initiated through the JCC and with enough time to allow considered input to be provided before the changes are finalized. In addition, when possible proposed changes will be posted for at least a four-week comment period ahead of Board ratification of the changes. The Board of Trustees will provide responses to any submitted comments.

**Role of Deans in the Appointment/Evaluation of Department Heads**

The Deans and the faculty have important roles to play in such critical academic processes as formulating recommendations for tenure and promotion, and in appointing and evaluating Department Heads. While the role of Deans in the tenure and promotion processes is included in the Faculty Handbook, the appropriate roles for Deans in the appointment and evaluation of Department Heads are not currently well defined. The Provost will bring to the JCC for discussion a proposal for the role of the Deans in this area, and a formal proposal for updating the faculty handbook to reflect this updated role will be brought before the voting faculty through the Committee on Appointments and Promotions and the Committee on Governance. This process will be completed during the 2019-20 academic year.

**Long-Term Commitments to and Greater Inclusion of NTT Faculty Members**

The BGWG supports the increased recent focus on the rights of and WPI’s commitments to our NTT faculty members, who are essential and highly valued members of the WPI community. Specifically, the BGWG supports the ongoing work of the “NTT Task Force” launched by the Secretary of the Faculty early this academic year. Options for providing NTT faculty members with longer-term commitments from the University, and an examination of the rights and representation of the NTT faculty through faculty governance are both critical subjects that the Task Force is considering. A framework for any recommendations that emerge from the Task Force work will be shared with the JCC early, so administration, faculty governance, and trustees can work towards alignment on this complex and important topic. This framework should be completed in the coming months, with actionable recommendations, including any updates to administrative processes and changes to the Faculty Handbook, being implemented during the 2019-20 academic year.

**Mechanism for Ensuring Required Board Approval of Certain Sections of the Faculty Handbook**

By existing practice, changes to the Faculty Constitution and to those sections of the Faculty Handbook dealing with University-wide policy require approval by the Board of Trustees. Once approved by the faculty, changes that require Board approval will take effect after they are endorsed by the Board, which would typically occur at its next meeting. The Secretary of the
Faculty will coordinate with the Provost and the Secretary of the Corporation to ensure that the needed updates are brought to the Board through the appropriate board committee (normally Nominating & Governance or Academic Planning).

**Addition of More Academic Expertise to the Board of Trustees**

The Board of Trustees has a responsibility to bring together the diverse expertise required to oversee the University. Although some academic expertise and experience already exists on the Board, and faculty appointees to board committees provide critical perspectives, the addition of more trustees with deep academic experience would be beneficial. The Board will commit to adding at least two such members over the next two years.

**Revisit Approach for Faculty Appointees on Board Committees**

To address the unintended impact of recent changes made by the Board to the process by which faculty members are selected to serve on board committees and to their roles and terms of appointment on those committees, the Board Chair, the President, and the Secretary of the Faculty will work together on modifications to the approach. Updates will be brought before the Trustee’s Executive Committee for approval by the beginning of the 2019-20 academic year, in time to select the next set of faculty appointees using the revised approach.

**Revisit Approach to Ensure Worthwhile Faculty Review of Administrators**

The JCC will discuss changes to the current approach to faculty review of administrators to ensure that the process of obtaining feedback from faculty members on administrator performance provides valuable, actionable input. The Secretary of the Faculty will develop a proposal to update the process based on the JCC discussions and COG input, and the voting faculty will consider any changes needed to the Faculty Handbook through appropriate motions endorsed by COG by February, 2020.

**Support for Time and Training of Faculty Governance Leaders**

Effective governance requires investment in the leaders who take on critical responsibilities in our system of shared governance. The Secretary of the Faculty (with input from faculty members who are or have been active in faculty governance) and the Provost will examine benchmark data from peer institutions and make a recommendation to the President about providing stipends for key governance leaders, and will create a plan for the professional development of faculty governance leaders. The President commits to reviewing this plan when it is complete, and to providing a reasonable new investment in support of WPI faculty governance leaders.

**Regular Assessment of the State of Governance at WPI**

Regular assessment of the state of governance at WPI is aligned with good practice and contributes to the health of this critical part of our work. Both the Board of Trustees and faculty governance commit to evaluating the health of their governance processes and activities through surveys or other means that assess effectiveness and identify opportunities for improvement. The President, in consultation with the JCC, will investigate methods for regularly assessing the health of shared governance. The President will ensure that such an
assessment is performed at least every three years, and that the overall results and any follow-on actions are shared with the entire campus community. The plan for regularly assessing shared governance at WPI will be completed by December, 2019.

**Concluding Statement**
The BGWG members are unified in their support for the aspirations of more effective sharing of effort, stewardship, and governance in support of WPI. Significant progress will be made by implementing the recommendations in this report.

WPI has great opportunities ahead. By embracing the potential of more significant collaboration in support of institutional goals, WPI can grow our reach and impact as a distinctive, project-based, STEM university focused on purpose-driven education and research.

*Respectfully submitted by the Bylaws & Governance Working Group, 4/XX/19*

__________________________  __________________________
Trustee Andy Aberdale       Professor Steve Kmiotek

__________________________  __________________________
Professor Jim Cocola         President Laurie Leshin (Chair, BGWG)

__________________________  __________________________
Professor Tanja Dominko      Professor Mark Richman

__________________________  __________________________
Trustee Marni Hall           Provost Winston Soboyejo
WORCESTER POLYTECHNIC INSTITUTE
BYLAWS OF THE CORPORATION
(Amended November 2, 2018May 15, 2019)

ARTICLE I - NAME
The name of the Corporation is Worcester Polytechnic Institute (the “Corporation”). It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provisions of any future federal tax laws (hereinafter referred to as the “Code”), as an organization described in Section 501(c)(3) of the Code.

ARTICLE II - OFFICES

A. CORPORATE OFFICE
The initial principal office of the Corporation shall be located at 100 Institute Road, Worcester, Massachusetts 01609. The Corporation may have such other offices, either within or without the Commonwealth of Massachusetts and within or outside the United States, as the Board of Trustees may designate or as the affairs of the Corporation may require from time to time.

B. REGISTERED OFFICE
The registered office of the Corporation required to be maintained in the Commonwealth of Massachusetts may, but need not, be identical with the principal office in the Commonwealth of Massachusetts. The address of the registered office may be changed from time to time by the Board of Trustees.

ARTICLE III - PURPOSE, MISSION AND USE OF FUNDS

A. PURPOSE AND MISSION
The Corporation educates talented students in engineering, science, management, and humanities in preparation for careers of professional practice, civic contribution, and leadership, facilitated by
active lifelong learning. This educational process is true to the founders’ directive to create, to discover, and to convey knowledge at the frontiers of academic inquiry for the betterment of society. Knowledge is created and discovered in the scholarly activities of faculty and students ranging across educational methodology, professional practice, and basic research. Knowledge is conveyed through scholarly publication and instruction.

**B. USE AND ADMINISTRATION OF FUNDS**

In making distributions to effectuate the charitable and educational purposes of the Corporation, as delineated in Section A above, the Board of Trustees shall have the authority to make distributions of both income and principal in such proportions and amounts as the Board of Trustees, in its discretion, determines advisable, provided that all such distributions are consistent with all applicable federal tax laws and regulations, and with Massachusetts law governing acceptance, administration and distribution of charitable funds. The Corporation is not formed for financial or pecuniary gain; and no part of the assets, income, or profits of the Corporation shall be distributable to, or inure to, the benefit of its trustees or officers or any other private person, and except to make payments and distributions in furtherance of the purposes of the Corporation, as set forth in Chapter 214 of the Acts of 1865, as heretofore amended (the “WPI Charter”) and Section A above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and no part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. The Corporation shall not engage in any excess benefit transaction within the meaning of Section 4958 of the Code.
C. TERMINATION OF CORPORATION

The Board of Trustees shall have the authority to authorize a petition for the Corporation's dissolution to be filed in the Massachusetts Supreme Judicial Court, all in accordance with M.G.L. c. 180, Section 11A.

ARTICLE IV – MEMBERSHIP OF THE CORPORATION, MEMBERSHIP AND ELECTION OF TRUSTEES, TERM OF OFFICE, EMERITI TRUSTEES AND NOMINATIONS

A. MEMBERSHIP AND ELECTION OF TRUSTEES

The Corporation shall consist of members individually referred to as Trustees and collectively as the Board of Trustees. The number of Trustees shall be at least twelve, and may be as many as shall be elected by the Board of Trustees. Trustees shall be elected by a vote of a majority of the full Board of Trustees at any regular meeting or at any special meeting where a quorum is present, the call for which includes notice of the election.

B. TERM OF OFFICE

The term of office of any Trustee, except that of the President, shall be five years; all terms shall conclude on June 30. Any Trustee may be re-elected for an immediately succeeding term subject to a limit of fifteen (15) consecutive years of service. Any Trustee who shall have attained fifteen (15) years of consecutive service but is in the midst of a term, may complete that term. Any Trustee that is also the Chair, may serve beyond the fifteen (15) consecutive years of service, to the extent necessary to allow such Trustee to serve as Chair for three consecutive one-year terms that can be extended to up to a total of five years. Any Trustee who has served for fifteen (15) consecutive years may be re-elected following a three-year absence from the Board of Trustees. Notwithstanding the foregoing, the Board may, upon recommendation by the Nominations and Governance Committee, waive the limitation on consecutive years of service and the three-year
absence requirement for a Trustee whose continued service is in the bests interests of the Corporation to meet a particular need or purpose, provided that not more than one-tenth of the Trustees are serving beyond fifteen consecutive years of service at any time. Any Trustee may be removed from office with or without cause by the Board of Trustees at any regular meeting, or at any special meeting the call for which includes notice thereof, by an affirmative vote of two-thirds all of the Trustees at a meeting where a quorum is present.

C. EMERITI TRUSTEES

Upon recommendation of the Nominations and Governance Committee, Trustees who have served with distinction, ordinarily for two full terms, may be elected by the majority of Trustees as Trustees Emeriti. Terms shall be without limit. Emeritus Trustees may serve as members of Committees and may attend and participate in meetings of the Corporation but they are not members of the Corporation and shall not be entitled to vote or serve as officers or be included when calculating a quorum.

D. NOMINATIONS

The Nominations and Governance Committee shall recommend candidates for election or reelection to the Board of Trustees through procedures adopted by such committee and approved by the Board of Trustees. A slate of candidates, with biographical information for each prospective Trustee candidate, shall be provided to all Trustees in advance of the annual or regular meeting of the Board of Trustees at which an election is scheduled.

ARTICLE V – DEFINING THE ROLES AND RESPONSIBILITIES OF THE BOARD OF TRUSTEES, PRESIDENT, PROVOST, ACADEMIC DEANS AND FACULTY

A. THE BOARD OF TRUSTEES
The Board of Trustees (the “Board”) is the governing board and final institutional authority of Worcester Polytechnic Institute (“WPI” or the “University”). The Board is authorized to carry out all functions permitted by law and these bylaws, including but not limited to:

1. Reviewing and approving the University’s mission, purposes and organizational structure;

2. Appointing the President and setting appropriate terms of employment, including compensation;

3. Supporting the President and assessing the President’s performance;

4. Approving institutional policies and decisions bearing on faculty appointment, promotion, tenure, discipline and dismissal;

5. Reviewing and approving new academic programs and major changes in existing programs, academic organization and structure;

6. Approving all earned and honorary degrees;

7. Approving the University’s annual operating budget, capital budget, tuition and fees;

8. Monitoring the University’s financial condition and establishing policies affecting institutional assets;

9. Authorizing any debt financing and approving the securitization of loans;

10. Authorizing the construction of new buildings, capitalization of deferred maintenance backlogs, and major renovations of existing buildings;

11. Authorizing the purchase, sale and management of land, buildings, or major equipment in excess of $1.0M;

12. Contributing financially to the University’s fundraising goals and participating actively in strategies to secure sources of support;
13. Approving the terms of employment and compensation of vice presidents and administrative officers who serve at the pleasure of the President;

14. Electing Board members and officers;

15. Reviewing these Bylaws and undertaking or authorizing assessments of the Board’s performance.

The Board, while maintaining a general overview of the University, entrusts the operation of the University to the President. The policies established or approved by the Board shall be administered by the President directly, or by delegation to others. In discharge of its responsibilities, the Board may make such formal and informal delegations of functions, responsibilities and authorities as it considers appropriate to the President and, through the President, to administrative officers and members of the Faculty.

B. THE PRESIDENT

The President is the chief executive officer of the University responsible for all of the University’s affairs. The President is a Trustee, and a member of the Faculty, and an ex officio member of all committees of the Board and the Faculty (except joint tenure and promotion committees making recommendations to the Provost and the President). It is the duty of the President to see to it that the standards and procedures in operational use within the University conform to the policy established by the Board and to the standards of sound academic practice. The President has full authority to:

1. Operate the University, including all of its academic, administrative and financial affairs;

2. Set institutional policy-making;
3. Consult with the Faculty and other key stakeholders on important institutional
   matters;
4. Maintain and grow the University’s resources;
5. Prepare and submit for the Board’s approval proposed operating and capital budgets
   for the ensuing fiscal year;
6. Establish an organizational structure that will best enable the President to discharge the duties of the office effectively;
7. Lead the process of establishing the University’s strategic priorities, recognizing that such a process should facilitate a shared effort between the Board, the administration, the Faculty, students and the University community;
8. Appoint vice presidents and other officials to carry out responsibilities for institutional activity.

C. THE PROVOST

The Provost is the University’s chief academic officer after the President and is a member of the Faculty. In consultation with the Deans, Department Heads and members of the Faculty, the Provost shall take the initiative in proposing plans and actions in academic matters, in reviewing and implementing educational programs and policies, and in meeting and consulting with Academic Deans, Department Heads, and members of the Faculty. The Provost:

1. Is appointed by the Board on nomination by the President;
2. Reports to the President;
3. Is a member of the Faculty and shall be an ex officio a member of every Faculty committee and of all committees (except joint tenure and promotion committees
making recommendations to the Provost) or other bodies concerned with academic policy and appointments;

4. Appoints, supervises and evaluates the Academic Deans;

5. Creates, reviews and approves academic policies;

4. Collaborates with the Deans, Department Heads and members of the faculty on academic matters;

5. Develops, recommends and manages the budget of Academic Affairs;

6. Recommends Faculty candidates for tenure and promotion to the President and the Board of Trustees.

D. THE ACADEMIC DEANS

Academic Deans are members of the Faculty, reporting to the Provost, charged with responsibility to operate WPI’s academic programs. and its four Schools: The School of Arts and Sciences; The School of Engineering; The Foisie School of Business; and The Global School. The Provost may also appoint other academic deans and administrators, including but not limited to deans of Undergraduate Studies and Graduate Studies, and a Vice-Provost for Research. Each School’s budget is under the control of the Dean. The Provost may assign duties and responsibilities to the Academic Deans including responsibility for:

1. Setting–Taking initiative in proposing the strategic direction of teaching, scholarship, research, and new programs and initiatives;

2. Collaborating with the other Academic Deans, Department Heads, Program Directors and members of the faculty on academic matters in order to advance institutional goals;

3. Developing and recommending budgets to the Provost for their respective areas of responsibility;
4. Raising the visibility of the activities within their Schools through external engagements, fundraising and other activities;

5. Supporting and providing the Faculty with opportunities for professional advancement;

6. Evaluating Faculty members and making recommendations to Consulting with the Provost regarding recommendations for faculty hiring, tenure and promotion;

7. Appointing, Supervising and evaluating Associate Deans, Department Heads, Program Directors, Faculty (in the case of a School with no Department Heads or Program Directors), or other direct reports, and making recommendations to the Provost on appointments to these roles;

8. Seeking and obtaining input and advice from Department Heads and Faculty members on important issues affecting their areas of responsibility;

9. Such other duties, responsibilities and authority as may be delegated from time to time by the President and the Provost.

E. THE FACULTY

The Faculty consists of the President, the Provost, the Vice Provost for Research, the Academic Deans and all full-time professors of all ranks and titles, including those that are tenured, tenure-track, continuing non-tenure-track, teaching professors, research professors, and professors of practice. The faculty is understood to consist of such persons as shall be designated in the Faculty Constitution and Faculty Bylaws and approved by the Board of Trustees. Faculty members report to their respective Department Head and/or Program Director, as applicable. Department Heads and Program Directors report to their respective Academic Dean(s). The WPI Faculty is primarily responsible for advancing WPI’s academic mission through instruction and expanding the boundaries of knowledge through scholarship and research. Faculty members also play critical
service roles within and outside the University. The roles, responsibilities, and rights of faculty are documented in the WPI Faculty Handbook. The Faculty’s duties include:

1. Educational, research, scholarly activities and service;
2. Establishing academic standards, curricula, courses of study, and regulations pertaining thereto;
3. Certifying candidates for degrees and recommendation to the Board of Trustees for award of degrees;
4. Defining, subject to the Board’s approval, the recognized titles of academic rank, and the criteria of eligibility thereto.

F. ACADEMIC STRUCTURE

The academic structure of WPI shall consist of four Schools: The School of Arts and Sciences; The School of Engineering; The Foisie School of Business[; and The Global School]1.

SECTION 2. ACADEMIC FREEDOM AND EFFECTIVE COLLABORATION

ACADEMIC FREEDOM. It is critically important that WPI Faculty members have freedom in carrying out their academic activities within the framework of WPI’s policies and society’s laws and norms. Consistent therewith, the University is committed to academic freedom in teaching, in the conduct of research and publication, and in service activities. Faculty members are entitled to freedom in the classroom in discussing their subjects and evaluating their students, but they should be careful not to introduce into their teaching controversial matter which has no relation to their subjects. Faculty members are citizens, members of learned professions, and members of an educational institution. When they speak or write as citizens, they should be free from institutional censorship or discipline, but their special position in the community imposes

1 The Global School will be added to the academic structure after faculty endorsement and Board approval.
special obligations. As persons of learning and as educational officers, they should remember that the public may judge their profession and institution by their utterances. Hence, they should at all times be accurate, should exercise appropriate restraint, should show respect for the opinions of others, and should make every effort to indicate that they are not institutional spokespersons.

G. EFFECTIVE COLLABORATION

Navigating the complex and dynamic requirements of sustaining a thriving university requires the focused and collaborative efforts of all members of the WPI community. Effective collaboration must be rooted in principles that reflect mutual respect, trust, integrity, academic freedom, creativity, flexibility, and agility. Effective collaboration should allow space for change through effective and timely decision-making where roles and responsibilities, consultation and decision-making processes are well-defined, where the Board fulfills its fiduciary duty of oversight, where the President effectively executes policies and leads the University’s operations, and where the Faculty conducts world-class teaching, research, scholarship, and service within a supportive academic environment. Together, these outcomes create the conditions in which students can learn and grow as citizens and members of the WPI community. The President should periodically evaluate and report to the community on the state of effective collaboration at WPI.

ARTICLE VI – OFFICERS

A. OFFICERS

Upon recommendation by the Nominations and Governance Committee, the Board of Trustees shall elect a Chair, one or more Vice-Chairs, a President, a Treasurer, an Assistant Treasurer, a Secretary, and an Assistant Secretary of the Corporation. A vacancy in any of said offices may be filled by election at the next meeting of the Corporation.
B. OFFICERS NOT ELECTED FOR SPECIFIC TERMS

Unless elected for a specific term, the Chair, one or more Vice-Chairs, the President, the Treasurer, the Assistant Treasurer, the Secretary, and the Assistant Secretary shall hold their offices at the pleasure of the Board of Trustees.

C. CHAIR AND VICE-CHAIRS

The Chair shall be a member of the Corporation, shall preside at all meetings of the Corporation and shall perform the duties usually attached to that office. The Vice-Chairs shall be members of the Corporation and shall perform the duties of the Chair in the event of his or her absence or inability to serve. The Chair and Vice-Chairs shall be elected annually for a maximum of five (5) one-year terms for any individual in either of these positions. The Chair shall be ex officio a member of all committees of the Corporation.

D. SECRETARY

The Board of Trustees shall elect the Secretary from among the full-time employees of the Corporation. The Secretary shall perform the duties customary for the Clerk of any Corporation and shall keep a record of the minutes.

E. TREASURER

The Board of Trustees shall elect annually at the Annual Meeting of the Corporation the Treasurer from among the full-time employees of the Corporation. The Treasurer shall perform the duties usually attached to that office. The Treasurer may borrow money when authorized to do so by the Corporation and shall give in writing to the Corporation at the October meeting a full account of the financial condition of the Corporation. The Treasurer shall, with the authorization of the Corporation, have power to buy, sell or transfer from time to time securities and other property in which funds of the Corporation may be invested.
F. ASSISTANT TREASURER AND ASSISTANT SECRETARY

The Assistant Treasurer and the Assistant Secretary shall be elected annually at the Annual Meeting of the Corporation from among the full-time employees of the Corporation, shall assist the Treasurer and Secretary, respectively, in the discharge of their duties, and shall perform the duties of the Treasurer and the Secretary, respectively, in the event of their absence or inability to serve.

ARTICLE VII—COMMITTEES

A. EXECUTIVE COMMITTEE

The Board of Trustees annually shall elect an Executive Committee composed of at least seven (7) Trustees, which number shall include the President, the Chair, and the Vice-Chairs. The Chair of the Board of Trustees shall be the Chair of the Executive Committee. The Secretary of the Corporation shall staff the Executive Committee meetings. The Executive Committee shall hold regular meetings at such times and places as its members may from time to time determine, provided that any member who is absent when such determination is made shall be given notice of the determination. Special meetings of the Executive Committee may be held at such time and place as may be designated in a call by the President or the Chair. The President shall prepare an agenda for each meeting of the Executive Committee. A majority of the Executive Committee shall constitute a quorum. The affirmative vote of a majority of all of the members of the Executive Committee shall be required for the Executive Committee to act. The Executive Committee may create other committees, and shall keep records of its proceedings. Each Trustee shall be provided minutes of each meeting of the Executive Committee, with all actions to be reported at the next meeting of the Corporation. The Executive Committee shall have power during the intervals between the meetings of the Board of Trustees to exercise all powers of the Corporation except as
otherwise provided by law or reserved by these Bylaws to the Board of Trustees, and shall have
the power to delegate to other committees such of its duties and powers as it may deem desirable.
The Executive Committee may not: (a) change the number of the Board of Trustees, remove
Trustees from office or fill vacancies on the Board of Trustees; (b) amend the WPI Charter; (c)
adopt, amend or repeal Bylaws; or (d) remove officers or fill vacancies in office.

B. STANDING COMMITTEES
The following shall be the standing committees of the Corporation:

1. **Academic Planning Committee**
   The purpose of the Academic Planning Committee is to provide oversight of all matters
   relating to the undergraduate and graduate educational programs and all research
   programs. Committee members shall seek the commitment of faculty and administrators
   in ensuring that academic priorities are unambiguously stated, appropriately funded, and
   consistent with the overall educational mission of the Corporation.

2. **Advancement Committee**
   The purpose of the Advancement Committee is to assure the Corporation has effective
   development and alumni relations, and marketing and communications programs in place
   so as to maximize the philanthropic support for the Corporation and its proper
   recognition throughout the world.

3. **Audit and Risk Committee**
   The purposes of the Audit & Risk Committee shall be: (A) to provide oversight of the
   Corporation’s financial practices, internal controls, financial management, compliance
   with laws and regulations, and its Business Ethics and Conflict of Interest policies; (B) to
   ensure the integrity of the Corporation’s financial statements; (C) to interact directly with
and evaluate the performance of the Corporation’s independent auditors, including to
determine whether to engage or dismiss the independent auditors and to monitor the
independent auditors’ qualifications and independence; and (D) to promote and oversee
development of broad risk management practices.

4. **Budget and Finance Committee**

The purpose of the Budget and Finance Committee is to maintain the fiscal stability and
long-term economic health of the Corporation. The Committee oversees that financial
planning for the Corporation is supportive of and fully integrated with the long-range
plans and mission of the Corporation. The Committee provides oversight of fiscal
management and guidance to those responsible for the Corporation’s day-to-day
operations.

5. **Leadership Development and Executive Compensation Committee**

The purpose of the Leadership Development and Executive Compensation Committee is to
carry out the Board’s responsibilities for designing and managing executive compensation.
In discharging its duties, the Committee shall effectively and appropriately design and
administer reasonable cash and non-cash compensation and benefit packages for the
Corporation’s key executives and take the steps or actions necessary to establish a
presumption of reasonableness, as described in Internal Revenue Code Section 4958, as
amended.

6. **Investment Committee**

The purpose of the Investment Committee is to maintain the prudent and effective
investment of the endowment and to formulate and oversee the investment policies and
management of the endowment and other investable assets of the University. It is
responsible for the endowment, planned gift annuities and life income funds, and other investment assets of the institution.

7. **Facilities Committee**

The purpose of the Facilities Committee is to broadly oversee the Corporation’s physical assets: its land, buildings, equipment, and technology infrastructure. More specifically, to maintain the adequacy and condition of capital assets, to develop and periodically review policies, to advocate for new structures and rehabilitate or remove older structures, and to ascertain that adequate levels of funding exist for plant maintenance and operations, and technology infrastructure.

8. **Nominations and Governance Committee**

The purposes of the Nominations and Governance Committee are to attract, nominate, orient, organize, motivate and assess the performance of diverse and highly qualified group of trustees; to recommend to the Board the spring commencement speaker and candidates for honorary degrees and to ensure the continuing ability of the Board to exercise its responsibilities at the highest level of excellence. The Nominations and Governance Committee is committed to building and maintaining diversity among trustees.

9. **Student Affairs Committee**

The purpose of the Student Affairs Committee is to provide policy guidance to promote a safe and intellectually stimulating learning environment that encourages academic success, personal development, and student satisfaction.

10. **Economic Impact Committee**

The purpose of the Economic Impact Committee is to contribute leadership and strategic
vision to maximize the use of WPI’s knowledge enterprises for driving regional economic development.

Each standing committee shall consist of at least five Trustees, excluding ex officio members. The chair and members of each committee shall be appointed annually by the Chair of the Corporation. Regular rotation of Board members through various committees and regular rotation of committee chairs ensures Board members exposure to the full panoply of areas of the Corporation's operations. Vacancies in any committee shall be filled by the Chair of the Corporation. Each committee shall regularly review its charter and amend when necessary. Amendments shall be reviewed by the Nominations and Governance Committee and approved by the full Board.

C. OTHER COMMITTEES
The Corporation may establish such other committees as it deems appropriate for the transaction of its business.

ARTICLE VIII – MEETINGS OF THE BOARD OF TRUSTEES

A. REGULAR MEETINGS
There shall be at least three regular meetings of the Board of Trustees each year. One of the meetings shall be the Annual Meeting and shall be held between May 1 and June 30. The other two regular meetings shall be held in or about October and February, respectively. All such meetings shall be held on dates approved by the Executive Committee.

B. SPECIAL MEETINGS
Special Meetings of the Board of Trustees may be called at any time by the President, the Chair or any twelve Trustees, to be held at such places and times as stated in the calls to the meetings. No
business may be transacted at a special meeting of the Board of Trustees other than that stated in the call to the meeting.

C. NOTICES AND MINUTES

Notice of each meeting of the Board of Trustees shall be sent by the Secretary (or if the Secretary is unable or unwilling, then the Assistant Secretary) to each Trustee at least seven days before the time of the meeting, and the notice of a special meeting shall state the object for which it is called. Trustees shall be provided minutes of each meeting of the Board of Trustees.

D. QUORUM

A majority of all of the Trustees shall constitute a quorum at all meetings of the Board of Trustees.

E. ORDER OF BUSINESS

The President and Chair in coordination shall prepare an agenda for each meeting of the Board of Trustees.

F. ACTION AT MEETING

If a quorum is present when a vote is taken, the affirmative vote of a majority of all Trustees is the act of the Board of Trustees. A Trustee who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees when corporate action is taken is considered to have assented to the action taken unless: (a) he or she objects at the beginning of the meeting, or promptly upon his or her arrival, to holding it or transacting business at the meeting; (b) his or her dissent or abstention from the action taken is entered in the minutes of the meeting; or (c) he or she delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

G. CONSENT IN LIEU OF MEETING; TELEPHONE CONFERENCE MEETINGS
In addition to any other method permitted by law, (1) the Board of Trustees and any committee of the Corporation may take any action by unanimous written consent in lieu of a meeting (including written consent delivered by email transmission or other electronic transmission), and (2) the Board of Trustees and any committee of the Corporation may take any action by means of a meeting conducted using a conference telephone, video conference or similar communications equipment, so long as all Trustees participating may simultaneously hear each other during the meeting.

ARTICLE IX – CONFLICT OF INTEREST

Each Trustee shall be familiar with and comply with the Corporation’s Conflict of Interest Policy, as it shall be approved and amended by the Board of Trustees from time to time.

ARTICLE IX – MISCELLANEOUS PROVISIONS

A. POWER TO ACQUIRE, MORTGAGE OR CONVEY REAL ESTATE

The power of the Corporation to acquire, mortgage or convey real estate shall be exercised by the Board of Trustees or the Executive Committee, provided, however, that the Board of Trustees or the Executive Committee may delegate limited authority to the President, Treasurer and Assistant Treasurers, specifying the extent of the authority so delegated.

B. INDEMNIFICATION

Each person who at any time has served as a member of the Corporation or of any committee of the Corporation or as an officer of the Corporation or who has served at the request of the Corporation as an officer, individual trustee, director or member of any organization in which the Corporation has an interest, including any trust or association established in connection with a retirement plan for employees of the Corporation shall, to the extent permitted from time to time by law, be indemnified by it against all expenses actually and necessarily incurred by such
individual(s) in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of his or her being or having been in such role, to the extent provided for in the WPI Charter. The Board of Trustees may, in its discretion, authorize from time to time the indemnification of any person not otherwise entitled to indemnification hereunder, who is an employee or other agent of the Corporation or who serves at the request of the Corporation as an employee or other agent of an organization in which the Corporation has an interest, but only to the extent permitted from time to time by law.

**ARTICLE XI - FISCAL YEAR**

The fiscal year of the Corporation be and hereby is fixed as the twelve month period ending on the last day of the month of June in each year.

**ARTICLE XI – AUTHORITY**

Nothing herein shall limit the President’s authority to manage the University or to establish policies related thereto, subject to Board approval. In the case of any conflict between these Bylaws and other University policies, manuals or handbooks (e.g. Employee Benefits and Policies Manual; WPI Faculty Handbook) these Bylaws shall prevail. In the event of any ambiguities in these Bylaws, the interpretations of the Board shall be controlling.

**ARTICLE XII - AMENDMENT**

The Bylaws may be altered or amended at any meeting of the Board of Trustees by an affirmative vote of not less than two-thirds of all of the Trustees at a meeting where a quorum is present. A proposed amendment shall be referred to the Executive Committee for recommendation. The full text of a proposed amendment shall be sent to the Trustees at least seven days before the date of the meeting at which action thereon is to be taken. If for any reason the Executive Committee fails
to report at the next meeting following notice of a proposed amendment, the Board of Trustees may proceed to act thereon without the Committee's report.

Amended and Approved by the Board of Trustees on November 2, 2018, effective November 12, 2018.